

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1938

24 août 2011

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**Robor S.A., Société Anonyme.**

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.  
R.C.S. Luxembourg B 134.133.

Les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra le 13 septembre 2011 à 14.00 heures au siège social à Luxembourg avec l'ordre du jour suivant:

*Ordre du jour:*

1. rapports du Conseil d'administration et du Commissaire aux comptes;
2. approbation des comptes annuels au 30 juin 2011, affectation des résultats;
3. délibération quant aux dispositions de l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
4. décharge aux Administrateurs et au Commissaire aux comptes;
5. divers.

*Le Conseil d'administration.*

Référence de publication: 2011118503/1017/16.

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

Siège social: L-2419 Luxembourg, 7, rue du Fort Rheinsheim.  
R.C.S. Luxembourg B 41.723.

Messieurs les actionnaires sont priés de bien vouloir assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra le 09 septembre 2011 à 11.00 heures au siège social de la société avec l'ordre du jour suivant:

*Ordre du jour:*

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et comptes de profits et pertes et affectation des résultats au 31.12.2010.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Divers

*Le Conseil d'Administration.*

Référence de publication: 2011119617/1031/15.

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

Siège social: L-1930 Luxembourg, 1, place de Metz.  
R.C.S. Luxembourg B 70.257.

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 mercredi 14 septembre 2011 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 juin 2011.
2. Recevoir et adopter les comptes annuels arrêtés au 30 juin 2011; 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.

Fortuna Banque 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: 2011119618/755/33.

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**Prime Invest I, Société Anonyme - Société de Gestion de Patrimoine Familial.**

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

R.C.S. Luxembourg B 53.202.

Messrs. shareholders are hereby convened to attend the

**STATUTORY GENERAL MEETING**

which is going to be held at the address of the registered office, on 2 September 2011 at 10.00 o'clock, with the following agenda:

*Agenda:*

1. Submission of the annual accounts and of the reports of the board of directors and of the statutory auditor.
2. Approval of the annual accounts and allocation of the results as at 31 December 2010.
3. Discharge to the directors and to the statutory auditor.
4. Miscellaneous.

*The board of directors.*

Référence de publication: 2011116176/534/16.

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**Energie 5 Holding S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.**

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

R.C.S. Luxembourg B 53.516.

Les actionnaires sont priés de bien vouloir assister à

**L'ASSEMBLEE GENERALE EXTRAORDINAIRE**

qui se tiendra en l'étude du notaire Anja HOLTZ située à L-9570 Wiltz, 16-18, rue des Tondeurs, en date du 2 septembre 2011 à 11 heures, avec l'ordre du jour suivant:

*Ordre du jour:*

1. Discussion et approbation des comptes annuels arrêtés au 31 décembre 2009 et au 31 décembre 2010;
2. Discussion et approbation des rapports du Commissaire;
3. Octroi de la décharge, telle que requise par la loi, aux Administrateurs et au Commissaire pour les fonctions exercées par ceux-ci dans la société durant les exercices sociaux qui se sont terminés le 31 décembre 2009 et le 31 décembre 2010;
4. Décision de l'affectation du résultat réalisé au cours des exercices écoulés;
5. Augmentation du capital par incorporation d'une partie des résultats reportés au 31/12/2010 de 702.000 € sans création d'action nouvelle;
6. Constatation de l'exécution des obligations résultant de l'article 295 de la loi modifiée sur les sociétés commerciales;
7. Présentation du projet de scission partielle de la société de droit Luxembourgeois «Energie 5 Holding SA SPF». La scission devant s'opérer par la constitution d'une nouvelle société anonyme de droit luxembourgeois à dénommer «NRG 6 SA SPF» avec siège social Avenue John F. Kennedy 44 L-1855 Luxembourg. La scission s'opérera par le transfert, sans dissolution de la société, d'une partie de son patrimoine à la nouvelle société, la société continuant à exister avec la partie de son patrimoine actif et passif. Le dit projet de scission daté du 22/07/2011 a été publié mémoriel conformément aux articles 290 et 307 de la loi modifiée du 10/08/1915 sur les sociétés commerciales;
8. Présentation du rapport de l'expert indépendant établi conformément à l'article 294 de la loi sur les sociétés commerciales;
9. a) Approbation du projet de scission partielle de la société de droit Luxembourgeois «Energie 5 Holding SA SPF» et constitution d'une nouvelle société anonyme de droit luxembourgeois à dénommer «NRG 6 SA SPF» avec siège social Avenue John F. Kennedy 44 L-1855 Luxembourg;

- b) Constitution et adoption des statuts de la société «NRG 6 SA SPF»;
10. Approbation du transfert à la société bénéficiaire «NRG 6 SA SPF» des éléments du patrimoine faisant l'objet de la scission et attribution des actions de la société «NRG 6 SA SPF» aux actionnaires de la société scindée et cela conformément au projet de scission;
  11. Nomination des administrateurs et du commissaire aux comptes de la société «NRG 6 SA SPF»;
  12. Constatation de la scission au sens de l'article 301 de loi modifiée sur les sociétés commerciales sans préjudice de l'article 302 de la loi sur l'effet de la scission vis-à-vis des tiers;
  13. Divers.

*Le conseil d'administration.*

Référence de publication: 2011114927/1004/40.

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**Tyco Holding IV (Denmark) SE, Société Européenne.**

Siège social: L-2227 Luxembourg, 29, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 162.786.

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STATUTES

In the year two thousand and eleven, on the twenty-sixth day of July.

Before Maître Francis Kessler, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg.

Is held an extraordinary general meeting (the Meeting) of the sole shareholder of Tyco Holding IV (Denmark) SE under flytning, a European Company (Société européenne) existing and organised under the laws of Denmark, having its registered office at Huginsvej 6 B, 3400 Hillerød, Denmark and being registered with the Danish Commerce and Companies Agency under number CVR No. 21 49 00 75 (the Company).

The Meeting is chaired by Olivier Harles (the Chairman). The Chairman appoints Florian Osman as secretary of the Meeting (the Secretary). The Meeting elects Lynn Elvinger, lawyer, professionally residing in Luxembourg, as scrutineer of the Meeting (the Scrutineer). The Chairman, the Secretary and the Scrutineer are collectively referred to hereafter as the Bureau.

The sole shareholder of the Company (the Sole Shareholder) and the number of shares it holds in the Company are indicated on an attendance list which will remain attached to the present minutes after having been signed by the representative of the Sole Shareholder and the Bureau.

The Sole Shareholder is duly represented by Lynn Elvinger, lawyer, professionally residing at 33 avenue J.F. Kennedy, L-1855 Luxembourg by virtue of a proxy given under private seal.

The proxy from the Sole Shareholder, after having been signed *ne varietur* by the proxyholder acting on its behalf and the undersigned notary, shall remain attached to the present deed to be filed with such deed with the registration authorities.

The Bureau having thus been constituted, the Chairman requests the notary to record the following:

I. that all the 24,310,922 (twenty-four million three hundred and ten thousand nine hundred and twenty-two) shares with a par value of EUR 1 (one Euro) each, representing the entire subscribed share capital of the Company of EUR 24,310,922 (twenty-four million three hundred and ten thousand nine hundred and twenty-two Euro) are duly represented at the Meeting, which is thus regularly constituted and can validly deliberate on all the items on the agenda;

II. that a migration plan prepared in accordance with the provisions of (i) EC Regulation 2157/2001 of 8 October 2001 on the statute for a European company and (ii) the Danish law on commercial companies has been published on 25 May 2011 (the Migration Plan) in the Danish Official Gazette;

III. that the Sole Shareholder resolved on 26 July 2011 (i) that the Company shall migrate under its current legal form of a European Company (Société européenne) from Denmark to the Grand Duchy of Luxembourg and (ii) that its registered office and place of central management of the Company shall, in consequence, be transferred from Denmark to the Grand-Duchy of Luxembourg; and

IV. that the agenda of the Meeting is worded as follows:

1. transfer of the Company's registered office and place of central management from Denmark to the Grand-Duchy of Luxembourg;

2. continuation of the Company under the legal form of a European Company (Société européenne) under the same name as prior to the migration process, i.e. "Tyco Holding IV (Denmark) SE" and amendment and full restatement of the Company's articles of association (the Articles) for the purpose of its transfer and continuation in the Grand-Duchy of Luxembourg;

3. insertion of a new article in the Articles allowing explicitly the change of nationality of the Company;

4. approval of the opening balance sheet of the Company as a Luxembourg company;

5. confirmation of the establishment of the registered office of the Company at 29, avenue de la Porte Neuve, L-2227 Luxembourg;

6. appointment of the Company's new members of (i) the board of directors (directoire) and (ii) the supervisory board (conseil de surveillance);

7. appointment of the Company's statutory auditor (commissaire);

8. determination of the dates of the Company's financial year; and

9. miscellaneous.

These facts exposed and recognised accurate by the Meeting, the Meeting passes the following resolutions:

*First resolution*

The Meeting acknowledges the content of a copy of a certificate issued on 26 July 2011 (the Certificate) by the Danish Commerce and Companies Agency in accordance with the provisions of article 101-12 of the Luxembourg law dated 10 August 1915 on commercial companies, as amended (the Law) and attesting the conclusive completion of the acts and formalities to accomplished prior to the transfer of the Company's registered office and place of central management from Denmark to the Grand Duchy of Luxembourg. A copy of such Certificate will remain attached to the present deed to be filed with such deed with the registration authorities.

The Meeting resolves to transfer, in accordance with the Migration Plan, the Company's registered office and place of central management from Huginsvej 6 B, 3400 Hillerød, Denmark to 29, avenue de la Porte Neuve, L-2227 Luxembourg, Grand-Duchy of Luxembourg.

The Meeting notes that the transfer will be, in accordance with the provisions of article 101-11 of the Law, effective as of the registration of the Company with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés).

*Second resolution*

As a result of the first resolution above, the Meeting resolves to change the nationality of the Company, at the present time of Danish nationality to Luxembourg nationality and that such change does not affect the continuity of life of the Company which shall remain one and the same body corporate under the legal form of a European Company (Société européenne).

The Meeting further resolves to amend and fully restate the Articles for the purpose of its transfer and continuation in the Grand Duchy of Luxembourg, as follows:

"

**1. Name and Object.**

1.1 The name of the Company is "Tyco Holding IV (Denmark) SE".

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

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

The Company may borrow in any form and issue notes, bonds, debentures, certificates, shares, beneficiary parts, warrants and any kind of debt or equity securities.

The Company may carry out any commercial, industrial or financial activities which it may deem useful in the accomplishment and development of its purpose.

1.3 The share capital of the Company is EUR 24,310,922 (twenty-four million three hundred and ten thousand nine hundred and twenty-two Euro), represented by 24,310,922 (twenty-four million three hundred and ten thousand nine hundred and twenty-two) shares, each having a par value of EUR 1 (one Euro).

1.4 The shares shall be issued in the name of the holder and shall be registered as such in the Company's register of shareholders.

1.5 No shares shall confer special rights upon the holder.

1.6 The shares are non-negotiable instruments.

1.7 No shareholder shall be obliged to let his shares be redeemed - neither fully nor in part.

**2. General meeting.**

2.1 The Ordinary General Meeting approving the annual accounts of the Company shall be held each year at the registered office of the Company on the second Tuesday of March at 5pm CET.

2.2 The Ordinary General Meeting may be held abroad if, in the absolute and final judgment of the management organ exceptional circumstances so require.

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

2.4 Any shareholder may participate in a General Meeting by conference call, video conference or similar means of communications equipment whereby (i) the shareholders attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an on-going basis and (iv) the shareholders can properly deliberate, and participating in a meeting by such means shall constitute presence in person at such meeting.

2.5 Extraordinary General Meetings shall be convened after a decision made by the General Meeting, a shareholder holding at least 1/10 of the Company's share capital, the management organ, the supervisory board, or the auditor. The Extraordinary General Meetings shall be convened within 14 days after a request has been made to the management.

2.6 The General Meetings shall be convened by the management by a notice of no less than 14 days and no more than 4 weeks by letter addressed to the shareholders as listed in the Company's register of shareholders.

2.7 The notice shall contain the agenda for the General Meeting. The notice shall contain the essential contents of any proposal for the alteration of the Articles of Association.

2.8 Shareholders holding at least 1/10 of the Company's share capital are entitled to have their nominated issues included on the agenda for the general meeting where their request is received by the management at least six weeks before the date of the general meeting. If the request is received less than six weeks before the date of the general meeting, the management must decide whether the request has been made with enough time for the issues to be included on the agenda.

2.9 No later than 14 days before each General Meeting, the agenda and the final proposals scheduled for discussion must be available for inspection by the shareholders at the Company's office. Before each Ordinary General Meeting the annual accounts with the audit report, the annual report and the consolidated accounts must also be available for inspection. At the same time, the said documents shall be forwarded to each registered shareholder upon request.

2.10 The supervisory board shall appoint a chairman of the meeting to direct the discussions and to decide all questions regarding the procedure of the discussions and the voting.

2.11 Minutes of the proceedings at the General Meeting shall be entered into a Minute Book to be signed by the Chairman of the Meeting.

2.12 At the General Meeting each share amount of EUR 1 confers one vote upon the holder.

2.13 All resolutions discussed at the General Meeting are adopted by a simple majority always provided that the Luxembourg law dated 10 August 1915 on commercial companies, as amended (the Law) does not indicate specific rules regarding representation and majority.

### **3. Management.**

3.1 The Company has a two-tier management system.

3.2 The Company is managed by a management organ consisting of 1 - 3 members elected for a term not exceeding six years. The management organ shall be responsible for managing the Company. The Management organ is vested with the broadest powers to perform or cause to be performed all acts of disposition and administration in the Company's interest. All powers not expressly reserved by the Law or by the present Articles of Association to the General Meeting or the Supervisory Board fall within the competence of the Management organ.

3.3 The Company has a supervisory board consisting of 3 members, of which no members may also be a member of the management, and which are elected by the General Meeting for a term not exceeding six years. The supervisory board appoints the members of the management and shall lay down the distribution of work between the members.

3.4 The supervisory board shall supervise the work of the management. The supervisory board may not itself exercise the power to manage the Company.

3.5 Retiring members of both organs are eligible for re-election.

### **4. Power to bind the company.**

4.1 The Company shall be bound towards third parties in all matters by the signature of any member of the management organ. The Company shall further be bound by the signature of the person to whom specific signatory power has been granted by the management organ, but only within the limits of such power.

### **5. Auditor.**

5.1 The operations of the Company shall be supervised by one or several statutory auditor(s) (commissaire(s)), or, where required by law, by one or several independent external auditors (réviseur(s) d'entreprises agréé(s)). The statutory auditor(s) shall be elected for a term not exceeding six years and shall be eligible for re-appointment.

5.2 The statutory auditor(s) will be appointed by the General Meeting which will determine their number, their remuneration and the term of their office. The statutory auditor(s) in office may be removed at any time by the General Meeting.

### **6. Accounts.**

6.1 The Company's financial year runs from 1 October to 30 September."

The Meeting notes that the Company's change of nationality together with the restatement of the Articles will be, in accordance with the provisions of article 101-11 of the Law, effective as of the registration of the Company with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés).

*Third resolution*

The Meeting resolves to add an article 7 to the Articles which shall read as follows:

**" 7. Nationality.**

7.1 The shareholders of the Company may unanimously decide to change the Company's nationality."

*Fourth resolution*

The Meeting resolves to approve the opening balance sheet of the Company as a Luxembourg company as of the date of registration of the Company with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés).

*Fifth resolution*

The Meeting confirms the establishment of the registered office of the Company at 29, avenue de la Porte Neuve, L-2227 Luxembourg.

The Meeting notes that the establishment of the registered office of the Company at 29, avenue de la Porte Neuve, L-2227 Luxembourg will be, in accordance with the provisions of article 101-11 of the Law, effective as of the registration of the Company with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés).

*Sixth resolution*

The Meeting appoints/confirms as members of the board of directors:

- James Graham, Managing Intellectual Property Counsel and with professional address at Freier Platz 10, 8200 Schaffhausen, Switzerland;
- Mychele Duffie, Controller and with professional address at Freier Platz 10, 8200 Schaffhausen, Switzerland; and
- Matthew Heiman, Senior Litigation Counsel and with professional address at Freier Platz 10, 8200 Schaffhausen, Switzerland;

for a mandate which will expire at the occasion of the annual general meeting of the Company's shareholders approving the annual accounts for the financial year which will end in 2015.

The Meeting appoints/confirms as members of the supervisory board:

- Peter Schieser, Company Secretary & Treasury Counsel - EMEA and with professional address at 29, Avenue de la Porte Neuve, L-2227 Luxembourg;
- Andrea Goodrich, General Counsel and with professional address at Freier Platz 10, 8200 Schaffhausen, Switzerland; and
- Christopher Oster, Senior Tax Director and with professional address at 112-114 Middlesex Street, 1<sup>st</sup> Floor, London E1 7HY, UK;

for a mandate which will expire at the occasion of the annual general meeting of the Company's shareholders approving the annual accounts for the financial year which will end in 2015.

*Seventh resolution*

The Meeting appoints as statutory auditor:

- BDO Audit S.A., a Luxembourg public limited liability company (société anonyme) with registered office at 2, Avenue Charles de Gaulle, L-1653 Luxembourg and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B 147570;

for a mandate which will expire at the occasion of the annual general meeting of the Company's shareholders approving the annual accounts for the financial year which will end in 2015.

*Eighth resolution*

The Meeting resolves that the first Company's financial year shall begin on the day of the present deed and end on 30 September 2011.

*Estimate of costs*

The amount of the expenses in relation to the present deed are estimated to be approximately six thousand nine hundred euro (€ 6,900.-).

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

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

The deed having been read to the proxyholder of the appearing party, said proxyholder signed together with us, the notary, the present original deed.

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

L'an deux mille onze, le vingt-sixième jour du mois de juillet.

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

S'est tenue l'assemblée générale extraordinaire (l'Assemblée) de l'associé unique de Tyco Holding IV (Denmark) SE under flytning, une Société européenne existant et organisée selon le droit du Danemark, ayant son siège social au Huginsvej 6 B, 3400 Hillerød, Danemark et enregistrée auprès du Registre de Commerce danois sous le numéro CVR No. 21 49 00 75 (la Société).

L'Assemblée est présidée par Olivier Harles (le Président). Le Président désigne comme secrétaire de l'Assemblée Florian Osman (le Secrétaire). L'Assemblée choisit comme scrutateur de l'Assemblée (le Scrutateur) Lynn Elvinger, avocat, demeurant professionnellement à Luxembourg. Le Président, le Secrétaire et le Scrutateur forment ensemble ci-après le Bureau.

L'actionnaire unique de la Société (l'Actionnaire Unique) et le nombre de parts sociales qu'il déteint dans la Société sont indiqués dans une liste de présence qui restera annexée aux présentes après avoir été signée par le représentant de l'Actionnaire Unique et les membres du Bureau.

L'Actionnaire Unique est représenté par Lynn Elvinger, avocat, demeurant professionnellement à Luxembourg en vertu d'une procuration donnée sous seing privé.

La procuration de l'Actionnaire Unique, après avoir été signée ne varietur par le mandataire et le notaire instrumentaire, restera annexée au présent acte afin d'être enregistrée avec ledit acte auprès des autorités compétentes.

Le Bureau ainsi constitué, le Président constate et prie le notaire instrumentaire d'acter que:

I. toutes les 24.310.922 (vingt-quatre millions trois cent dix mille neuf cent vingt-deux) actions ayant une valeur nominale de 1 EUR (un euro) chacune, représentant la totalité du capital social de la Société d'un montant de 24.310.922 EUR (vingt-quatre millions trois cent dix mille neuf cent vingt-deux euros), est dûment représenté à la présente Assemblée qui est dès lors régulièrement constituée et peut valablement délibérer sur les tous points figurant à l'ordre du jour.

II. Qu'un plan de migration plan préparé en accord avec les provisions de (i) l'EC Regulation 2157/2001 du 8 octobre 2001 sur le statut d'une Société européenne et (ii) la loi Danoise sur les sociétés commerciales publié en date du 25 mai 2011 (le Plan de Migration) dans la Gazette Officielle Danoise;

III. Que l'Actionnaire Unique a décidé en date du 26 juillet 2011 (i) que la Société migrera sous sa forme juridique actuelle de Société Européenne du Danemark au Grand-Duché de Luxembourg et (ii) que son siège social et que le lieu de gestion centrale de la société sera, par conséquent, transféré du Danemark au Grand-Duché de Luxembourg; et

IV. Que l'ordre du jour de l'Assemblée à la teneur suivante:

1. transfert du siège social et du lieu de gestion centrale de la Société du Danemark vers le Grand-Duché de Luxembourg;

2. continuation de la Société sous la forme d'une Société européenne sous le même nom qu'avant le processus de migration, i.e. "Tyco Holding IV (Denmark) SE" et amendement et refonte totale des statuts de la Société (les Statuts) pour les besoins de son transfert et sa continuation au Grand-Duché de Luxembourg;

3. insertion d'un nouvel article dans les Statuts permettant explicitement le changement de nationalité de la Société;

4. approbation de l'ouverture d'un état financier de la Société comme société Luxembourgeoise;

5. confirmation de l'établissement du siège social de la Société au 29, avenue de la Porte Neuve, L-2227 Luxembourg;

6. nomination des nouveaux membres du (i) directoire et (ii) du conseil de surveillance de la Société;

7. nomination du commissaire de la Société;

8. détermination des dates de l'année sociale de la Société; et

9. divers.

Ces faits étant exposés et reconnus justes par l'Assemblée, celle-ci passé les résolutions suivantes:

#### *Première résolution*

L'Assemblée prend acte du contenu d'une copie d'un certificat émis le 26 juillet 2011 (le Certificat) par le Registre de Commerce et des Sociétés Danois en accord avec les termes de l'article 101-12 de la loi Luxembourgeoise date du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi) attestant que la réalisation concluante des actes et formalités devant être accomplis avant le transfert du siège sociale et lieu de gestion centrale de la Société du Danemark vers le Grand-duché de Luxembourg. Une copie de ce Certificat restera annexée au présent acte aux fins d'enregistrement auprès des autorités compétentes.



L'Assemblée décide de transférer, en accord avec les termes du Plan de Migration, le siège social et le lieu de gestion centrale de la Société du Huginsvej 6 B, 3400 Hillerød, Danemark au 29, avenue de la Porte Neuve, L-2227 Luxembourg, Grand-Duché du Luxembourg.

L'Assemblée note que le transfert sera, en accord avec les provisions de l'article 101-11 de la loi luxembourgeoise datée du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), effectif à l'enregistrement de la Société auprès du Registre de Commerce et des Sociétés de Luxembourg.

#### *Deuxième résolution*

En conséquence de la première résolution ci-dessus, l'Assemblée décide de changer la nationalité de la Société, jusqu'à présent danoise vers la nationalité luxembourgeoise et que ce changement n'affectera pas la continuité de la Société qui restera une et avec le même corps social sous la forme d'une Société européenne.

De plus, l'Assemblée décide de modifier et refondre dans leur totalité les Statuts pour les besoins de son transfert et sa continuité au Grand-duché du Luxembourg, de façon à ce qu'ils aient la teneur suivante:

"

#### **1. Dénomination et Objet.**

1.1 La dénomination de la Société est "Tyco Holding IV (Denmark) SE".

1.2 L'objet social de la Société est la prise de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises ou étrangères et toutes autres formes de placements, l'acquisition par achat, souscription ou de toute autre manière, ainsi que l'aliénation par la vente, par échange ou toute autre manière de valeurs mobilières de toutes espèces et la gestion, le contrôle et la mise en valeur de ces participations.

La Société peut également garantir, accorder des prêts à ou assister autrement des sociétés dans lesquelles elle détient une participation directe ou indirecte ou des sociétés qui font partie du même groupe de sociétés que la Société.

La Société peut emprunter sous toutes formes et procéder à l'émission privée de billets, obligations, débentures, certificats, actions, parts bénéficiaires, warrants et tout type de titres de créance ou de titres de participation.

La Société pourra exercer toutes activités de nature commerciale, industrielle ou financière estimées utiles pour l'accomplissement et le développement de son objet.

1.3 Le capital social de la Société est fixé à 24.310.922 EUR (vingt-quatre millions trois cent dix mille neuf cent vingt-deux euros), représenté par 24.310.922 (vingt-quatre millions trois cent dix mille neuf cent vingt-deux) actions, d'une valeur nominale d'1 EUR (un euro) chacune.

1.4 Les actions sont émises au nom du détenteur et seront enregistrées comme telles au sein du registre des actions de la Société.

1.5 Aucune action ne conférera des droits spéciaux à son détenteur.

1.6 Les actions sont des instruments-non négociables.

1.7 Aucun actionnaire ne pourra être obligé à se voir racheter ses actions – ni entièrement ni partiellement.

#### **2. Assemblée générale.**

2.1 L'Assemblée Générale Ordinaire approuvant les comptes annuels de la Société se tiendra chaque année au siège social de la Société le deuxième mardi du mois de mars à 17.00 heures.

2.2 L'Assemblée Générale Ordinaire pourra se tenir à l'étranger si, en dernier ressort de l'avis de l'organe de gestion, des circonstances exceptionnelles le demandent.

2.3 D'autres assemblées des actionnaires de la Société peuvent se tenir aux heures et lieux indiqués dans les convocations respectives à ces assemblées.

2.4 Tout actionnaire peut participer à une Assemblée Générale par voie de conférence téléphonique, visio-conférence ou tout autre moyen de communication par lequel (i) les actionnaires participant à l'assemblée peuvent être identifiés, (ii) toutes les personnes participant à l'assemblée peuvent s'entendre et se parler, (iii) la transmission de l'assemblée se fait de manière continue et (iv) les actionnaires peuvent délibérer convenablement, et la participation à une assemblée par de tels moyens de communication constituera une participation physique à cette assemblée.

2.5 Les Assemblées Générales Extraordinaires devront être convoquées par une décision de l'Assemblée Générale, un actionnaire détenant au moins 1/10<sup>è</sup> du capital social de la Société, l'organe de gestion, le conseil de surveillance ou l'auditeur. Les Assemblées Générales Extraordinaires devront être convoquées endéans 14 jours après qu'une demande ait été présentée à l'organe de gestion.

2.6 Les Assemblées Générales sont convoquées par l'organe de gestion par lettre adressée aux actionnaires inscrits au registre des actions avec un préavis minimum de 14 jours et maximum de 4 semaines.

2.7 La convocation doit contenir l'ordre du jour de l'Assemblée Générale. La convocation doit contenir les points essentiels relatifs à toute proposition de modification des Statuts de la Société.

2.8 Les actionnaires détenant au moins 1/10<sup>è</sup> du capital social de la Société ont le droit d'inclure leurs questions désignées à l'ordre du jour pour l'assemblée générale si leur demande est reçue par l'organe de gestion au moins 6 semaines avant la date de l'assemblée générale. Si la demande est reçue moins de 6 semaines avant la date de l'assemblée

générale, l'organe de gestion doit décider si la demande a été introduite assez tôt afin d'inclure les questions à l'ordre du jour.

2.9 Au plus tard 14 jours avant chaque Assemblée Générale, l'ordre du jour ainsi que les propositions finales prévues pour discussion doivent être disponibles pour inspection par les actionnaires au siège social de la Société. Avant chaque Assemblée Générale Ordinaire, les comptes annuels ensemble avec le rapport de l'auditeur, le rapport annuel et les comptes consolidés doivent également être disponibles pour inspection. Pendant cette période, lesdits documents devront être transmis à chaque actionnaire figurant au registre des actions de la Société s'il le demande.

2.10 Le conseil de surveillance devra nommer un président de l'assemblée pour diriger les discussions et trancher toutes les questions concernant la procédure des débats et le vote.

2.11 Les procès-verbaux de l'Assemblée Générale devront être retranscrits dans un Livre des Minutes qui devra être signé par le Président de l'Assemblée.

2.12 A l'Assemblée Générale, chaque action d'une valeur d'1 EUR donne droit à une voix à son détenteur.

2.13 Toutes les résolutions discutées à l'Assemblée Générale sont adoptées à la majorité simple, toujours sous réserve que les termes de la loi Luxembourgeoise datée du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi) ne dispose de règles spécifiques concernant la représentation et la majorité.

### **3. Organe de gestion.**

3.1 La Société a un système de gestion dualiste.

3.2 La Société est dirigée par un organe de gestion composé de un à trois membres élus pour un mandat qui n'excèdera pas six ans. L'organe de gestion sera responsable pour la gestion de la Société. L'organe de gestion a les pouvoirs les plus larges pour exécuter ou faire exécuter tout acte de disposition et de gestion se trouvant dans l'intérêt de la Société. Tous les pouvoirs non expressément réservés par la Loi ou par les présents Statuts à l'Assemblée Générale ou au Conseil de Surveillance seront de la compétence de l'organe de gestion.

3.3 La Société a un conseil de surveillance composé de trois membres, dont aucun ne peut être également membre de l'organe de gestion, et qui sont élus par l'Assemblée Générale pour un mandat qui n'excèdera pas six ans. Les membres de l'organe de surveillance nomment les membres de l'organe de gestion et fixeront la distribution des tâches entre ses membres.

3.4 Le conseil de surveillance supervisera le travail de l'organe de gestion. Le conseil de surveillance ne peut pas exercer lui-même le pouvoir de gérer la Société.

3.5 Les membres sortants des deux organes sont rééligibles.

### **4. Pouvoir d'engager la Société.**

4.1 La Société sera engagée en toutes matières vis-à-vis des parties tiers par la signature individuelle d'un membre de l'organe de gestion. La Société sera de plus également engagée par la signature de la personne à qui un tel pouvoir spécifique aura été donné par l'organe de gestion, mais uniquement dans les limites de ce pouvoir donné.

### **5. Auditeur.**

5.1 Les opérations de la Société seront supervisées par un ou plusieurs commissaires, ou, lorsque requis par la loi, par un ou plusieurs réviseurs d'entreprises agréés. Le ou les commissaire(s) aux comptes sera/ont élu(s) pour un mandat n'excédant pas six ans et sera/ont éligible(s) pour un nouveau mandat.

5.2 Le(s) commissaire(s) aux comptes sera/ont nommé(s) par l'Assemblée Générale qui déterminera leur nombre, leur rémunération et la durée de leur mandat. Le(s) commissaire(s) aux comptes en poste pourra/ont être révoqué(s) à tout moment par l'Assemblée Générale.

### **6. Comptes annuels.**

6.1 L'exercice social de la Société commence le 1<sup>er</sup> octobre et s'achève le 30 septembre."

L'Assemblée note que le changement de nationalité de la Société et la refonte des Statuts sont en accord avec les termes de l'article 101-11 de la Loi, et seront effectifs à l'enregistrement de la Société auprès du Registre de Commerce et des Sociétés de Luxembourg.

#### *Troisième résolution*

L'Assemblée décide d'ajouter un article 7 aux Statuts qui aura la teneur suivante:

#### **" 7. Nationalité.**

7.1 Les actionnaires de la Société peuvent à l'unanimité décider le changement de la nationalité de la Société."

#### *Quatrième résolution*

L'Assemblée décide d'approuver l'ouverture d'un état financier de la Société comme société Luxembourgeoise à compter de la date d'enregistrement de la Société auprès du Registre de Commerce et des Sociétés de Luxembourg.

#### *Cinquième résolution*

L'Assemblée confirme que le siège social est établi au 29, avenue de la Porte Neuve, L-2227 Luxembourg.

L'Assemblée note que l'établissement du siège social de la Société au 29, avenue de la Porte Neuve, L-2227 Luxembourg sera en accord avec les termes de l'article 101-11 de la Loi, et sera effectifs à l'enregistrement de la Société auprès du Registre de Commerce et des Sociétés de Luxembourg.

*Sixième résolution*

L'Assemblée nomme/confirme les personnes suivantes comme membre du conseil d'administration:

- James Graham, Managing Intellectual Property Counsel avec adresse professionnelle au Freier Platz 10, 8200 Schaffhausen, Suisse;

- Mychele Duffie, Controller avec adresse professionnelle au Freier Platz 10, 8200 Schaffhausen, Suisse; et

- Matthew Heiman, Senior Litigation Counsel avec adresse professionnelle au Freier Platz 10, 8200 Schaffhausen, Suisse;

Pour un mandat qui prendra fin lors de l'assemblée générale annuelle des actionnaires de la Société qui approuvera les comptes annuels pour l'année sociale se terminant en 2015.

L'Assemblée nomme/confirme les personnes suivantes comme membres du conseil de surveillance:

- Peter Schieser, Company Secretary & Treasury Counsel - EMEA avec adresse professionnelle au 29, Avenue de la Porte Neuve, L-2227 Luxembourg;

- Andrea Goodrich, General Counsel avec adresse professionnelle au Freier Platz 10, 8200 Schaffhausen, Suisse; et

- Christopher Oster, Senior Tax Director avec adresse professionnelle au 112-114 Middlesex Street, 1<sup>st</sup> Floor, Londres E1 7HY, Royaume-Uni;

Pour un mandat qui prendra fin lors de l'assemblée générale annuelle des actionnaires de la Société qui approuvera les comptes annuels pour l'année sociale se terminant en 2015.

*Septième résolution*

L'Assemblée nomme comme commissaire:

- BDO Audit S.A., une société anonyme de droit luxembourgeois ayant son siège social au 2, Avenue Charles de Gaulle, L-1653 Luxembourg et enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 147570;

Pour un mandat qui prendra fin lors de l'assemblée générale annuelle des actionnaires de la Société qui approuvera les comptes annuels pour l'année sociale se terminant en 2015.

*Huitième résolution*

L'Assemblée décide que le premier exercice social de la Société commencera au jour du présent acte et se clôturera le 30 septembre 2011.

*Estimation des coûts*

Les dépenses, frais, rémunérations et charges sous quelque forme que ce soit, qui seront supportés par la Société en conséquence du présent acte sont estimés approximativement à six mille neuf cents euros (€ 6.900,-).

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

Dont acte, passé, date des présentes, à Luxembourg.

Et après lecture faite au mandataire de la partie comparante, ledit mandataire de la partie comparante a signé ensemble avec le notaire le présent acte.

Signé: Harles, Osman, Elvinger, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 28 juillet 2011. Relation: EAC/2011/10153. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): T. Thoma.

POUR EXPEDITION CONFORME.

Référence de publication: 2011115558/417.

(110132020) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2011.

**Tyco Holding IV (Denmark) SE, Société Européenne.**

Siège social: L-2227 Luxembourg, 29, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 162.786.

In the year two thousand and eleven, the eighth day of August, before Maître Francis Kessler, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg.

Is held an extraordinary general meeting (the Meeting) of the sole shareholder of Tyco Holding IV (Denmark) SE under flytning, a European Company (Société européenne) existing and organised under the laws of Denmark, having its regis-

tered office at Huginsvej 6 B, 3400 Hillerød, Denmark and being registered with the Danish Commerce and Companies Agency under number CVR No. 21 49 00 75 (the Company).

The Meeting is chaired by Camilo Luna, lawyer, professionally residing in Luxembourg (the Chairman). The Chairman appoints Negin Baradari as secretary of the Meeting (the Secretary). The Meeting elects Lynn Elvinger, lawyer, professionally residing in Luxembourg, as scrutineer of the Meeting (the Scrutineer). The Chairman, the Secretary and the Scrutineer are collectively referred to hereafter as the Bureau.

The sole shareholder of the Company (the Sole Shareholder) and the number of shares it holds in the Company are indicated on an attendance list which will remain attached to the present minutes after having been signed by the representative of the Sole Shareholder and the Bureau.

The Sole Shareholder is duly represented by Lynn Elvinger, lawyer, professionally residing at 33 avenue J.F. Kennedy, L-1855 Luxembourg by virtue of a proxy given under private seal and attached to the deed dated 26 July 2011.

The Bureau having thus been constituted, the Chairman requests the notary to record that all the 24,310,922 (twenty-four million three hundred and ten thousand nine hundred and twenty-two) shares with a par value of EUR 1 (one Euro) each, representing the entire subscribed share capital of the Company of EUR 24,310,922 (twenty-four million three hundred and ten thousand nine hundred and twenty-two Euro) are duly represented at the Meeting, which is thus regularly constituted and can validly deliberate on all the items on the agenda;

These facts exposed and recognised accurate by the Meeting, the Meeting passes the following resolutions:

*First resolution*

The Meeting notes that some information in respect of (i) the duration of the Company, (ii) the form of the Company and (iii) the registered office of the Company was incomplete in the notarial deed passed on 26 July 2011 (the Deed).

As a consequence, the Meeting resolves to insert such information in the third resolution of the Deed which should read as follows:

*"Third resolution*

The Meeting resolves to amend article 1 of the Articles and to add an article 7 to the Articles which shall read as follows:

"

**1. Name, Registered office, Duration and Object.**

1.1 There exists a Société Européenne under the name of "Tyco Holding IV (Denmark) SE".

1.2 The registered office of the Company is established in Luxembourg-City.

1.3 The Company is formed for an unlimited duration.

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

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

The Company may borrow in any form and issue notes, bonds, debentures, certificates, shares, beneficiary parts, warrants and any kind of debt or equity securities.

The Company may carry out any commercial, industrial or financial activities which it may deem useful in the accomplishment and development of its purpose.

1.5 The share capital of the Company is EUR 24,310,922 (twenty-four million three hundred and ten thousand nine hundred and twenty-two Euro), represented by 24,310,922 (twenty-four million three hundred and ten thousand nine hundred and twenty-two) shares, each having a par value of EUR 1 (one Euro).

1.6 The shares shall be issued in the name of the holder and shall be registered as such in the Company's register of shareholders.

1.7 No shares shall confer special rights upon the holder.

1.8 The shares are non-negotiable instruments.

1.9 No shareholder shall be obliged to let his shares be redeemed - neither fully nor in part.

**7. Nationality.**

7.1 The shareholders of the Company may unanimously decide to change the Company's nationality."

*Second resolution*

The Meeting notes that some information in respect of the management organ of the Company was incomplete in the Deed.

As a consequence, the Meeting resolves to insert such information in the sixth resolution of the Deed which should read as follows:

*"Sixth resolution*

The Meeting appoints/confirms the appointment as members of the management body of the Company:

- James Graham, Managing Intellectual Property Counsel and with professional address at Freier Platz 10, 8200 Schaffhausen, Switzerland;

- Mychele Duffie, Controller and with professional address at Freier Platz 10, 8200 Schaffhausen, Switzerland; and

- Matthew Heiman, Senior Litigation Counsel and with professional address at Freier Platz 10, 8200 Schaffhausen, Switzerland;

for a mandate which will expire at the occasion of the annual general meeting of the Company's shareholders approving the annual accounts for the financial year which will end in 2015.

The Meeting appoints/confirms as members of the supervisory board of the Company:

- Peter Schieser, Company Secretary & Treasury Counsel - EMEA and with professional address at 29, Avenue de la Porte Neuve, L-2227 Luxembourg;

- Andrea Goodrich, General Counsel and with professional address at Freier Platz 10, 8200 Schaffhausen, Switzerland; and

- Christopher Oster, Senior Tax Director and with professional address at 112-114 Middlesex Street, 1<sup>st</sup> Floor, London E1 7HY, UK;

for a mandate which will expire at the occasion of the annual general meeting of the Company's shareholders approving the annual accounts for the financial year which will end in 2015."

*Costs*

The aggregate amount of the costs, expenditures, remunerations and expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of this deed, is approximately one thousand two hundred euro (€ 1,200.-).

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

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

The present deed having been read to the Meeting and the Proxyholder of the appearing party, the said Proxyholder signed together with the notary, the present original deed.

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

L'an deux mille onze, le huit août, par-devant Maître Francis Kessler, notaire résidant à Esch-sur-Alzette, Grand-Duché de Luxembourg.

Se tient une assemblée générale extraordinaire (l'Assemblée) de l'associé unique de Tyco Holding IV (Denmark) SE, under flytning, une Société européenne existant et organisée selon le droit du Danemark, ayant son siège social au Huginsvej 6 B, 3400 Hillerød, Danemark et enregistrée auprès du Registre de Commerce danois sous le numéro CVR No. 21 49 00 75 (la Société).

L'Assemblée est présidée par Camilo Luna, avocat, demeurant professionnellement à Luxembourg (le Président). Le Président désigne comme secrétaire de l'Assemblée Negin Baradari (le Secrétaire). L'Assemblée choisit comme scrutateur de l'Assemblée (le Scrutateur) Lynn Elvinger, avocat, demeurant professionnellement à Luxembourg. Le Président, le Secrétaire et le Scrutateur forment ensemble ci-après le Bureau.

L'actionnaire unique de la Société (l'Actionnaire Unique) et le nombre de parts sociales qu'il déteint dans la Société sont indiqués dans une liste de présence qui restera annexée aux présentes après avoir été signée par le représentant de l'Actionnaire Unique et les membres du Bureau.

L'Actionnaire Unique est représenté par Lynn Elvinger, avocat, demeurant professionnellement au 33 avenue J.F. Kennedy, L-1855 Luxembourg en vertu d'une procuration donnée sous seing privé telle qu'annexée à l'acte du 26 juillet 2011.

Le Bureau ainsi constitué, le Président constate et prie le notaire instrumentaire d'acter que toutes les 24.310.922 (vingt-quatre millions trois cent dix mille neuf cent vingt-deux) actions ayant une valeur nominale de 1 EUR (un euro) chacune, représentant la totalité du capital social de la Société d'un montant de 24.310.922 EUR (vingt-quatre millions trois cent dix mille neuf cent vingt-deux euros), sont dûment représentées à la présente Assemblée qui est dès lors régulièrement constituée et peut valablement délibérer sur les tous points figurant à l'ordre du jour.

Ces faits étant exposés et reconnus justes par l'Assemblée, celle-ci passe les résolutions suivantes:

### *Première résolution*

L'Assemblée note que certaines informations relatives à (i) la durée de la Société, (ii) la forme de la Société et (iii) le siège social de la Société ont été incomplètes dans l'acte notarié passé le 26 juillet 2011 (l'Acte).

Par conséquent, l'Assemblée décide d'insérer cette information au sein de la troisième résolution de l'Acte qui doit se lire comme suit:

### *"Troisième résolution*

L'Assemblée décide en outre de modifier l'article 1 des Statuts et ajouter l'article 7 aux Statuts qui aura la teneur suivante:

#### **1. Dénomination, Siège social, Durée et Objet.**

1.1 Il existe une Société Européenne prenant la dénomination de "Tyco Holding IV (Denmark) SE".

1.2 Le siège social est établi à Luxembourg-Ville.

1.3 La Société est constituée pour une durée illimitée.

1.4 L'objet social de la Société est la prise de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises ou étrangères et toutes autres formes de placements, l'acquisition par achat, souscription ou de toute autre manière, ainsi que l'aliénation par la vente, par échange ou toute autre manière de valeurs mobilières de toutes espèces et la gestion, le contrôle et la mise en valeur de ces participations.

La Société peut également garantir, accorder des prêts à ou assister autrement des sociétés dans lesquelles elle détient une participation directe ou indirecte ou des sociétés qui font partie du même groupe de sociétés que la Société.

La Société peut emprunter sous toutes formes et procéder à l'émission privée de billets, obligations, débentures, certificats, actions, parts bénéficiaires, warrants et tout type de titres de créance ou de titres de participation.

La Société pourra exercer toutes activités de nature commerciale, industrielle ou financière estimées utiles pour l'accomplissement et le développement de son objet.

1.5 Le capital social de la Société est fixé à 24.310.922 EUR (vingt-quatre millions trois cent dix mille neuf cent vingt-deux euros), représenté par 24.310.922 (vingt-quatre millions trois cent dix mille neuf cent vingt-deux) actions, d'une valeur nominale d'1 EUR (un euro) chacune.

1.6 Les actions sont émises au nom du détenteur et seront enregistrées comme telles au sein du registre des actions de la Société.

1.7 Aucune action ne conférera des droits spéciaux à son détenteur.

1.8 Les actions sont des instruments-non négociables.

1.9 Aucun actionnaire ne pourra être obligé à se voir racheter ses actions – ni entièrement ni partiellement.

#### **7. Nationalité.**

7.1 Les actionnaires de la Société peuvent à l'unanimité décider le changement de la nationalité de la Société."

### *Seconde résolution*

L'Assemblée note qu'une information relative au directoire a été incomplète dans l'Acte.

Par conséquent, l'Assemblée décide d'insérer cette information au sein de la sixième résolution de l'Acte qui doit se lire comme suit:

### *"Sixième résolution*

L'Assemblée nomme/confirme la nomination des personnes suivantes comme membres du directoire de la Société:

- James Graham, Managing Intellectual Property Counsel avec adresse professionnelle au Freier Platz 10, 8200 Schaffhausen, Suisse;

- Mychele Duffie, Controller avec adresse professionnelle au Freier Platz 10, 8200 Schaffhausen, Suisse; et

- Matthew Heiman, Senior Litigation Counsel avec adresse professionnelle au Freier Platz 10, 8200 Schaffhausen, Suisse; pour un mandat qui prendra fin lors de l'assemblée générale annuelle des actionnaires de la Société qui approuvera les comptes annuels pour l'année sociale se terminant en 2015.

L'Assemblée nomme/confirme les personnes suivantes comme membres du conseil de surveillance de la Société:

- Peter Schieser, Company Secretary & Treasury Counsel - EMEA avec adresse professionnelle au 29, Avenue de la Porte Neuve, L-2227 Luxembourg;

- Andrea Goodrich, General Counsel avec adresse professionnelle au Freier Platz 10, 8200 Schaffhausen, Suisse; et

- Christopher Oster, Senior Tax Director avec adresse professionnelle au 112-114 Middlesex Street, 1<sup>st</sup> Floor, Londres E1 7HY, Royaume-Uni;

pour un mandat qui prendra fin lors de l'assemblée générale annuelle des actionnaires de la Société qui approuvera les comptes annuels pour l'année sociale se terminant en 2015."

*Estimation des frais*

Le total des dépenses, frais, rémunérations et charges sous quelque forme que ce soit, qui seront supportés par la Société ou dont elle est responsable en conséquence du présent acte sont estimés approximativement à mille deux cents euros (€ 1.200,-).

Le notaire soussigné qui comprend et parle l'anglais déclare qu'à la requête de la partie comparante, le présent acte a été établi en anglais, suivi d'une version française. A la requête de cette même partie comparante, et en cas de divergences entre les versions anglaise et française, la version anglaise fera foi.

Dont acte, passé, date qu'en tête de la présente, à Luxembourg.

Et après lecture faite à l'Assemblée et au Mandataire de la partie comparante, ledit Mandataire a signé ensemble avec le notaire, l'original du présent acte.

Signé: Camilo Luna, Elvinger, Baradari, Kessler.

Enregistré à Esch/Alzette, Actes Civils, le 09 août 2011. Relation. EAC / 2011/10896. Reçu douze euros 12,00 €.

Le Receveur (signé): Santioni.

POUR EXPEDITION CONFORME délivrée à la société sur demande pour servir à des fins de publication au Mémorial, Recueil Spécial des Sociétés et Associations.

Esch/Alzette, le 09 août 2008.

Référence de publication: 2011115559/184.

(110132020) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2011.

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**Allianz FinanzPlan 2050, Fonds Commun de Placement.**

Das Verwaltungsreglement des Allianz FinanzPlan 2050 wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im März 2011

Allianz Global Investors Luxembourg S.A.

Référence de publication: 2011088103/10.

(110099861) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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**Allianz FinanzPlan 2045, Fonds Commun de Placement.**

Das Verwaltungsreglement des Allianz FinanzPlan 2045 wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im März 2011.

Allianz Global Investors Luxembourg S.A.

Référence de publication: 2011088104/10.

(110099862) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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**Iberian Capital III SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.**

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

R.C.S. Luxembourg B 140.048.

Les comptes annuels au 31 décembre 2010 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.

Société Européenne de Banque

Société Anonyme

Banque domiciliataire

Signatures

Référence de publication: 2011090892/14.

(110102280) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

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## Allianz FinanzPlan 2040, Fonds Commun de Placement.

Das Verwaltungsreglement des Allianz FinanzPlan 2040 wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im März 2011.

Allianz Global Investors Luxembourg S.A.

Référence de publication: 2011088105/10.

(110099863) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

### Office II Invest S.A., Société Anonyme.

Siège social: L-8308 Capellen, 38, Parc d'Activités Capellen.

R.C.S. Luxembourg B 141.198.

L'an deux mille onze, le vingt-huit juin.

Par-devant Maître Henri HELLINCKX, notaire de résidence à Luxembourg, ce dernier restant dépositaire de la présente minute.

S'est réunie l'Assemblée Générale Extraordinaire de l'actionnaire unique de OFFICE II INVEST S.A., une société anonyme, ayant son siège social à L-8308 Capellen, 38, Parc d'Activités Capellen (R.C.S. Luxembourg B 141.198), constituée suivant acte notarié, en date du 11 août 2008, publié au Mémorial Recueil des Sociétés et Associations C numéro 2276 du 19 septembre 2008 (la «Société»).

L'assemblée est présidée par Régis Galiotto, clerc de notaire, demeurant professionnellement à Luxembourg,

Le président désigne comme secrétaire Solange Wolter, clerc de notaire, demeurant professionnellement à Luxembourg,

L'assemblée choisit comme scrutateur David Benhamou, employé privé, demeurant professionnellement à Luxembourg. Le bureau de l'assemblée étant ainsi constitué, le président déclare et prie le notaire d'acter que:

I. L'actionnaire présent ou représenté, Valley Investment S.à r.l., une société à responsabilité limitée, ayant son siège social à L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 136.139) le mandataire de l'actionnaire représenté et le nombre d'actions qu'il détient sont renseignés sur une liste de présence, signée par le bureau de l'assemblée, l'actionnaire présent, le mandataire de l'actionnaire représenté et le notaire soussigné. Ladite liste de présence restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

La procuration de l'actionnaire représenté, après avoir été paraphée "ne varietur" par les comparants, restera également annexée au présent acte.

II. Toutes les actions étant représentées à la présente assemblée, il a pu être fait abstraction des convocations d'usage, l'actionnaire présent ou représenté se reconnaissant dûment convoqué et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui lui a été communiqué au préalable.

III. La présente assemblée, réunissant l'intégralité du capital social est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

IV. L'ordre du jour de la présente assemblée est le suivant:

#### *Ordre du jour*

1.- Présentation de:

A: le plan de fusion relatif à l'absorption de la Société par Orco Russian Retail S.A., et

B: les rapports écrits de fusion des conseils d'administration des sociétés fusionnantes.

2.- Décision de renoncer à l'émission du rapport d'un réviseur d'entreprises indépendant certifié, conformément à l'article 266 (5) de la loi du 10 août 1915 concernant les sociétés commerciales telle que modifiée (la «Loi»);

3.- Constatation de l'exécution des obligations résultant de l'article 267 de la Loi;

4. Approbation du projet de fusion et décision de réaliser la fusion par absorption de la Société;

5. Prise de connaissance de l'augmentation de capital subséquente d'Orco Russian Retail S.A. à concurrence de trente et un mille euros (EUR 31.000.-) pour le porter de son montant actuel de vingt millions deux cent vingt sept mille euros (EUR 20.227.000.-) à un montant de vingt millions deux cent cinquante huit mille euros (EUR 20.258.000.-) par la création et l'émission de trente et une (31) actions nouvelles, ayant une valeur nominale de mille euros (EUR 1.000.) chacune, ayant les mêmes droits et obligations que les actions déjà existantes d'Orco Russian Retail S.A., moyennant l'apport en nature de tous les actifs et passifs de la Société;

6. Dissolution de la Société et annulation pure et simple de toutes les actions émises par la Société;



7. Entière décharge accordée aux administrateurs et au commissaire aux comptes de la Société pour l'exécution de leurs mandats respectifs;

8. Détermination du lieu de conservation des documents sociaux de la Société pendant le délai légal;

9. Pouvoirs donnés au conseil d'administration de la Société pour exécuter l'ordre du jour ci-dessus dès son adoption.

L'assemblée ayant entendu l'ordre du jour, prend à l'unanimité des voix les résolutions suivantes:

#### *Première résolution*

L'assemblée générale de l'actionnaire unique prend note que lui a été présenté:

A: le projet de fusion daté du 16 mai 2011, publié au Mémorial, Recueil C, numéro 1073 en date du 21 mai 2011, conformément à l'article 262 de la Loi et prévoyant l'absorption par Orco Russian Retail S.A., une société anonyme de droit luxembourgeois, avec siège social à L-2661 Luxembourg, 42, Rue de la Vallée, immatriculée au registre du commerce et des sociétés de Luxembourg sous le numéro B 109.385 (la Société Absorbante) de la Société, la fusion devant s'opérer par le transfert, suite à la dissolution sans liquidation, de l'ensemble du patrimoine activement et passivement, sans exception ni réserve, de la Société à la Société Absorbante. Une copie du projet de fusion restera annexée au présent acte, après avoir été signée «ne varietur» par les mandataires des actionnaires représentés, les membres du bureau et le notaire soussigné.

B: les rapports écrits des conseils d'administration des sociétés fusionnantes, datés du 16 mai 2011, expliquant et justifiant le projet de fusion d'un point de vue juridique et économique. Ces rapports resteront annexés au présent acte, après avoir été signés «ne varietur» par les mandataires des actionnaires représentés, les membres du bureau et le notaire soussigné.

#### *Deuxième résolution*

L'assemblée générale de l'actionnaire unique décide de renoncer à l'émission du rapport d'un réviseur d'entreprise indépendant certifié, conformément à l'article 266 (5) de la Loi.

#### *Troisième résolution*

L'assemblée générale de l'actionnaire unique déclare que tous les documents requis par l'article 267 de la Loi ont été tenus à la disposition de l'actionnaire unique de la Société au siège social de la Société au moins un mois avant la date de la présente Assemblée.

Une attestation certifiant le dépôt de ces documents signée par les administrateurs de la Société restera annexée au présent acte.

#### *Quatrième résolution*

L'Assemblée décide d'approuver le projet de fusion et de réaliser la fusion par l'absorption de la Société par la Société Absorbante, aux conditions prévues par le projet de fusion, et plus particulièrement, en échange du transfert de l'intégralité des actifs et passifs de la Société Absorbée à la Société, sans exception ni réserve.

#### *Cinquième résolution*

En conséquence de l'adoption de la résolution précédente, l'assemblée générale de l'actionnaire unique prend connaissance de l'augmentation du capital social de la Société Absorbante à concurrence de trente et un mille euros (EUR 31.000.-) pour le porter de son montant actuel de vingt millions deux cent vingt sept mille euros (EUR 20.227.000.-) à un montant de vingt millions deux cent cinquante huit mille euros (EUR 20.258.000.-) par la création et l'émission de trente et une (31) actions nouvelles, ayant une valeur nominale de mille euros (EUR 1.000.-) chacune, ayant les mêmes droits et obligations que les actions déjà existantes, moyennant l'apport en nature de tous les actifs et passifs de la Société et approuve l'attribution de trente et une (31) nouvelles actions de la Société à l'actionnaire unique de la Société, Valley Investment S.à r.l., une société à responsabilité limitée, ayant son siège social à L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 136.139), sans paiement en espèces.

Vu l'approbation de la fusion par la Société Absorbante, l'Assemblée constate la réalisation de la fusion à la date de la tenue de la présente Assemblée approuvant la fusion, sans préjudice des dispositions de l'article 273 de la Loi.

L'Assemblée constate que d'un point de vue comptable, les opérations de la Société seront considérées comme accomplies pour le compte de la Société, à compter du 1<sup>er</sup> janvier 2011.

#### *Sixième résolution*

En conséquence des résolutions qui précèdent, l'Assemblée décide donc de dissoudre la Société et d'annuler purement et simplement toutes les actions émises par la Société.

#### *Septième résolution*

L'Assemblée constate par ailleurs que les mandats des administrateurs et du commissaire aux comptes de la Société prendront fin à la date à laquelle la fusion deviendra effective.

L'Assemblée donne pleine et entière décharge aux administrateurs et au commissaire aux comptes de la Société pour l'exécution de leurs mandats respectifs jusqu'à la date à laquelle la fusion deviendra effective.

#### *Huitième résolution*

L'Assemblée décide de conserver les documents sociaux de la Société pendant le délai légal au siège social de la Société Absorbante.

#### *Neuvième résolution*

L'Assemblée donne tous pouvoirs au conseil d'administration de la Société, avec plein pouvoir de substitution, pour réaliser et exécuter les résolutions prises lors de la présente Assemblée et plus particulièrement pour réaliser le transfert effectif de l'universalité des actifs et passifs de la Société à la Société Absorbante.

#### *Déclaration*

Le notaire soussigné atteste, conformément aux dispositions de l'article 271 (2) de la Loi, l'existence et la légalité des actes et formalités incombant à la Société et du projet de fusion.

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

A la demande des comparants le notaire, qui parle et comprend l'anglais, a établi le présent acte en français suivi d'une version anglaise. Sur demande des comparants, et en cas de divergences entre le texte français et le texte anglais, le texte français fait foi.

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

Et après lecture faite aux comparants, tous connus du notaire par leurs noms,

prénoms usuels, états et demeures, les membres du bureau ont tous signé avec Nous notaire la présente minute.

#### **Follows the english version:**

In the year two thousand and eleven, on the twenty-eighth day of June.

Before Us Maître Henri HELLINCKX, notary residing in Luxembourg, who will be the depositary of the present deed.

Was held an Extraordinary General Meeting of the sole shareholder of OFFICE II INVEST S.A., a société anonyme having its registered office in L-8308 Capellen, 38, Parc d'Activités Capellen (R.C.S. Luxembourg B 141.198), incorporated by a notarial deed on 11 August 2008, published in the Mémorial Recueil des Sociétés et Associations C number 2276 of 19 September 2008 (the "Company").

The meeting is presided over by Régis Galiotto, notary clerk, residing professionally in Luxembourg,

The chairman appointed as secretary Solange Wolter, notary clerk, residing professionally in Luxembourg,

The meeting elected as scrutineer David Benhamou, private employee, residing professionally in Luxembourg,

The board of the meeting having thus been constituted, the chairman declared and requested the undersigned notary to record that:

I. The shareholder present or represented, Valley Investment S.à r.l., a société à responsabilité limitée, having its registered office in L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 136.139), the proxy of the represented shareholder and the number of its shares are shown on an attendance list which, signed by the board of the meeting, the shareholder, the proxy of the represented shareholder and the undersigned notary will remain annexed and be registered with the present deed.

The proxy form of the represented shareholder after having been initialled "ne varietur" by the appearing persons will also remain annexed to the present deed.

II. It appears from the attendance list mentioned here above, that all the shares are duly present or represented at the present meeting. The shareholder present or represented declares that it has had due notice and knowledge of the agenda prior to this meeting, so that no convening notice was necessary.

III. That the present meeting, representing the whole corporate capital, is regularly constituted and may validly deliberate on all the items on the agenda.

IV. The agenda of the present meeting is the following:

#### *Agenda*

1) Presentation of:

A: the merger proposal providing for the absorption of the Company by Orco Russian Retail S.A.; and

B: the written merger reports of the board of directors of the merging companies;

2) Decision to waive the issuance of a certified independent auditor's report in accordance with Article 266(5) of the law of 10 August 1915 on commercial companies, as amended (the Law);

3) Acknowledgement of the fulfilment of the obligations resulting from article 267 of the Law;

4) Approval of the draft terms of the merger and decision to carry out the merger by way of the absorption of the Company;

5) Acknowledgement of the increase of the share capital of Orco Russian Retail S.A. by an amount of thirty one thousand euro (EUR 31,000) so as to raise it from its present amount of EUR twenty million two hundred and twenty-seven thousand euro (EUR 20,227,000) to twenty million two hundred and fifty eight thousand euro (EUR 20,258,000), through the issuance of thirty-one (31) new shares, having a par value of EUR one thousand (1000) per share, of the same kind and carrying the same rights and obligations as the existing shares of Orco Russian Retail S.A., in remuneration for the contribution of all net assets and liabilities of the Company;

6) Dissolution of the Company and cancellation of all the shares issued by the Company;

7) Full and complete discharge granted to the members of the board of directors and to the statutory auditor of the Company for the performance of their respective mandates;

8) Determination of the place where the Company's corporate documents will be kept during the period of time required by the Law;

9) Powers granted to the board of directors of the Company to implement the above agenda items upon adoption.

The meeting having considered the agenda, the meeting took unanimously the following resolutions:

#### *First resolution*

The general meeting of the sole shareholder notes that it has been presented to it:

A: the merger plan with effective date 16 May 2011, published in the Mémorial C, number 1073, on 21 May 2011, in accordance with article 262 of the Law and providing for the absorption by Orco Russian Retail S.A., a Luxembourg public limited liability company ("société anonyme") with registered office at L-2661 Luxembourg, 42, Rue de la Vallée, registered with the Luxembourg trade and companies register under the number B 109.385 (the Absorbing Company) of the Company, whereby the merger will be carried out by the transfer, further to the dissolution without liquidation, of all the assets and liabilities, without any restriction or limitation, of the Company to the Absorbing Company. A copy of the merger proposal will remain annexed to the present deed, after having been signed "ne varietur" by the proxyholders of the shareholders represented, the members of the bureau and the undersigned notary.

B: the written reports of the board of directors of the merging companies, dated 16 May 2011, explaining and justifying the merger proposal from a legal and economic point of view. The said reports will remain annexed to the present deed, after having been signed "ne varietur" by the proxyholders of the shareholders represented, the members of the bureau and the undersigned notary.

#### *Second resolution*

The general meeting of the sole shareholder decides to waive the issuance of a certified independent auditor's report in accordance with Article 266(5) of the Law.

#### *Third resolution*

The general meeting representing the sole shareholder, acknowledges that all the documents required by article 267 of the Law have been deposited at the registered office of the Company for inspection by the sole shareholder of the Company at least one month before the date of the present general meeting.

A certificate attesting the deposit of the above mentioned documents, duly signed by the board of directors of the Company, will remain annexed to the present deed.

#### *Fourth resolution*

The general meeting resolves to approve the draft terms of the merger and to carry out the merger by way of the absorption of the Company by the Absorbing Company, in accordance with the conditions detailed in the merger proposal, and in particular, in exchange for the contribution of all the assets and liabilities of the Company to the Absorbing Company, without any restriction or limitation.

#### *Fifth resolution*

In consequence of the adoption of the preceding resolution, the general meeting of the sole shareholder acknowledges the increase of the share capital of the Absorbing Company by an amount of thirty-one thousand euro (EUR 31,000) so as to raise it from its present amount of EUR twenty million two hundred and twenty-seven thousand euro (EUR 20,227,000) to twenty million two hundred and fifty eight thousand euro (EUR 20,258,000), through the issuance of thirty-one (31) new shares, having a par value of EUR one thousand (1.000) per share, of the same kind and carrying the same rights and obligations as the existing shares of the Absorbing Company in remuneration for the contribution of all net assets and liabilities of the Company and approves the allocation of the thirty-one (31) new shares of the Company to the sole shareholder of the Company, Valley Investment S.à r.l., a société à responsabilité limitée, having its registered office in L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 136.139) without any cash payment.

Further to the approval of the merger by the Absorbing Company, the general meeting acknowledges the realisation of the merger on the date of the present general meeting approving the merger, notwithstanding the provisions of article 273 of the Law.

The general meeting notes that, for accounting purposes, the operations of the Absorbed Company shall be treated as being carried out on behalf of the Company as of January 1<sup>st</sup>, 2011.

*Sixth resolution*

As a consequence of the preceding resolutions, the general meeting thus resolves to dissolve the Company and to cancel all the shares issued by the Company.

*Seventh resolution*

The general meeting further notes that the mandates of the members of the board of directors and of the statutory auditor of the Company will end on the effective date of the merger.

The general meeting resolves to grant full and complete discharge to the members of the board of directors and to the statutory auditor of the Company for the execution of their respective mandates until the effective date of the merger.

*Eighth resolution*

The general meeting resolves to keep the corporate documents of the Company at the registered office of the Absorbing Company during the period of time required by the Law.

*Ninth resolution*

The general assembly grants all powers to the board of directors of the Company, with full power of substitution, to implement and carry into effect the resolutions adopted by the present general meeting and in particular, to implement the transfer of all the assets and liabilities of the Company to the Absorbing Company.

*Declaration*

The undersigned notary attests, in accordance with the provisions of article 271(2) of the Law, the existence and legality of the deed and formalities incumbent to the Company and of the merger proposal.

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

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

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

The document having been read to the persons appearing, all of whom are known to the notary by their surnames, Christian names, civil status and residences, the members of the bureau signed together with Us, the notary, the present original deed.

Signé: R. GALIOTTO, S. WOLTER, D. BENHAMOU et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 4 juillet 2011. Relation: LAC/2011/30099. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): F. SANDT.

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

Luxembourg, le 25 juillet 2011.

Référence de publication: 2011111757/240.

(110127569) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 août 2011.

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**Allianz FinanzPlan 2035, Fonds Commun de Placement.**

Das Verwaltungsreglement des Allianz FinanzPlan 2035 wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im März 2011.

Allianz Global Investors Luxembourg S.A.

Référence de publication: 2011088106/10.

(110099864) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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**Allianz FinanzPlan 2030, Fonds Commun de Placement.**

Das Verwaltungsreglement des Allianz FinanzPlan 2030 wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im März 2011.

Allianz Global Investors Luxembourg S.A.

Référence de publication: 2011088107/10.

(110099865) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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### **Allianz FinanzPlan 2025, Fonds Commun de Placement.**

Das Verwaltungsreglement des Allianz FinanzPlan 2025 wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im März 2011.

Allianz Global Investors Luxembourg S.A.

Référence de publication: 2011088108/10.

(110099866) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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### **Allianz FinanzPlan 2020, Fonds Commun de Placement.**

Das Verwaltungsreglement des Allianz FinanzPlan 2020 wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im März 2011.

Allianz Global Investors Luxembourg S.A.

Référence de publication: 2011088109/10.

(110099867) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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### **Orco Russian Retail S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 109.385.

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L'an deux mille onze, le vingt-huit juin.

Pardevant Maître Henri HELLINCKX, notaire de résidence à Luxembourg, ce dernier restant dépositaire de la présente minute.

S'est réunie l'Assemblée Générale Extraordinaire de l'actionnaire unique de ORCO RUSSIAN RETAIL S.A., une société anonyme, ayant son siège social à L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 109.385), constituée suivant acte notarié, en date du 17 juin 2005, publié au Mémorial Recueil des Sociétés et Associations C numéro 1280 du 26 octobre 2005, et dont les statuts ont été modifiés en dernier lieu suivant acte reçu par le notaire soussigné, en date du 11 février 2011, non encore publié au Mémorial Recueil des Sociétés et Associations C (la «Société»).

L'assemblée est présidée par Régis Galiotto, clerc de notaire, demeurant professionnellement à Luxembourg,

Le présidente désigne comme secrétaire Solange Wolter, clerc de notaire, demeurant professionnellement à Luxembourg,

L'assemblée choisit comme scrutateur David Benhamou, employé privé, demeurant professionnellement à Luxembourg,

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

I. L'actionnaire présent ou représenté, Valley Investment S.à r.l., une société à responsabilité limitée, ayant son siège social à L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 136.139), le mandataire de l'actionnaire représenté et le nombre d'actions qu'il détient sont renseignés sur une liste de présence, signée par le bureau de l'assemblée, l'actionnaire présent, le mandataire de l'actionnaire représenté et le notaire soussigné. Ladite liste de présence restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

La procuration de l'actionnaire représenté, après avoir été paraphée "ne varietur" par les comparants, restera également annexée au présent acte.

II. Toutes les actions étant représentées à la présente assemblée, il a pu être fait abstraction des convocations d'usage, l'actionnaire présent ou représenté se reconnaissant dûment convoqué et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui lui a été communiqué au préalable.

III. La présente assemblée, réunissant l'intégralité du capital social est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

IV. L'ordre du jour de la présente assemblée est le suivant:

### Ordre du jour

#### 1.- Présentation de:

A: le plan de fusion relatif à l'absorption d'Office II Invest S.A. par la Société, et

B: les rapports écrits de fusion des conseils d'administration des sociétés fusionnantes.

2.- Décision de renoncer à l'émission du rapport d'un réviseur d'entreprises indépendant certifié, conformément à l'article 266 (5) de la loi du 10 août 1915 concernant les sociétés commerciales telle que modifiée (la «Loi»);

3.- Constatation de l'exécution des obligations résultant de l'article 267 de la Loi;

4. Approbation du projet de fusion et décision de réaliser la fusion par absorption de Office II Invest S.A.;

5. Augmentation de capital subséquente de la Société à concurrence de trente et un mille euros (EUR 31.000.-) pour le porter de son montant actuel de vingt millions deux cent vingt sept mille euros (EUR 20.227.000,-) à un montant de vingt millions deux cent cinquante huit mille euros (EUR 20.258.000,-) par la création et l'émission de trente et une (31) actions nouvelles, ayant une valeur nominale de mille euros (EUR 1000.) chacune, ayant les mêmes droits et obligations que les actions déjà existantes, moyennant l'apport en nature de tous les actifs et passifs de la société absorbée.

6. Modification de l'article 5 des statuts de la Société; et

7. Constatation de la réalisation de la fusion à la date de la tenue de l'Assemblée Générale des actionnaires de la Société approuvant la fusion, sans préjudice des dispositions de l'article 273 de la Loi sur les effets de la fusion par rapport aux tiers.

L'assemblée ayant entendu l'ordre du jour, prend à l'unanimité des voix les résolutions suivantes:

#### *Première résolution*

L'assemblée générale de l'actionnaire unique prend note que lui a été présenté:

A: le projet de fusion daté du 16 mai 2011, publié au Mémorial, Recueil C, numéro 1073 en date du 21 mai 2011, conformément à l'article 262 de la Loi et prévoyant l'absorption par la Société de Office II Invest S.A., une société anonyme de droit luxembourgeois, avec siège social à L-8308 Capellen, 38, Parc d'Activités Capellen, immatriculée au registre du commerce et des sociétés de Luxembourg sous le numéro B 141.198 (la Société Absorbée), la fusion devant s'opérer par le transfert, suite à la dissolution sans liquidation, de l'ensemble du patrimoine activement et passivement, sans exception ni réserve, de la Société Absorbée à la Société. Une copie du projet de fusion restera annexée au présent acte, après avoir été signée «ne varietur» par les mandataires des actionnaires représentés, les membres du bureau et le notaire soussigné.

B: les rapports écrits des conseils d'administration des sociétés fusionnantes, datés du 16 mai 2011, expliquant et justifiant le projet de fusion d'un point de vue juridique et économique. Ces rapports resteront annexés au présent acte, après avoir été signés «ne varietur» par les mandataires des actionnaires représentés, les membres du bureau et le notaire soussigné.

#### *Deuxième résolution*

L'assemblée générale de l'actionnaire unique décide de renoncer à l'émission du rapport d'un réviseur d'entreprise indépendant certifié, conformément à l'article 266 (5) de la Loi.

#### *Troisième résolution*

L'assemblée générale de l'actionnaire unique déclare que tous les documents requis par l'article 267 de la Loi ont été tenus à la disposition de l'actionnaire unique de la Société au siège social de la Société au moins un mois avant la date de la présente Assemblée.

Une attestation certifiant le dépôt de ces documents signée par les administrateurs de la Société restera annexée au présent acte.

#### *Quatrième résolution*

L'Assemblée décide d'approuver le projet de fusion et de réaliser la fusion par l'absorption de la Société Absorbée par la Société, aux conditions prévues par le projet de fusion, et plus particulièrement, en échange du transfert de l'intégralité des actifs et passifs de la Société Absorbée à la Société, sans exception ni réserve.

#### *Cinquième résolution*

En conséquence de l'adoption de la résolution précédente, l'assemblée générale de l'actionnaire unique décide d'augmenter le capital social de la Société à concurrence de trente et un mille euros (EUR 31.000.-) pour le porter de son montant actuel de vingt millions deux cent vingt sept mille euros (EUR 20.227.000,-) à un montant de vingt millions deux cent cinquante huit mille euros (EUR 20.258.000,-) par la création et l'émission de trente et une (31) actions nouvelles, ayant une valeur nominale de mille euros (EUR 1000.) chacune, ayant les mêmes droits et obligations que les actions déjà existantes, moyennant l'apport en nature de tous les actifs et passifs de la Société Absorbée et d'attribuer trente et une (31) nouvelles actions de la Société à l'actionnaire unique de la Société Absorbée, Valley Investment S.à r.l., une société

à responsabilité limitée, ayant son siège social à L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 136.139), sans paiement en espèces.

#### *Sixième résolution*

L'Assemblée décide, afin de tenir compte des résolutions qui précèdent, de modifier l'article 5, premier paragraphe des statuts de la Société pour lui donner la teneur suivante:

«Le capital social est fixé à vingt millions deux cent cinquante huit mille euros (EUR 20.258.000,-), représenté par vingt mille deux cent cinquante huit (20.258) actions d'une valeur nominale de mille euros (EUR 1000,-) chacune».

#### *Septième résolution*

Vu l'approbation de la fusion par la Société Absorbée, l'Assemblée constate la réalisation de la fusion à la date de la tenue de la présente Assemblée approuvant la fusion, sans préjudice des dispositions de l'article 273 de la Loi.

L'Assemblée charge le conseil d'administration de la Société, avec tout pouvoir de substitution et le notaire soussigné de procéder, conformément aux dispositions de l'article 273, alinéa 2 de la Loi, aux formalités de publicité et autres mesures exigées par la Loi et d'inscrire dans le registre des actionnaires de la Société, les actions nouvellement émises par la Société.

L'Assemblée constate que d'un point de vue comptable, les opérations de la Société Absorbée seront considérées comme accomplies pour le compte de la Société, à compter du 1<sup>er</sup> janvier 2011.

#### *Déclaration*

Le notaire soussigné atteste, conformément aux dispositions de l'article 271 (2) de la Loi, l'existence et la légalité des actes et formalités incombant à la Société et du projet de fusion.

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

A la demande des comparants le notaire, qui parle et comprend l'anglais, a établi le présent acte en français suivi d'une version anglaise. Sur demande des comparants, et en cas de divergences entre le texte français et le texte anglais, le texte français fait foi.

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

Et après lecture faite aux comparants, tous connus du notaire par leurs noms, prénoms usuels, états et demeures, les membres du bureau ont tous signé avec Nous notaire la présente minute.

#### **Follows the English version**

In the year two thousand and eleven, on the twenty-eighth day of June.

Before Us Maître Henri HELLINCKX, notary residing in Luxembourg, who will be the depositary of the present deed.

Was held an Extraordinary General Meeting of the sole shareholder of ORCO RUSSIAN RETAIL S.A., a société anonyme having its registered office in L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 109.385), incorporated by a notarial deed on June 17, 2005, published in the Mémorial Recueil des Sociétés et Associations C number 1280 of October 26, 2005 and the articles of incorporation have been amended for the last time by a deed of the undersigned notary of February 11, 2011, not yet published in the Mémorial Recueil des Sociétés et Associations C (the "Company").

The meeting is presided over by Régis Galiotto, notary clerk, residing professionally in Luxembourg,

The chairman appointed as secretary Solange Wolter, notary clerk, residing professionally in Luxembourg,

The meeting elected as scrutineer David Benhamou, private employee, residing professionally in Luxembourg,

The board of the meeting having thus been constituted, the chairman declared and requested the undersigned notary to record that:

I. The shareholder present or represented, Valley Investment S.à r.l., a société à responsabilité limitée, having its registered office in L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 136.139), the proxy of the represented shareholder and the number of its shares are shown on an attendance list which, signed by the board of the meeting, the shareholder, the proxy of the represented shareholder and the undersigned notary will remain annexed and be registered with the present deed.

The proxy form of the represented shareholder after having been initialled "ne varietur" by the appearing persons will also remain annexed to the present deed.

II. It appears from the attendance list mentioned here above, that all the shares are duly present or represented at the present meeting. The shareholder present or represented declares that it has had due notice and knowledge of the agenda prior to this meeting, so that no convening notice was necessary.

III. That the present meeting, representing the whole corporate capital, is regularly constituted and may validly deliberate on all the items on the agenda.

IV. The agenda of the present meeting is the following:

## Agenda

### 1) Presentation of:

A: the merger plan providing for the absorption of Office II Invest S.A. by the Company; and

B: the written merger reports of the board of directors of the merging companies;

2) Decision to waive the issuance of a certified independent auditor's report in accordance with Article 266(5) of the law of 10 August 1915 on commercial companies, as amended (the "Law");

3) Acknowledgement of the fulfilment of the obligations resulting from article 267 of the Law;

4) Approval of the draft terms of the merger and decision to carry out the merger by way of the absorption of Office II Invest S.A.;

5) Subsequent increase of the share capital of the Company by an amount of thirty-one thousand euro (EUR 31,000) so as to raise it from its present amount of EUR twenty million two hundred and twenty-seven thousand euro.-(EUR 20,227,000) to twenty million two hundred and fifty eight thousand euro (EUR 20,258,000), through the issuance of thirty-one (31) new shares, having a par value of EUR one thousand (1000) per share, of the same kind and carrying the same rights and obligations as the existing shares of the Company, in remuneration for the contribution of all net assets and liabilities of the absorbed company;

6) Amendment of article 5 of the articles of association of the Company;

7) Acknowledgment of the realisation of the merger on the date of the general meeting of the shareholders of the Company approving the merger, notwithstanding the provisions of article 273 of the Law regarding the effects of the merger towards third parties.

The meeting having considered the agenda, the meeting took unanimously the following resolutions:

#### *First resolution*

The general meeting of the sole shareholder notes that it has been presented to it:

A: the merger plan with effective date 16 May 2011, published in the Mémorial C, number 1073, on 21 May 2011, in accordance with article 262 of the Law and providing for the absorption by the Company of Office II Invest S.A., a Luxembourg public limited liability company ("société anonyme") with registered office at L-8308 Capellen, 38, Parc d'Activités Capellen, registered with the Luxembourg trade and companies register under the number B 141.198 (the Absorbed Company), whereby the merger will be carried out by the transfer, further to the dissolution without liquidation, of all the assets and liabilities, without any restriction or limitation, of the Absorbed Company to the Company. A copy of the merger proposal will remain annexed to the present deed, after having been signed "ne varietur" by the proxyholders of the shareholders represented, the members of the bureau and the undersigned notary.

B: the written reports of the board of directors of the merging companies, dated 16 May 2011, explaining and justifying the merger proposal from a legal and economic point of view. The said reports will remain annexed to the present deed, after having been signed "ne varietur" by the proxyholders of the shareholders represented, the members of the bureau and the undersigned notary.

#### *Second resolution*

The general meeting of the sole shareholder decides to waive the issuance of a certified independent auditor's report in accordance with Article 266(5) of the Law.

#### *Third resolution*

The general meeting representing the sole shareholder, acknowledges that all the documents required by article 267 of the Law have been deposited at the registered office of the Company for inspection by the sole shareholder of the Company at least one month before the date of the present general meeting.

A certificate attesting the deposit of the above mentioned documents, duly signed by the board of directors of the Company, will remain annexed to the present deed.

#### *Fourth resolution*

The general meeting resolves to approve the draft terms of the merger and to carry out the merger by way of the absorption of the Absorbed Company by the Company, in accordance with the conditions detailed in the merger proposal, and in particular, in exchange for the contribution of all the assets and liabilities of the Absorbed Company to the Company, without any restriction or limitation.

#### *Fifth resolution*

In consequence of the adoption of the preceding resolution, the general meeting of the sole shareholder resolves to increase the share capital of the Company by an amount of thirty-one thousand euro (EUR 31,000) so as to raise it from its present amount of EUR twenty million two hundred and twenty-seven thousand euro.-(EUR 20,227,000) to twenty million two hundred and fifty eight thousand euro (EUR 20,258,000), through the issuance of thirty-one (31) new shares, having a par value of EUR one thousand (1000) per share, of the same kind and carrying the same rights and obligations



as the existing shares of the Company in remuneration for the contribution of all net assets and liabilities of the Absorbed Company and to allocate the thirty-one (31) new shares of the Company to the sole shareholder of the Absorbed Company, Valley Investment S.à r.l., a société à responsabilité limitée, having its registered office in L-2661 Luxembourg, 42, Rue de la Vallée (R.C.S. Luxembourg B 136.139) without any cash payment.

*Sixth resolution*

As a consequence of the above resolution, the meeting resolves to amend Article 5 first paragraph of the Company's Articles of Association which shall be reworded as follows:

“ **Art. 5.** The Company's corporate capital is fixed at twenty million two hundred and fifty eight thousand euro (EUR 20,258,000) represented by twenty thousand two hundred and fifty eight (20,258) shares in registered form with a par value of one thousand euro (EUR 1000.-) each.”

*Seventh resolution*

Further to the approval of the merger by the Absorbed Company, the general meeting acknowledges the realisation of the merger on the date of the present general meeting approving the merger, notwithstanding the provisions of article 273 of the Law.

The general meeting grants all power to the board of directors of the Company, with full power of substitution and to the undersigned notary to carry out, in accordance with the provisions of article 273 (2) of the Law, publicity measures and all other steps required by the Law and to register the newly issued shares of the Company in the shareholders' register of the Company.

The general meeting notes that, for accounting purposes, the operations of the Absorbed Company shall be treated as being carried out on behalf of the Company as of January 1<sup>st</sup>, 2011.

*Declaration*

The undersigned notary attests, in accordance with the provisions of article 271(2) of the Law, the existence and legality of the deed and formalities incumbent to the Company and of the merger proposal.

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

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

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

The document having been read to the persons appearing, all of whom are known to the notary by their surnames, Christian names, civil status and residences, the members of the bureau signed together with Us, the notary, the present original deed.

Signé: R. GALIOTTO, S. WOLTER, D. BENHAMOU et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 4 juillet 2011. Relation: LAC/2011/30100. Reçu soixante-quinze euros (75.-EUR).

Le Receveur (signé): F. SANDT.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le 25 juillet 2011.

Référence de publication: 2011111760/230.

(110127577) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 août 2011.

**Allianz FinanzPlan 2015, Fonds Commun de Placement.**

Das Verwaltungsreglement des Allianz FinanzPlan 2015 wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im März 2011.

Allianz Global Investors Luxembourg S.A.

Référence de publication: 2011088110/10.

(110099868) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

**PremiumMandat Dynamik, Fonds Commun de Placement.**

Das Verwaltungsreglement des PremiumMandat Dynamik wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Mai 2011.

Allianz Global Investors Luxembourg S.A.

Référence de publication: 2011088111/10.

(110099896) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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#### **PremiumMandat Dynamik Plus, Fonds Commun de Placement.**

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Das Verwaltungsreglement des PremiumMandat Dynamik Plus wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Mai 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088112/10.

(110099897) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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#### **PremiumMandat Defensiv, Fonds Commun de Placement.**

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Das Verwaltungsreglement des PremiumMandat Defensiv wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Mai 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088113/10.

(110099898) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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#### **PremiumMandat Balance, Fonds Commun de Placement.**

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Das Verwaltungsreglement des PremiumMandat Balance wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Mai 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088114/10.

(110099899) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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#### **UBS (Lux) Equity Fund, Fonds Commun de Placement.**

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Das Verwaltungsreglement des Fonds UBS (Lux) Equity Fund, welches von der UBS Fund Management (Luxembourg) S.A. verwaltet wird und Teil I des Gesetzes vom 17. Dezember 2010 unterliegt, wurde am 28. Juni 2011 am Handels- und Gesellschaftsregister Luxemburg hinterlegt und tritt am 1. Juli 2011 in Kraft.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

UBS Fund Management (Luxembourg) S.A.

Christel Müller / Gilbert Schintgen

*Executive Director / Managing Director*

Référence de publication: 2011088898/12.

(110099856) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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#### **UBS (Lux) Emerging Economies Fund, Fonds Commun de Placement.**

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Das Verwaltungsreglement des Fonds UBS (Lux) Emerging Economies Fund, welches von der UBS Fund Management (Luxembourg) S.A. verwaltet wird und Teil I des Gesetzes vom 17. Dezember 2010 unterliegt, wurde am 28. Juni 2011 am Handels- und Gesellschaftsregister Luxemburg hinterlegt und tritt am 1. Juli 2011 in Kraft.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

UBS Fund Management (Luxembourg) S.A.

Christel Müller / Gilbert Schintgen

*Executive Director / Managing Director*

Référence de publication: 2011088899/12.

(110099860) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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

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

R.C.S. Luxembourg B 109.505.

In the year two thousand and eleven, on the ninth day of May, at 5.30 p.m.

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

was held an extraordinary general meeting (the "Meeting") of the shareholders of Focused SICAV, an investment company with variable capital (Société d'Investissement à Capital Variable), having its registered office at 33A avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 109.505 and incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a deed dated 15 July 2005 and whose articles of incorporation (the "Articles") have been published for the first time in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") on 28 July 2005 under number 752, on page 36.082.

The extraordinary general meeting of shareholders is presided by Mr Benjamin Wacker, professionally residing in L-1855 Luxembourg, Grand Duchy of Luxembourg who appoints as secretary Mrs Norma Christmann, professionally residing in L-1855 Luxembourg, Grand Duchy of Luxembourg.

The extraordinary general meeting of shareholders elects as scrutineer Mrs Norma Christmann, professionally residing in L-1855 Luxembourg, Grand Duchy of Luxembourg.

The bureau of the extraordinary general meeting of shareholders having thus been constituted, the chairman declares and requests the notary to state that:

I. the shareholders present or represented and the number of shares they hold are shown on the attendance list, signed by the members of the bureau and the undersigned notary. This list, together with the proxies initialled ne varietur by the appearing parties and the undersigned notary, will remain attached to this deed in order to be filed with the registration authorities

II. a convening notice reproducing the above agenda was published on 6 April 2011 and 21 April 2011 in the Mémorial, in the Luxemburger Wort and in the Tageblatt;

III. it appears from the attendance list that 10 shares of a total of 70,324,407 shares are represented at the Meeting;

IV. The Chairman informs the meeting that a first extraordinary general meeting had been convened with the same agenda as the agenda of the present meeting indicated hereabove, for April 4, 2011 and that the quorum requirements for voting the items of the agenda had not been attained.

V. that the agenda of the Meeting is the following:

1. To insert a new paragraph in Article 17 of the Articles of Incorporation in order to provide the Company with the authority to perform cross-sub-fund investments. The new text of Article 17.2 of the Articles of Incorporation will read as follows:

" **17.2.** Investments in shares issued by one or more other sub-funds of the Company:

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

- a) the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and
- b) no more than 10% of the assets of the target sub-fund whose acquisition is contemplated may, pursuant to its Articles of Incorporation, be invested in aggregate in units/shares of other UCIs; and
- c) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned; and
- d) in any event, for as long as these securities are held by the relevant sub-fund, their value will not be taken into consideration for the calculation of the net assets of the sub-fund for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and
- e) there is no duplication of management/subscription or redemption fees between those at the level of the sub-fund having invested in the target sub-fund, and this target sub-fund."

2. To amend Articles 5 and 10 of the Articles of Incorporation in order to align the text of the Articles of Incorporation to the current sales prospectus of the Company, which has been approved by the Luxembourg supervisory commission of the financial sector (the "CSSF") with regard to:

- the pooling and co-management of assets of two or more sub-funds; and

- adjustments to the net asset value of share classes if on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow (so-called "swing-pricing").

3. To amend the first paragraph of Article 25 of the Articles of Incorporation in order to provide for more flexible rules for mergers and liquidations of sub-funds to read as follows:

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

4. To amend Article 4 and a number of other articles of the Articles of Incorporation in order to replace any reference to the law dated 20 December 2002 on undertakings for collective investment by references to the law dated 17 December 2010 on undertakings to collective investment. The new text of Article 4 of the Articles of Incorporation will read as follows:

"The exclusive object of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide its shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote its corporate object and will do this in the broadest possible sense in accordance with Part II of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").

5. To completely restate the Articles of Incorporation in order to reflect the various amendments adopted by the extraordinary general meeting and to resolve that the English version of the Articles of Incorporation will be the prevailing text.

#### 6. Miscellaneous.

As a result of the foregoing, the present Extraordinary General Meeting (the "Meeting") is regularly constituted and may validly deliberate on the item on the agenda.

After deliberation, the Meeting takes unanimously the following resolutions:

#### *First resolution*

The meeting RESOLVES to insert a new paragraph in Article 17 of the Articles of Incorporation in order to provide the Company with the authority to perform cross-sub-fund investments. The new text of Article 17.2 of the Articles of Incorporation will read as follows:

" **17.2.** Investments in shares issued by one or more other sub-funds of the Company:

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

- a) the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and
- b) no more than 10% of the assets of the target sub-fund whose acquisition is contemplated may, pursuant to its Articles of Incorporation, be invested in aggregate in units/shares of other UCIs; and
- c) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned; and
- d) in any event, for as long as these securities are held by the relevant sub-fund, their value will not be taken into consideration for the calculation of the net assets of the sub-fund for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and
- e) there is no duplication of management/subscription or redemption fees between those at the level of the sub-fund having invested in the target sub-fund, and this target sub-fund."

#### *Second resolution*

The meeting RESOLVES to amend Articles 5 and 10 of the Articles of Incorporation in order to align the text of the Articles of Incorporation to the current sales prospectus of the Company, which has been approved by the CSSF with regard to:

- the pooling and co-management of assets of two or more sub-funds; and
- adjustments to the net asset value of share classes if on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow (so-called "swing-pricing").

#### *Third resolution*

The meeting RESOLVES to amend the first paragraph of Article 25 of the Articles of Incorporation in order to provide for more flexible rules for mergers and liquidations of sub-funds to read as follows:

"Upon liquidation announcement to the shareholders of a particular sub-fund, share class and/or category of a sub-fund, the Board of Directors may arrange for the liquidation of one or more sub-funds, share classes and/or categories

of sub-fund(s) if the value of the net assets of the respective sub-fund, share class and/or category remains at or falls to a level that no longer allows it to be managed in an economically reasonable way as well as in the course of a rationalisation. The same also applies in cases where changes to the political or economic conditions justify such liquidation."

#### *Fourth resolution*

The meeting RESOLVES to amend Article 4 and a number of other articles of the Articles of Incorporation in order to replace any reference to the law dated 20 December 2002 on undertakings for collective investment by references to the law dated 17 December 2010 on undertakings to collective investment. The new text of Article 4 of the Articles of Incorporation will read as follows:

"The exclusive object of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide its shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote its corporate object and will do this in the broadest possible sense in accordance with Part II of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law")."

#### *Fifth resolution*

The meeting RESOLVES to completely restate the Articles of Incorporation in order to reflect the various amendments adopted by the extraordinary general meeting and to resolve that the English version of the Articles of Incorporation will be the prevailing text:

### *Coordinated Articles of Incorporation as of 9 May 2011*

#### **A. Name, Registered office, Term and Object of the company**

**Art. 1. Form, Name.** There exists among the subscribers and all those who become owners of shares hereafter issued, a public limited liability company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable" or "SICAV") bearing the name "Focused SICAV (the "Company").

**Art. 2. Registered office.** The Company's registered office is located in Luxembourg-City, Grand Duchy of Luxembourg.

The Company may establish branches, subsidiaries or other offices either in the Grand Duchy of Luxembourg or in foreign countries, except the United States of America, its territories or possessions, by resolution of the Company's board of directors (the "Board of Directors").

The Board of Directors is authorised to transfer the registered office of the Company within the municipality of Luxembourg-City. The Company's registered office may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders deliberating in the manner provided for any amendment to the Company's articles of incorporation (the "Articles of Incorporation").

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

**Art. 3. Term.** The Company has been established for an unlimited period of time.

The Company may be dissolved and liquidated at any time by a resolution of the extraordinary general meeting of its shareholders adopted in the legally prescribed form in accordance with Article 31 of these Articles of Incorporation.

**Art. 4. Corporate object.** The exclusive object of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide its shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote its corporate object and will do this in the broadest possible sense in accordance with Part II of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").

#### **B. Share capital, Shares, Net asset value**

**Art. 5. Share capital.** The share capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 10 of these Articles of Incorporation.

The minimum share capital of the Company must reach EUR 1,250,000.-(one million two hundred and fifty thousand Euros) within a period of six months following its approval by the Luxembourg supervisory authority, and thereafter may not be less than this amount.

The share capital of the Company may be increased or decreased as a result of the issue by the Company of new fully paid-in shares or the repurchase by the Company of existing shares from its shareholders.

The Board of Directors may, at any time, establish one or several portfolio of assets, each constituting a compartment (a "sub-fund") within the meaning of article 181 of the 2010 Law.

The Board of Directors shall attribute specific investment objectives and policies and a specific denomination to each sub-fund.

The Company shall be considered as a single legal entity. However, the right of shareholders and creditors relating to a particular sub-fund or raised by the incorporation, the operation or the liquidation of a sub-fund are limited to the assets of such sub-fund. The assets of a sub-fund will be available exclusively to satisfy the rights of the shareholders relating to this sub-fund and for those of the creditors whose claim arose in relation to the incorporation, the operation or the liquidation of this sub-fund. As far as the relation between shareholders is concerned, each sub-fund will be deemed to be a separate entity.

The Board of Directors may issue share classes with specific characteristics within a sub-fund, for example with (i) a specific distribution policy, such as distributing or accumulating shares, or (ii) a specific commission structure in relation to issue and redemption, or (iii) a specific commission structure in relation to investment or advisory fees, or (iv) with various currencies of account, or (v) specific types of target investor, or

(vi) other specific characteristics as may be determined from time to time by the Board of Directors.

Each share class may be sub-divided in one or several category(ies) of shares (each a "category", together the "categories") as more fully described in the Company's sales document (if used).

In order to determine the share capital of the Company, the net assets allocated to each sub-fund will, if not denominated in the Company's accounting currency, be converted into such currency and the share capital shall be the total of the net assets of all classes of all sub-funds.

The Board of Directors may permit internal pooling and/or joint management of assets from particular sub-funds in the interests of efficiency. In this case, assets from different sub-funds will be managed together. The assets under joint management are referred to as a "pool". Pools are used exclusively for internal management purposes, are not separate units and cannot be accessed directly by shareholders.

#### Pooling

The Company may invest and manage all or part of the portfolio assets held by two or more sub-funds (for this purpose called "participating sub-funds") in the form of a pool. Such an asset pool is created by transferring to it cash and other assets (if these assets are in line with the investment policy of the pool concerned) from each of the participating sub-funds to the asset pool. The Company can then make further transfers to the individual asset pools. Equally, assets can also be transferred back to a participating sub-fund up to the amount of the participation of the sub-fund concerned.

The participation of a participating sub-fund in an asset pool is evaluated by reference to notional units of the same value in the relevant asset pool. When an asset pool is created, the Board of Directors shall specify the initial value of the notional units (in a currency that the Board of Directors considers appropriate) and allot to each participating sub-fund notional units having an aggregate value equal to the amount of the cash (or other assets) it has contributed. Thereafter, the value of the notional units will then be determined by dividing the net assets of the asset pool by the number of existing notional units.

If additional cash or assets are contributed to or withdrawn from an asset pool, the notional units assigned to the participating sub-fund concerned will increase or diminish, as the case may be, by a number, which is determined by dividing the amount of cash or the value of assets contributed or withdrawn by the current value of the participating sub-fund's participation in the asset pool. If cash is contributed to the asset pool, for calculation purposes it is reduced by an amount that the Board of Directors considers appropriate in order to take account of any tax expenses as well as the closing charges and acquisition costs relating to the investment of the cash concerned. If cash is withdrawn, a corresponding deduction may be made in order to take account of any costs related to the disposal of securities or other assets of the asset pool.

Dividends, interests and other income-like distributions, which are obtained from the assets of an asset pool, are allocated to the asset pool concerned and thus lead to an increase in the respective net assets. If the Company is liquidated, the assets of an asset pool are allocated to the participating sub-funds in proportion to their respective share in the asset pool.

#### Joint management

In order to reduce operating, administrative and management costs and at the same time to permit broader diversification of investments, the Board of Directors may decide to manage part or all of the assets of one or more sub-funds in combination with assets that belong to other sub-funds or to other undertakings for collective investment. In the following paragraphs, the term "jointly managed entities" refers globally to the Company and each of its sub-funds and all entities with or between which a joint management agreement would exist; the term "jointly managed assets" refers to the entire assets of these jointly managed entities which are managed according to the same aforementioned agreement.

As part of the joint management agreement, the relevant Company's portfolio manager(s) will, on a consolidated basis for the relevant jointly managed entities, be entitled to make decisions on investments and sales of assets which have an influence on the composition of the Company's and its sub-funds' portfolio. Each jointly managed entity holds a portion in the jointly managed assets corresponding to the proportion of its net assets to the total value of the jointly managed

assets. This proportionate holding (for this purpose called the "participation arrangement") applies to each and all investment categories which are held or acquired in the context of joint management. Decisions regarding investments and/or sales of investments have no effect on this participation arrangement: further investments will be allotted to the jointly managed entities in the same proportions and, in the event of a sale of assets, these will be subtracted proportionately from the jointly managed assets held by the individual jointly managed entities.

In the case of new subscriptions in one of the jointly managed entities, the subscription proceeds are to be allocated to the jointly managed entities in accordance with the changed participation arrangement resulting from the increase in net assets of the jointly managed entity having benefited from the subscriptions. The level of the investments will be modified by the transfer of assets from one jointly managed entity to the other, and thus adapted to suit the changed participation arrangement. Similarly, in the case of redemptions for one of the jointly managed entities, the necessary liquid funds shall be taken from the liquid funds of the jointly managed entities in accordance with the changed participation arrangement resulting from the reduction in net assets of the jointly managed entity which has been the subject of the redemptions, and in this case the particular level of all investments will be adjusted to suit the changed participation arrangement.

Shareholders should be aware that the joint management agreement may result in the composition of the assets of a particular sub-fund being affected by events which concern other jointly managed entities, e.g. subscriptions and redemptions, unless the members of the Board of Directors or one of the duly appointed agents of the Company resort to special measures. If all other aspects remain unchanged, subscriptions received by an entity under joint management with the sub-fund will therefore result in an increase in the cash reserve of this sub-fund. Conversely, redemptions of an entity under joint management with the sub-fund will result in a reduction of the cash reserve of this sub-fund. However, subscriptions and redemptions can be executed on the special account that is opened for each jointly managed entity outside the joint management agreement and through which subscriptions and redemptions must pass. Because of the possibility of posting extensive subscriptions and redemptions to these special accounts, and the possibility that the Board of Directors or one of the duly appointed agents of the Company may decide at any time to terminate the participation of the sub-fund in the joint management agreement, the sub-fund concerned may avoid having to rearrange its portfolio if this could adversely affect the interests of the Company, its sub-funds and its shareholders.

If a change in the portfolio composition of the Company or one or several of its relevant sub-funds as a result of redemptions or payments of fees and expenses referring to another jointly managed entity (i.e. which cannot be counted as belonging to the Company or the sub-fund concerned) might result in a violation of the investment restrictions applying to the Company or the particular sub-fund, the relevant assets will be excluded from the joint management agreement before implementing the change so that they are not affected by the resulting adjustments.

Jointly managed assets of a particular sub-fund will only be managed in common with assets intended to be invested according to the same investment objectives that apply to the jointly managed assets in order to ensure that investment decisions are compatible in all respects with the investment policy of the particular sub-fund. Jointly managed assets may only be managed in common with assets for which the same portfolio manager is authorised to make decisions in investments and the sale of investments, and for which the custodian bank also acts as a depositary so as to ensure that the custodian bank is capable of performing its functions and responsibilities in accordance with the 2010 Law and statutory requirements in all respects for the Company and its sub-funds. The custodian bank must always keep the assets of the Company separate from those of the other jointly managed entities; this allows it to determine the assets of the Company and of each individual sub-fund accurately at any time. Since the investment policy of the jointly managed entities does not have to correspond exactly with that of a sub-fund, it is possible that their joint investment policy may be more restrictive than that of that sub-fund.

The Board of Directors may decide to terminate the joint management agreement at any time without giving prior notice.

Shareholders may enquire at any time at the Company's registered office as to the percentage of jointly managed assets and entities with which there is a joint management agreement at the time of their enquiry.

The composition and percentages of jointly managed assets must be stated in the annual reports.

Joint management agreements with non-Luxembourg entities are permissible if (i) the agreement in which the non-Luxembourg entity is involved is governed by Luxembourg law and Luxembourg jurisdiction or (ii) each jointly managed entity is equipped with such rights that no creditor and no insolvency or bankruptcy administrator of the non-Luxembourg entity has access to the assets or is authorised to freeze them.

**Art. 6. Shares.** The Board of Directors shall determine and specify in the Company's sales documents whether the Company shall issue shares in bearer and/or in registered form and in which denominations any bearer shares in a sub-fund, share class and/or category are to be issued. The Board of Directors of the Company shall determine that share certificates if any shall be issued for fully paid up bearer shares only.

If the Board of Directors decides to issue bearer shares, these will in principle be documented by global certificates. It is not intended to issue additional bearer share certificates, except if extraordinary circumstances occur.

If bearer share certificates are issued, they must be signed by two members of the Board of Directors.

By resolution of the Board of Directors either or both of these signatures may be in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board of Directors, in which case it shall be manual.

Any registered shares issued by the Company must be registered in the share register kept by the Company or one or more persons designated thereto by the Company. This share register will contain the name of each holder of registered shares, his or her residence or another address indicated to the Company, the number of shares held by that person as well as the sub-fund and, the case being, the share class of the relevant shares and the amount paid up on each share. Each transfer or any other form of legal assignment of a registered share, and the dates of such transfer or other legal assignment, must be registered in the share register.

Entry in the share register provides evidence of ownership of registered shares. The Company may issue written confirmation of the shares held.

The transfer of registered shares is effected by the handover of documents providing sufficient evidence of the transfer to the Company or through a declaration of transfer which is entered in the share register and signed and dated by the transferor and the transferee or by persons authorised to do so holding suitable powers of attorney to act therefore.

If a share is registered in the name of several persons, the first shareholder entered in the register is deemed to be empowered to act on behalf of all the other co-owners and shall be the only person entitled to receive notices on the part of the Company.

With bearer shares, the Company is entitled to consider the bearer, and with registered shares, the person in whose name the shares are registered, as rightful owner of the shares. In connection with any measures affecting these shares, the Company will only be liable to the aforementioned persons and under no circumstances to any third parties. It has the power to view all rights, interests or claims of persons, other than those persons in whose name the shares are registered, as null and void in respect of these shares; this does not, however, exclude the right of a third party to demand the proper entry of a registered share or a change to such entry.

If a shareholder does not provide the Company with his/her address, this will be noted in the share register and the registered office of the Company, or another address entered in the share register by the Company, will be deemed to be the address of that shareholder until such time as he/she provides the Company with another address. Shareholders may arrange to have the address registered in the Company's share register changed at any time. This takes place by means of written notification to the Company at its registered office or to an address determined by the Company from time to time.

If shareholders in the Company provide sufficient evidence that their share certificates (if any have been issued) have been misplaced, stolen or destroyed, they will receive upon demand and under observance of the conditions laid down by the Company, which may require some form of security, a duplicate of their certificate(s). If prescribed or permitted by the applicable laws and as determined by the Company in observance of such laws, these conditions may include insurance taken out with an insurance company. Upon issue of new share certificates, which must bear a note indicating that they are duplicates, the original certificates(s), which the new one(s) replace(s), cease to be valid.

Upon instructions from the Company, damaged share certificates may be exchanged for new share certificates. The damaged share certificates must be handed over to the Company and immediately cancelled.

At the Company's discretion, it may charge shareholders with the costs of the duplicate or of the new share certificate and with those costs incurred by the Company upon the issue and registration of these certificates or the destruction of the old certificates.

The Company may decide to issue fractional shares up to three decimals. Fractions of shares do not give holders any voting rights but entitle them to participate in the income of the relevant sub-fund, share class or category on a pro rata basis.

**Art. 7. Issue of shares.** The Board of Directors is fully entitled at any time to issue new fully paid-in shares with no par value in any sub-fund and/or share class without, however, granting existing shareholders preferential rights in respect of the subscription of the new shares.

New shares may be issued on each of the valuation dates determined by the Board of Directors in accordance with Article 10 of these Articles of Incorporation and the terms and conditions contained in the sales document.

The issue price for a share is the net asset value, or in case of newly launched sub-funds, classes and/or categories the initial subscription price, as determined by the Board of Directors, per share calculated for each sub-fund, each relevant share class and/or category pursuant to Article 10 of these Articles of Incorporation plus any costs and commissions laid down by the Board of Directors for the sub-fund, share class and category concerned. The issue price is payable within the period laid down by the Board of Directors, and no later than eight days after the valuation date concerned unless shorter deadlines are specified in the Appendix of the Company's sales document relating to the respective sub-fund and/or share class.

The Board of Directors may accept full or partial subscriptions in kind at its own discretion. In this case the capital subscribed in kind must be harmonised with the investment policy and restrictions of the particular sub-fund and/or share class. Moreover, the value of any assets contributed in kind will be subject to a report of an auditor of the company (réviseur d'entreprises agréé) to the extent required by applicable laws. Any associated costs will be payable by the investor.



The Board of Directors may limit the frequency of share issues for each sub-fund, share class and category; in particular the Board of Directors may resolve that shares are only to be issued within a particular time.

The Board of Directors reserves the right to wholly or partially reject any subscription application or to suspend the issue of shares in one or more or all of the sub-funds, share classes and categories at any time and without prior notification. The custodian bank will immediately reimburse payments made in such cases for subscription applications that have not been executed.

Furthermore, the Board of Directors may impose conditions on the issue of shares in any sub-fund and/or share class (including without limitation the execution of such subscription documents and the provision of such information as the Board of Directors may determine to be appropriate) and may fix a minimum subscription amount and minimum amount of any additional investments, as well as a minimum holding amount which any shareholder is required to comply. Any conditions to which the issue of shares may be submitted will be detailed in the Company's sales documents.

If determination of the net asset value of a sub-fund and/or share class is suspended pursuant to Article 11 of these Articles of Incorporation, no shares in the affected sub-fund or share class will be issued for the duration of the suspension.

For the purpose of issuing new shares, the Board of Directors may assign to any member of the Board of Directors or to appointed officers of the Company or any other authorised person the task of accepting the subscription, receiving the payment and delivering the shares.

**Art. 8. Redemption and Conversion of shares.** Any shareholder in the Company may request the Company to redeem all or part of his/her shares, if provided for by and under the terms and procedures set forth by the Board of Directors in the sales documents and within the limits provided by any applicable law and these Articles of Incorporation.

In such cases, the Company will redeem the shares while observing the restrictions laid down by law and subject to the suspension of such redemptions by the Company stipulated in Article 11 of these Articles of Incorporation. The shares redeemed by the Company will be cancelled.

Shareholders receive a redemption price calculated on the basis of the relevant net asset value of the relevant sub-fund, share class and/or category of a sub-fund in line with statutory regulations and the terms of these Articles of Incorporation and in accordance with the terms and conditions laid down by the Board of Directors in the sales documents.

A redemption application must be made irrevocably and in writing and addressed to the registered office of the Company in Luxembourg or at offices of a person (or institution) appointed by the Company before the relevant redemption deadline. With shares for which certificates have been issued, the share certificates must be submitted in good order with the redemption application, attaching any renewal certificates and any coupons not yet due (for bearer shares only).

A commission in favour of the Company or the Company's distributor may be deducted from the net asset value, together with a further amount to make up for the estimated costs and expenses that the Company could incur in realising the assets in the body of assets affected, in order to finance the redemption request, at a rate provided for in the sales documents.

The redemption price must be paid in the currency in which the shares in the relevant sub-fund, share class and category are denominated or in another currency that may be determined by the Board of Directors, within a time to be determined by the Board of Directors of not more than eight days after the later of either (i) the relevant valuation date or (ii) after the day when the share certificates have been received by the Company, irrespective of the terms and conditions of Article 11 of these Articles of Incorporation.

With the approval of the affected shareholders, the Board of Directors (while observing the principle of equal treatment of all shareholders) may at its own discretion execute redemption requests wholly or partly in kind by allocating to such shareholder assets from the sub-fund portfolio equivalent in value to the net asset value of the redeemed shares, as described more fully in the sales documents. Moreover, these assets are audited by the Company's auditor. Any associated costs will be payable by the investor.

If on any Valuation Date, redemption or conversion requests pursuant to this Article exceed a certain level determined by the Board of Directors in relation to the net asset value of any sub-fund, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interests of the relevant sub-fund. On the next dealing day following that period, these redemption and conversion requests will be met in priority to later requests.

In the event of a very large volume of redemption requests, the Board of Directors may decide to delay execution until the corresponding assets of the Company have been sold without unnecessary delay. The above provisions apply mutatis mutandis to conversions of shares between sub-funds.

If as a result of any request for redemption, the aggregate net asset value of the shares held by a shareholder in any share class of any sub-fund would fall below such value as determined by the Board of Directors and described in the sales documents, the Company may decide that this request shall be treated as a request for redemption for the full balance of such shareholder's holding of shares in such share class of the applicable sub-fund.

Subject to the suspension of such conversions by the Company stipulated in Article 11 of these Articles of Incorporation, the Board of Directors may decide from time to time that shareholders are entitled to request the conversion of

whole or part of their shares into shares of another share class of the same sub-fund or into the same share class or another share class of another sub-fund of the Company, provided that the Board of Directors may (i) set restrictions, terms and conditions as to the right for and frequency of conversions and (ii) subject them to the payment of such charges and commissions as it shall determine. The Board of Directors may, in its entire discretion, decide that if as a result of any request for conversion, the number or the aggregate net asset value of the shares held by any shareholder in any sub-fund and/or share class would fall below such number or such value as determined by the Board of Directors, the Company may decide to treat this request as a request for conversion for the full balance of such shareholder's holding of shares in such share class and/or sub-fund.

The price for the conversion of shares shall be computed by reference to the respective net asset value of the two share classes concerned, calculated on the same valuation date or any other day as determined by the Board of Directors in accordance with Article 10 of these Articles of Incorporation and the rules laid down in the sales documents. Conversion fees, if any, may be imposed upon the shareholder(s) requesting the conversion of his shares at a rate provided for in the sales documents.

The shares which have been converted shall be cancelled.

**Art. 9. Restrictions on the ownership of shares.** The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, namely any person in breach of any law or requirement of any country or governmental authority or of the provisions of the Company's sales documents and any person which is not qualified to hold such shares by virtue of such law, requirement or provision or if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws (including without limitation tax laws) other than those of the Grand Duchy of Luxembourg (each an "unauthorised person"). To this end the Company may:

a) decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by an unauthorised person or a person holding more than a certain percentage of capital determined by the Board of Directors;

b) demand at any time from persons whose names have been entered in the share register, or who apply for entry of a transfer of shares in the share register, to furnish information supported by a declaration under oath of a nature that it considers necessary in order to decide whether the shares of the person concerned are in the beneficial ownership of an unauthorised person or whether the entry would lead to the beneficial ownership of these shares by an unauthorised person;

c) refuse to recognise the votes of an unauthorised person at a general meeting of shareholders of the Company; and

d) where it appears to the Company that any unauthorised person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within thirty (30) days of the notice. If such shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such shareholder all shares held in the following manner:

(1) The Company serves a notice (hereinafter referred to as "Notice of Purchase") to the shareholder owning the shares, or the person who is registered in the share register as the owner of the shares to be bought. In the said Notice of Purchase the shares to be bought are listed together with the method of calculating the purchase price, the place at which the purchase price in respect of such shares is payable and the name of the buyer.

(2) Such Notice of Purchase will be sent to the shareholder by registered letter at his last known address or to the address listed in the share register of the Company. The shareholder is then obliged to release to the Company the shares certificate(s) (if issued) listed in the Notice of Purchase. At close of business on the day fixed in the Notice of Purchase, the shareholder ceases to be owner of the shares listed in the Notice of Purchase and the shares previously held by him will be cancelled. With registered shares, his name will be struck from the share register and with regard to bearer shares, the issued share certificate(s) will be cancelled.

(3) The price at which each such share is to be purchased (the "Purchase Price") shall be an amount based on the net asset value per share as at the Valuation Date specified by the Board of Directors for the redemption of shares in the Company next preceding the date of the Notice of Purchase or next succeeding the surrender of the share certificate or certificates representing the shares specified (if issued) in such notice, whichever is lower, all as determined in accordance with Article 10 hereof, less any service charge provided therein.

(4) The payment of the Purchase Price to the former owner of the shares will normally be made in the currency laid down by the Board of Directors for the payment of the redemption price for the shares. After it has been finally determined, this price will be deposited by the Company at a bank (mentioned in the Notice of Purchase) in Luxembourg or abroad with a view to paying it out to this owner mentioned in the Notice of Purchase against, the case being, handover of the bearer share certificate mentioned in the Notice of Purchase together with any coupons not yet due.

After the Notice of Purchase has been sent as described above, the former owner no longer has any right to these shares nor any claim against the Company or its assets in this connection, except for the claim for receipt of the Purchase Price (without interest) from the bank mentioned against, the case being, actual handover of the bearer share certificate (s) as described above. Amounts owed to a shareholder pursuant to this paragraph that are not claimed within a five-

year period commencing on the date fixed in the Notice of Purchase may no longer be claimed thereafter and return to the Company. The Board of Directors has the powers to undertake all necessary measures to effect the reversion.

(5) The exercise of the powers granted in this Article by the Company may not under any circumstances be questioned or declared ineffective by giving the excuse that ownership of the shares by a person has not been sufficiently proved or that ownership relationships were other than they appeared to be on the date of the Notice of Purchase. This, however, requires that the Company exercises its powers in good faith.

**Art. 10. Determination of the net asset value.** In order to determine the issue and redemption price, the net asset value of each share class in each sub-fund will be periodically calculated by the Company under the terms and conditions as laid down in the Company's sales documents, and not less than once every month. Every such day for the determination of the net asset value is referred to in these Articles of Incorporation as a "Valuation Date".

The net asset value of each sub-fund will be calculated in the reference currency of the sub-fund concerned and will be determined in accordance with the following principles:

The net asset value per share will be determined as of any Valuation Date (as determined in the sales documents) by the assets relating to the particular sub-fund minus the liabilities allocated to that sub-fund divided, by the number of shares in circulation in the sub-fund in question on any Valuation Date in accordance with the valuation rules set forth below. The net asset value per share may be rounded up or down to the nearest unit of the relevant reference currency as the Board of Directors shall determine.

For sub-funds for which various share classes or categories have been issued the net asset value will be determined for each separate share class and category. In such cases, the net asset value of a sub-fund that is allocable to a particular share class and/or category will be divided by the number of shares in circulation in that share class and/or category. The Board of Directors may resolve to round the net asset value up or down to the next amount in the currency concerned.

The net asset value of the Company is calculated by adding up the total net assets of all the sub-funds.

Valuation of each sub-fund and of each of the different share classes and category follows the criteria below:

1. The assets of the Company shall include:

- a) all cash and cash equivalents including accrued interest;
- b) all outstanding receivables, including interest receivables on accounts and custody accounts, and income from securities that have been sold but not yet delivered;
- c) all securities, money-market instruments, fund units, debt instruments, subscription rights, warrants, options and other financial instruments and other assets held by the Company or acquired for its account;
- d) all dividends and dividend claims due to the Company in cash or in kind, provided that it is possible to obtain sufficiently well established information on them and that the Company may make value adjustments in respect of price fluctuations arising from ex-dividend trading or similar practices;
- e) all accrued interest on interest-bearing assets held by the Company unless these form part of the principal of the asset concerned;
- f) costs of establishing the Company that have not been written off;
- g) any other permitted assets of any kind and nature including prepaid expenses.

These assets are valued in accordance with the following rules:

- a) The value of any cash -either in hand or on deposit -as well as bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof.
- b) Securities, derivatives and other investments listed on an official stock exchange are valued at the last known market prices. If the same security, derivative or other investment is quoted on several stock exchanges, the last available quotation on the stock exchange that represents the major market for this investment will apply.

In the case of securities, derivatives and other investments where trading of these assets on the stock exchange is thin but which are traded between securities dealers on a secondary market using standard market price formation methods, the Company can use the prices on this secondary market as the basis for their valuation of these securities and other investments. Securities, derivatives and other investments that are not listed on a stock exchange, but that are traded on another regulated market which is recognised, open to the public and operates regularly, in a due and orderly fashion, are valued at the last available price on this market.

c) Securities and other investments that are not listed on a stock exchange or traded on any other regulated market, and for which no reliable and appropriate price can be obtained, will be valued by the Company according to other principles chosen by it in good faith on the basis of the likely sales prices.

d) The valuation of derivatives that are not listed on a stock exchange (OTC derivatives) is made by reference to independent pricing sources. In case only one independent pricing source of a derivative is available, the plausibility of the valuation price obtained will be verified by employing methods of calculation recognised by the Company and the auditors, based on the market value of the underlying instrument from which the derivative has been derived.

e) Units or shares of other undertakings for collective investment in transferable securities ("UCITS") and/or undertakings for collective investment ("UCI") will be valued at their last net asset value. Certain units or shares of other UCITS and/or UCI may be valued based on an estimate of the value provided by a reliable price provider independent from the target fund's investment manager or investment adviser (Estimated Pricing).

f) (i) For Sub-funds that are money market funds,

- the value of money market instruments which are not listed on a stock exchange or traded on another regulated market open to the public is based on the appropriate curves. The valuation based on the curves refers to the interest rate and credit spread components. The following principles are applied in this process: for each money market instrument, the interest rates nearest the residual maturity are interpolated. The interest rate calculated in this way is converted into a market price by adding a credit spread that reflects the underlying borrower. This credit spread is adjusted if there is a significant change in the credit rating of the borrower.

- interest income earned by sub-funds between the Order Date concerned and the respective Settlement Date may be included in the valuation of the assets of the sub-funds concerned. The asset value per share on a given valuation date may therefore include projected interest earnings.

(ii) For the other Sub-funds that do not fall under the regulation in subsection f (i), the following regulation shall apply: For money market instruments, the valuation price will be gradually adjusted to the redemption price, based on the net acquisition price and retaining the ensuing yield. In the event of a significant change in market conditions, the basis for the valuation of the individual investments is brought into line with the new market yields.

g) Securities, money market instruments, derivatives and other investments that are denominated in a currency other than the currency of account of the relevant sub-fund and which are not hedged by means of currency transactions are valued at the middle currency rate (midway between the bid and offer rate) known in Luxembourg or, if not available, on the most representative market for this currency.

h) Time deposits and fiduciary investments are valued at their nominal value plus accumulated interest.

i) The value of swap transactions is calculated by an external service provider, and a second independent valuation is made available by another external service provider. The calculation is based on the net present value of all cash flows, both inflows and outflows.

In some specific cases, internal calculations based on models and market data available from Bloomberg and/or broker statement valuations may be used. The valuation methods depend on the respective security and are determined pursuant to the UBS Global Valuation Policy.

The Company is entitled to apply other appropriate valuation principles which have been determined by it in good faith and are generally accepted and verifiable by auditors to the Company's assets as a whole or of an individual sub-fund if the above criteria are deemed impossible or inappropriate for accurately determining the value of the sub-funds concerned due to extraordinary circumstances or events.

In the event of extraordinary circumstances or events, additional valuations, which will affect the prices of the shares to be subsequently issued or redeemed, may be carried out within one day.

If on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow, the net asset value of the share classes may be adjusted for that trading day. The maximum adjustment may extend up to a certain percentage (%) of the net asset value (prior to the adjustment). Both the estimated transaction costs and taxes incurred by the sub-fund may be taken into account and the estimated bid/offer spread for the assets in which the sub-fund invests may be considered. The adjustment will result in an increase in the net asset value in the event of a net cash inflow into the sub-fund concerned. It will result in a reduction in the net asset value in the event of a net cash outflow from the sub-fund concerned. The Board of Directors may lay down a threshold figure for each sub-fund in the Company's sales documents. This may consist in the net movement on a trading day in relation to net company assets or to an absolute amount in the currency of the sub-fund concerned. The net asset value would be adjusted only if this threshold were to be exceeded on a given trading day.

The Company is entitled to take the measures described in greater detail in the sales documents in order to ensure that subscriptions or redemptions of shares in the Company do not involve any of the business practices known as market timing or late trading in respect of investments in the Company.

2. The liabilities of the Company shall include:

- a) all borrowings, bills and other amounts due;
- b) all known existing and future liabilities, including liabilities to pay in money or in kind arising from contractual liabilities due and dividends that have been approved but not yet paid out by the Company;
- c) reasonable provisions for future tax payments and other provisions approved and made by the Board of Directors, as well as reserves set up as provision against miscellaneous liabilities of the Company;
- d) any other liabilities of the Company. In determining the amount of such liabilities, the Company will consider any expenses to be paid comprising the costs of establishing the Company, fees for the management company (if any), investment advisers, portfolio managers, the custodian bank, the domicile and administration agent, the registrar and transfer agent, any paying agent, other distributors and permanent agents in countries where the shares are sold, and any other intermediaries of the Company. Other items to be considered include the remuneration and expenses of members

of the Board of Directors, insurance premiums, fees and costs in connection with the registration of the Company at authorities and stock exchanges in Luxembourg and at authorities and stock exchanges in any other country, fees for legal advice and for auditing, advertising costs, printing costs, reporting and publication costs including the costs of publishing announcements and prices, the costs of preparing and carrying out the printing and distribution of the sales documents, information material, regular reports, the cost for preparing and reclaiming withholding tax, taxes, duties and similar charges, any other expenses related to the day-to-day running of the business including the costs of buying and selling assets, interest, bank and brokers' charges, and physical and electronic mailing and telephone costs. The Company may set administrative and other costs of a regular, reoccurring nature in advance on the basis of estimated figures for annual or other periods and may add these together in equal instalments over such periods.

3. The Company will undertake the allocation of assets and liabilities to the sub-funds, share classes and categories as follows:

a) If several share classes and/or categories have been issued for a sub-fund, all of the assets relating to each share class and/or category will be invested in accordance with the investment policy of that sub-fund.

b) The value of shares issued in each share class and/or category will be allocated in the books of the Company to the sub-fund corresponding to this share class and/or category; the portion of the share class to be issued in the net assets of the relevant sub-fund will rise by this amount; receivables, liabilities, income and expenses allocable to this share class will be allocated in accordance with the provisions of this Article to this sub-fund.

c) Derivative assets will be allocated in the books of the Company to the same sub-fund as the assets from which the related derivative assets have been derived and, with each revaluation of an asset, the increase or reduction in value will be allocated to the relevant sub-fund.

d) Liabilities in connection with an asset belonging to a particular sub-fund resulting from action in connection with this sub-fund will be allocated to this sub-fund.

e) If one of the Company's assets or liabilities cannot be allocated to a particular sub-fund, such receivables or liabilities will be allocated to all of the sub-funds pro rata to the respective net asset value of the sub-funds, or on the basis of the net asset value of all share classes and/or categories in the sub-fund, in accordance with the determination made in good faith by the Board of Directors. The assets of a sub-fund can only be used to offset the liabilities which the sub-fund concerned has assumed.

f) Distributions to the shareholders in a sub-fund, share class or category reduce the net asset value of this sub-fund, share class or category by the amount of the distribution.

4. For the purposes of this Article, the following terms and conditions apply:

a) Shares of the Company to be redeemed under Articles 8 and 9 of these Articles of Incorporation shall be treated as existing shares in circulation and taken into account until immediately after the time on the Valuation Date on which such valuation is made, as determined by the Board of Directors. From such time and until paid by the Company, the redemption price shall be deemed to be a liability of the Company;

b) Shares count as issued from the time of their valuation on the relevant Valuation Date on which such valuation is made, as determined by the Board of Directors. From such time and until payment received by the Company, the issue price shall be deemed to be a debt due to the Company;

c) Investment assets, cash and any other assets handled in a currency other than the reference currency of the relevant sub-fund will be valued on the basis of the market and foreign exchange rates prevailing at the time of valuation.

d) If on any Valuation Date the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

- provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Date, then its value shall be estimated by the Company.

The net assets of the Company are at any time equal to the total of the net assets of the various sub-funds.

The value of all assets and liabilities not expressed in the reference currency of a sub-fund will be converted into the reference currency of such sub-fund at the rate of exchange determined on the relevant Valuation Date in good faith by or under procedures established by the Board of Directors. The Board of Directors, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

**Art. 11. Temporary suspension of the calculation of net asset value and Of the issue, Redemption and Conversion of shares.** The Company is authorised to temporarily suspend the calculation of the net asset value and the issue, redemption and conversion of the shares of any class and of any sub-fund in the following circumstances:

a) during any period when any of the stock exchanges or other markets on which the valuation of a significant and substantial part of any of the investments of the Company attributable to such sub-fund from time to time is based, or any of the foreign-exchange markets in whose currency the net asset value any of the investments of the Company

attributable to such sub-fund from time to time or a significant portion of them is denominated, are closed – except on customary bank holidays – or during which trading and dealing on any such markets is suspended or restricted or if such markets are temporarily exposed to severe fluctuations, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such sub-fund quoted thereon;

b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors as a result of which disposal or valuation of assets owned by the Company attributable to such sub-fund would be impracticable;

c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such sub-fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such sub-fund;

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

e) if political, economic, military or other circumstances beyond the control or influence of the Company make it impossible to access the Company's assets under normal conditions without seriously harming the interests of the shareholders;

f) when for any other reason, the prices of any investments owned by the Company attributable to such sub-fund, cannot promptly or accurately be ascertained;

g) upon the publication of a notice convening a general meeting of shareholders for the purpose of the liquidation of the Company;

h) to the extent that such suspension is justified by the necessity to protect the shareholders, upon publication of a notice convening a general meeting of shareholders for the purpose of the merger of the Company or one or more of its sub-funds, or upon publication of a notice informing the shareholders of the decision of the board of directors to merge one or more sub-fund(s);

i) when restrictions on foreign exchange transactions or other transfers of assets render the execution of the Company's transactions impossible.

The suspension of the calculation of the net asset value of any particular sub-fund shall have no effect on the determination of the net asset value per share or on the issue, redemption and conversion of shares of any sub-fund that is not suspended.

Any such suspension of the net asset value will be notified to investors having made an application for subscription, redemption or conversion of shares in the sub-fund(s) concerned and will be published if required by law or decided by the Board of Directors or its agent(s) at the appropriate time.

### C. Administration and Supervision

**Art. 12. The Board of Directors.** The Company is managed by a Board of Directors composed of at least three members (each a "Director"). The members of the Board of Directors do not have to be shareholders in the Company.

The members of the Board of Directors are appointed by the general meeting for a maximum term of office of six years and are re-eligible. In case a Director is elected without any indication on the term of his mandate, he is deemed to be elected for six years from the date of his election. The general meeting will also determine the number of members of the Board of Directors, their remuneration and their term of office. Members of the Board of Directors will be elected by a simple majority of the shares present or represented at the general meeting.

Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

If the office of a member of the Board of Directors appointed by the general meeting of shareholders becomes vacant before the mandate has expired, the remaining members of the Board of Directors thus appointed may temporarily co-opt a new member; the shareholders will make a final decision on this at the general meeting immediately following the appointment.

**Art. 13. Meetings of the Board of Directors.** The Board of Directors will elect a chairman and may elect one or more vice-chairmen from amongst its members. It may also appoint a secretary, who does not have to be a member of the Board of Directors, and who will record and keep the minutes of the meetings of the Board of Directors and the general meetings of shareholders.

The chairman will chair the meetings of the Board of Directors and the general meetings. In his absence, the shareholders or the members of the Board of Directors may appoint by simple majority another member of the Board of Directors or, for general meetings, any other person as chairman.

Meetings of the Board of Directors will be convened by the chairman or by two of its members; it meets at the location given in the notice of the meeting.

Except in emergencies, which must be substantiated, invitations to meetings of the Board of Directors shall be sent in writing at least twenty-four hours in advance prior to the date set for such meeting. This notice may be waived by consent

in writing, by telefax, email or any other similar means of communication, of each Director. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Members of the Board of Directors may give each other power-of-attorney to represent them at meetings of the Board of Directors in writing, by email, telefax or similar means of communication. A Director may represent more than one member of the Board of Directors.

Any Director may participate in a meeting of the Board of Directors by conference call, video conference or similar means of communications allowing the identification of each participating Director. These means must comply with technical features which guarantee an effective participation to the meeting allowing all persons taking part in the meeting to hear one another on a continuous basis and allowing an effective participation of such persons in the meeting. The participation in a meeting by these means is equivalent to a participation in person at such meeting. A meeting held through such means of communication is deemed to be held at the registered office of the Company. Each participating Director shall be authorised to vote by video or by telephone or similar means of communications.

The Directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least half of its members is present or represented unless these Articles of Incorporation provide otherwise and without prejudice to specific legal provisions.

Resolutions by the Board of Directors must be recorded in minutes and the minutes must be signed by the chairman of the Board of Directors, or, in his absence, by the chairman pro tempore who presided at such meeting or by any two Directors. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two Directors.

Resolutions by the Board of Directors are made by simple majority of the members present or represented. In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

Written resolutions approved and signed by all members of the Board of Directors shall have the same effect as resolutions taken at meetings of the Board of Directors. Such resolutions may be approved by each member of the Board of Directors in writing, by telefax, email or similar means of communication. Such approvals may be given in a single or in several separate documents and must in any event be confirmed in writing and the confirmation attached to the written resolutions.

**Art. 14. The powers of the Board of Directors.** The Board of Directors is vested with the broadest powers to perform all acts of disposition, management and administration within the Company's purpose, in compliance with the investment policy and investment restrictions as determined in Article 17 of these Articles of Incorporation for and on behalf of the Company.

All powers not expressly reserved by law or by these Articles of Incorporation to the general meeting of shareholders are in the competence of the Board of Directors.

**Art. 15. Signatory powers.** Vis-à-vis third parties, the Company shall be legally bound by the joint signature of any two members of the Board of Directors or the joint or sole signature(s) of person(s) who have been granted such signatory power by the Board of Directors or by any two Directors, but only within the limits of such power.

**Art. 16. Delegation of powers of representation.** The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and the representation of the Company for such daily management and affairs to any member or members of the Board of Directors, officers or other agents, legal or physical person, who may but are not required to be shareholders of the Company, under such terms and with such powers as the Board of Directors shall determine and who may, if the Board of Directors so authorises, sub-delegate their powers.

The Board of Directors may also confer all powers and special mandates to any person, and may, in particular appoint any officers, including managers, managing directors, or any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be revoked at any time by the Board of Directors. These officers need not be Directors or shareholders of the Company. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Furthermore, the Board of Directors may create from time to time one or several committees composed of Directors and/or external persons and to which it may delegate powers as appropriate.

The Board of Directors may also confer special powers of attorney by notarial or private proxy.

**Art. 17. Investment policy.**

17.1 The Board of Directors lays down the investment policy in accordance with which the assets of the company are invested. The company's assets must be invested in accordance with the principle of risk diversification and under the terms of the investment objectives and restrictions, as described in the sales prospectuses published by the company.

17.2 In particular, each sub-fund may also subscribe for, acquire and/or hold shares issued or to be issued by one or more other sub-funds of the Company subject to additional requirements which may be specified in the sales documents, if:

- (i) the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and
- (ii) no more than 10% of the assets of the target sub-funds whose acquisition is contemplated may, pursuant to their articles of incorporation, be invested in aggregate in units/shares of other UCIs; and
- (iii) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned; and
- (iv) in any event, for as long as these securities are held by the relevant sub-fund, their value will not be taken into consideration for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and
- (v) there is no duplication of management/subscription or redemption fees between those at the level of the sub-fund having invested in the target sub-fund, and this target sub-fund. In addition, the Company is authorised for each of its sub-funds to employ techniques and instruments relating to transferable securities and money market instruments under the conditions and within the limits laid down by the CSSF provided that such techniques and instruments are used for the purpose of efficient portfolio management.

**Art. 18. Investment advisers / Portfolio managers.** The Board of Directors may appoint one or more individuals or legal entities to be investment advisers and/or portfolio managers. The investment adviser has the task of extensively supporting the Company with recommendations in the investment of its assets. It does not have the power to make investment decisions or to make investments on his own. The portfolio manager is given the mandate of investing the Company's assets.

**Art. 19. Conflicts of interest.** No contract or other transaction which the Company and any other company or firm might enter into shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in such other company or firm by a close relation, or is a director, officer or employee of such other company or legal entity, provided that the Company obliges itself to never knowingly sell or lend assets of the Company to any of its Directors or officers or any company or firm controlled by them.

In the event that any Director of the Company may have any interest in any contract or transaction submitted for approval to the Board of Directors conflicting with that of the Company, such Director shall make known to the Board of Directors of the Company such opposite interest and shall cause a record of this statement to be included in the minutes of the meeting of the Board of Directors. The relevant Director shall not consider, deliberate or vote upon any such contract or transaction. Such contract or transaction, and such Director's or officer's opposite interest therein, shall be reported to the next succeeding general meeting of shareholder(s) before any other resolution is put to vote.

The provisions of the preceding paragraph are not applicable when the decisions of the Board of Directors of the Company concern day-to-day operations engaged at arm's length.

Interests for the purposes of this Article do not include interests affecting the legal or commercial relationships with the investment adviser, portfolio manager, the custodian bank, the central administration or other parties determined by the Board of Directors from time to time.

**Art. 20. Remuneration of the Board of Directors.** The remuneration of the members of the Board of Directors is determined by the general meeting. It also includes expenses and other costs incurred by members of the Board of Directors in the exercise of their duties, including any costs for measures related to legal proceedings against them unless these were the result of wilful misconduct or gross negligence on the part of the member of the Board of Directors concerned.

**Art. 21. Auditor.** The annual financial statements of the Company and of the sub-funds will be audited by an auditor ("réviseur d'entreprises agréé") who will be appointed by the general meeting and whose fee will be charged to the Company's assets.

The auditor will perform all of the duties prescribed in the 2010 Law.

#### **D. - General meetings - Accounting year - Distributions**

**Art. 22. Rights of the general meeting.** The general meeting of shareholders of the Company represents all of the shareholders of the Company as a whole, irrespective of the sub-fund in which they are shareholders. Resolutions by the general meeting in matters of the Company as a whole are binding on all shareholders regardless of the sub-fund, share class and/or category held by them. The general meeting has all the powers required to order, execute or ratify any actions or legal transactions by the Company.

**Art. 23. Procedures for the general meeting.** General meetings are convened by the Board of Directors.

They must be convened upon demand by shareholders holding at least ten per cent (10%) of the capital of the Company. Such general meeting has to take place within a period of one month.

The annual general meetings are held in accordance with the provisions of Luxembourg law once a year at 10.00 a.m. on 20 April at the registered offices of the Company or such other place in the Grand Duchy of Luxembourg, as may be specified in the notice of meeting.

If the aforementioned day is not a bank business day in Luxembourg, the annual general meeting will be held on the next Luxembourg bank business day. In this context, "bank business day" refers to the normal bank business days (i.e.



each day on which banks are open during normal business hours) in Luxembourg, with the exception of individual, non-statutory rest days.

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

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

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

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

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters except if all the shareholders agree to another agenda.

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

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

The shareholders may only use voting forms provided by the Company and which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour, against or abstain from voting on each proposed resolution by ticking the appropriate box. Voting forms which show neither a vote in favour, nor against the resolution, nor an abstention, shall be void. The Company will only take into account voting forms received five (5) days prior to the general meeting of shareholders they relate to.

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

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

**Art. 24. General meeting of a sub-fund or share class of sub-funds.** The shareholders in a sub-fund or share class of sub-fund may hold general meetings at any time to decide matters relating exclusively to that sub-fund or share class of sub-fund. Any resolution of the general meeting of shareholders of the Company, affecting the rights of the shareholders of any sub-fund or share class vis-à-vis the rights of the shareholders of any other sub-fund or share class shall be subject to a resolution of the general meeting of shareholders of such sub-fund or share class in compliance with article 68 of the 1915 Law.

The provisions in Article 23, paragraphs 1, 2 and 6-14 shall apply accordingly to such general meetings.

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

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

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

#### **Art. 25. Liquidation and Merger of sub-funds.**

##### **25.1 Liquidation of sub-funds and share classes**

Upon liquidation announcement to the shareholders of a particular sub-fund, share class and/or category of a sub-fund, the Board of Directors may arrange for the liquidation of one or more sub-funds, share classes and/or categories of sub-

fund(s) if the value of the net assets of the respective sub-fund, share class and/or category remains at or falls to a level that no longer allows it to be managed in an economically reasonable way as well as in the course of a rationalisation. The same also applies in cases where changes to the political or economic conditions justify such liquidation.

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

Any sums and assets of the sub-fund, share class and/or category that are not paid out following liquidation shall be deposited as soon as possible at the "Caisse de Consignation" to be held for the benefit of the persons entitled thereto.

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

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

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

The counter value of the net asset value of shares liquidated which have not been presented by shareholders for redemption will be deposited with the custodian bank for a period of six months and after that period, if still not presented for redemption, at the "Caisse de Consignation" in Luxembourg until expiry of the period of limitation on behalf of the persons entitled thereto. All redeemed shares shall be cancelled by the Company.

#### 25.2 Mergers of the Company or of sub-funds

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the Board of Directors may decide to allocate the assets of any sub-fund, share class and/or category to those of another existing sub-fund, share class and/or category within the Company or to another Luxembourg undertaking for collective investment in transferable securities subject to the 2010 Law or to another sub-fund, share class and/or category within such other undertaking for collective investment in transferable securities subject to the 2010 Law (the "new sub-fund") and to re-designate the shares of the relevant sub-fund, share class or category concerned as shares of another sub-fund, share class and/or category (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information in relation to the new sub-fund), thirty days before the date on which the merger becomes effective in order to enable shareholders to request redemption or conversion of their shares, free of charge, during such period.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a sub-fund, share class and/or category by means of a division into two or more sub-funds, share class and/or category. Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information about the two or more new sub-fund) thirty days before the date on which the division becomes effective, in order to enable the shareholders to request redemption or conversion of their shares free of charge during such period.

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

**Art. 26. Financial year.** Each year, the Company's financial year begins on 1 February and ends on 31 January of the following year.

**Art. 27. Distributions.** The Board of Directors may decide to pay an interim dividend in accordance with the provisions of the 2010 Law.

The appropriation of annual income and any other distributions is determined by the general meeting upon proposal by the Board of Directors.

The distribution of dividends or other distributions to shareholders in a sub-fund, share class or category is subject to prior resolution by the shareholders in this sub-fund, share class or category.

Dividends that have been fixed are paid out in the currencies and at the place and time determined by the Board of Directors. An income equalisation amount will be calculated so that the distribution corresponds to the actual income entitlement.

The Board of Directors is authorised to suspend the payment of distributions. At the proposal of the Board of Directors, the general meeting of shareholders may decide to issue bonus shares as part of the distribution of net investment income and capital gains.

### E. Concluding provisions

**Art. 28. Custodian bank.** To the extent required by law, the Company will enter into a custodian bank agreement with a bank as defined in the law of 5 April 1993 on the financial sector, as amended.

The custodian bank will fulfil the duties and responsibilities as provided for by the 2010 Law and the agreement entered into with the Company.

Should the custodian bank wish to resign, the Board of Directors will mandate another bank within two months to take over the functions of the custodian bank. Thereupon, the members of the Board of Directors will appoint this institution as custodian bank in place of the resigning custodian bank. The members of the Board of Directors have the powers to terminate the function of the custodian bank but may not give notice to the custodian bank of such termination unless and until a new custodian bank has been appointed pursuant to this Article to take over the function in its place.

**Art. 29. Dissolution of the Company.** The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 31 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by Article 5 hereof, in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

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

**Art. 30. Liquidation of the Company.** Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and the compensation. The liquidator(s) must be approved by the CSSF.

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

**Art. 31. Changes to the Articles of Incorporation.** These Articles of Incorporation may be expanded or otherwise amended by the general meeting. Amendments are subject to the quorum and majority requirements in the provisions of the 1915 Law.

**Art. 32. Applicable law.** All matters not governed by these Articles of Incorporation shall be determined in accordance with the 1915 Law and the 2010 Law, as such laws have been or may be amended from time to time.

Nothing else being on the agenda, and nobody rising to speak, the meeting was closed.

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

Whereof the present notarial deed was prepared in Luxembourg, on the day mentioned at the beginning of this document.

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

Signé: B. WACKER, N. CHRISTMANN et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 18 mai 2011. Relation: LAC/2011/22704. Reçu soixante-quinze euros (75.-EUR).

Le Receveur (signé): F. SANDT.

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

Luxembourg, le 8 juin 2011.

Référence de publication: 2011108738/978.

(110125018) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2011.

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#### **UBS (Lux) Strategy Fund, Fonds Commun de Placement.**

Das Verwaltungsreglement des Fonds UBS (Lux) Strategy Fund, welches von der UBS Fund Management (Luxembourg) S.A. verwaltet wird und Teil I des Gesetzes vom 20. Dezember 2002 unterliegt, wurde am 8. September 2010 am Handels- und Gesellschaftsregister Luxemburg hinterlegt und tritt am 15. September 2010 in Kraft.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

UBS Fund Management (Luxembourg) S.A.

Christel Müller / Gilbert Schintgen

*Executive Director / Managing Director*

Référence de publication: 2011088900/12.

(110099877) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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#### **UBS (Lux) Bond Fund, Fonds Commun de Placement.**

Das Verwaltungsreglement des Fonds UBS (Lux) Bond Fund, welches von der UBS Fund Management (Luxembourg) S.A. verwaltet wird und Teil I des Gesetzes vom 17. Dezember 2010 unterliegt, wurde am 28. Juni 2011 am Handels- und Gesellschaftsregister Luxemburg hinterlegt und tritt am 1. Juli 2011 in Kraft.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

UBS Fund Management (Luxembourg) S.A.

Christel Müller / Gilbert Schintgen

*Executive Director / Managing Director*

Référence de publication: 2011088901/12.

(110099880) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

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#### **Dynamic Fixed Income Fund, Fonds Commun de Placement.**

Das Verwaltungsreglement des Dynamic Fixed Income Fund wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Juni 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088926/10.

(110099937) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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#### **Allianz PIMCO Money Market US \$, Fonds Commun de Placement.**

Das Verwaltungsreglement des Allianz PIMCO Money Market US\$ wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, in Juni 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088927/10.

(110099938) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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#### **Allianz PIMCO Inflationsschutz, Fonds Commun de Placement.**

Das Verwaltungsreglement des Allianz PIMCO Inflationsschutz wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Juni 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088928/10.

(110099939) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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**Aktien Deutschland "Wait or Go", Fonds Commun de Placement,  
(anc. Fondak "Wait or Go").**

Der Fonds Fondak „Wait or Go“ wurde in Aktien Deutschland „Wait or Go“ umbenannt.

Das Verwaltungsreglement des Aktien Deutschland „Wait or Go“ wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Juni 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088929/12.

(110099940) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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**Allianz PIMCO Rendite Plus 2013, Fonds Commun de Placement,  
(anc. CB Fonds Premium Management Einkommen Timing 2013).**

Der Fonds CB Fonds Premium Management Einkommen Timing 2013 wurde in Allianz PIMCO Rendite Plus 2013 umbenannt.

Das Verwaltungsreglement des Allianz PIMCO Rendite Plus 2013 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Mai 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088930/13.

(110099941) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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**SK Themen FCP-FIS, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.**

Das Verwaltungsreglement des SK Themen FCP-FIS wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Juni 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088931/10.

(110100353) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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**SK Europa FCP-FIS, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.**

Das Verwaltungsreglement des SK Europa FCP-FIS wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Juni 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088932/10.

(110100354) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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**New Trends FCP-FIS, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.**

Das Verwaltungsreglement des New Trends FCP-FIS wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Juni 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088933/10.

(110100355) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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**Allianz RCM Short Term Plus, Fonds Commun de Placement,  
(anc. cominvest Liquidity Plus).**

Der Fonds cominvest Liquidity Plus wurde in Allianz RCM Short Term Plus umbenannt.

Das Verwaltungsreglement des Allianz RCM Short Term Plus wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Juni 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088934/12.

(110100356) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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**SK Welt FCP-FIS, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.**

Das Verwaltungsreglement des SK Welt FCP-FIS wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Senningerberg, im Juni 2011.

Allianz Global Investor Luxembourg S.A.

Référence de publication: 2011088935/10.

(110100357) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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**Icon Capital, Société à responsabilité limitée.**

Siège social: L-8287 Kehlen, Zone Industrielle de Kehlen.

R.C.S. Luxembourg B 140.432.

L'an deux mil onze, le seize août,

Pardevant Maître Camille MINES, notaire de résidence à Capellen,

A comparu

Monsieur Jean-Luc ILLI-JACOB, expert-comptable, demeurant professionnellement à Kehlen, agissant en sa qualité de mandataire de:

Monsieur Gregory Francis UPTON, consultant, né le 15 août 1954 en Afrique du Sud, demeurant à 85 Dolweni Avenue, Boskruin x 5, Randburg 2194, South Africa, et

Monsieur Dirk Theunis COETZER, directeur de société, né à Nelspruit, Afrique du Sud, le 16 novembre 1972, demeurant à 75 Timbavati Street, 30 Vista Valley, Moreletta Park, Pretoria, South Africa 0043,

En vertu de procurations sous seing privé, lesquelles après avoir été signées ne varient par le notaire et le comparant, resteront annexées aux présentes avec lesquelles elles seront formalisées.

Lequel comparant a démontré au moyen de l'acte de constitution que ses mandants détiennent ensemble toutes les 100 parts de la société à responsabilité limitée ICON CAPITAL, avec siège à Capellen, 75, Parc d'Activités Capellen, constituée aux termes d'un acte reçu par le notaire Anja HOLTZ de résidence à Wiltz, en date du 09 juillet 2008, publié au Mémorial C numéro 1976 du 13 août 2008, inscrite au Registre de Commerce à Luxembourg sous le numéro B 140.432 et dont les statuts n'ont pas encore été modifiés.

Puis, le comparant s'est constitué au nom et pour le compte de ses mandants en assemblée générale extraordinaire et a requis le notaire d'acter comme suit la résolution suivante:

*Siège social:*

Le siège de la société est transféré à L-8287 Kehlen, Zone Industrielle de Kehlen.

La première phrase de l'article 2 des statuts sera désormais libellée comme suit:

«Le siège social est établi dans la Commune de Kehlen.»

Plus rien ne figurant à l'ordre du jour, l'assemblée est levée.

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentaire, à la date mentionnée en tête des présentes.

Et après lecture faite aux membres du bureau, connus du notaire par noms, prénoms usuels, états et résidences, tous ont signé ensemble avec Nous notaire la présente minute.

Signé: J-L. ILLI-JACOB, C. Mines.

Enregistré à Capellen, le 18 août 2011. Relation: C AP/2011/3155. Reçu soixante-quinze euros 75,-€.

Le Receveur (signé): I. Neu.

POUR COPIE CONFORME,

Capellen, le 18 août 2011.

Référence de publication: 2011118315/38.

(110135842) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 août 2011.

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**Carlyle Strategic Partners II Luxembourg S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 25.739.082,00.**

Siège social: L-1469 Luxembourg, 67, rue Ermesinde.

R.C.S. Luxembourg B 145.778.

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*Extrait des résolutions prises par l'associé unique de la société en date du 18 mai 2011*

L'associé unique de la Société a décidé:

1. D'accepter la démission de M. Alain PEIGNEUX en tant que gérant de catégorie B de la Société avec effet immédiat.
2. De nommer Mme Géraldine SCHMIT, née le 12 novembre 1969 à Messancy, Belgique, ayant son adresse professionnelle au 67, rue Ermesinde, L-1469 Luxembourg, comme nouveau gérant de catégorie B pour une durée indéterminée, avec effet immédiat.

Pour extrait  
Pour la Société

Référence de publication: 2011072705/16.

(110080884) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mai 2011.

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**F.W.L. S.A., Société Anonyme.**

**Capital social: EUR 31.000,00.**

Siège social: L-2550 Luxembourg, 38, avenue du X Septembre.

R.C.S. Luxembourg B 83.467.

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*Extrait du Procès-Verbal de l'Assemblée Générale Extraordinaire  
des actionnaires tenue au siège social de la société en date du 15 mars 2011*

Après délibération, l'Assemblée, à l'unanimité, décide:

- d'accepter la démission de la société European Management Fiduciary S.A. de ses fonctions de commissaire aux comptes.
- de nommer comme nouveau commissaire aux comptes, la société MPM International S.A. ayant son siège social 30, route de Luxembourg, L-6916 Roodt-sur-Syre. La société MPM International S.A. terminera le mandat de la société European Management Fiduciary S.A., démissionnaire, et son mandat viendra à échéance le 26 juillet 2012.

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

Luxembourg, le 15 mars 2011.

Certifié sincère et conforme

Référence de publication: 2011072786/19.

(110080678) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mai 2011.

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**EQUI Specialized Asset Management S.A., Société Anonyme.**

Siège social: L-2611 Luxembourg, 51, route de Thionville.

R.C.S. Luxembourg B 149.923.

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

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

Mondorf-les-Bains, le 9 juin 2011.

POUR COPIE CONFORME

Référence de publication: 2011080763/11.

(110090264) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2011.

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**Jeddilux S.A., Société Anonyme.**

**Capital social: EUR 31.000,00.**

Siège social: L-2550 Luxembourg, 38, avenue du X Septembre.

R.C.S. Luxembourg B 90.604.

—  
*Extrait du Procès-Verbal de l'Assemblée Générale Extraordinaire  
des actionnaires tenue au siège social de la société en date du 28 mars 2011*

Après délibération, l'Assemblée, à l'unanimité, décide:

- d'accepter la démission de la société Idealpoint Properties Ltd. de ses fonctions de commissaire aux comptes.
- de nommer comme nouveau commissaire aux comptes, la société MPM International S.A. ayant son siège social 30, route de Luxembourg, L-6916 Roodt-sur-Syre. La société MPM International S.A. terminera le mandat de la société Idealpoint Properties Ltd. démissionnaire, et son mandat viendra à échéance le 13 mai 2014.

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

Luxembourg, le 28 mars 2011.

Certifié sincère et conforme

Référence de publication: 2011072847/18.

(110080679) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mai 2011.

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

**Capital social: EUR 51.468.597,70.**

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

R.C.S. Luxembourg B 117.157.

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EXTRAIT

En date du 4 mars 2011, l'Associé unique a pris les résolutions suivantes:

- La démission de Marjoleine van Oort, en tant que gérante A, est acceptée avec effet immédiat.
- Ivo Hemelraad avec l'adresse professionnelle 15, rue Edward Steichen, L-2540 Luxembourg, est élu nouveau gérant A de la société avec effet immédiat et ce pour une durée indéterminée.

Pour extrait conforme.

Luxembourg, le 8 mars 2011.

Référence de publication: 2011074119/15.

(110082530) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 mai 2011.

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**VSM Products Sàrl, Société à responsabilité limitée.**

Siège social: L-2417 Luxembourg, 15, rue de Reims.

R.C.S. Luxembourg B 89.982.

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Les comptes annuels au 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 29/06/2011.

G.T. Experts Comptables Sàrl

Luxembourg

Référence de publication: 2011089402/12.

(110100470) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2011.

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