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Luxembourg

MEMORIAL
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des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES 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° 526 29 février 2012

SOMMAIRE

MBE Acquisitions S.A., Société Anonyme.

Siège social: L-1661 Luxembourg, 99, Grand-rue.

R.C.S. Luxembourg B 136.397.

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Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *27 mars 2012* à 14.00 heures au siège de la société.

Ordre du jour:

1. Présentation et discussion des comptes au 31.12.2010 et 31.12.2011.
2. Rapport de gestion du Conseil d'Administration.
3. Rapport du Commissaire aux comptes.
4. Décharge aux organes de la société.
5. Décision sur l'affectation du résultat.
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2012024149/2580/17.

Westray Business S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 149.347.

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Mesdames et Messieurs les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *19 mars 2012* à 14.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du conseil d'administration et rapport du commissaire.
2. Approbation des comptes annuels au 31 décembre 2010.
3. Affectation des résultats au 31 décembre 2010.
4. Décharge aux administrateurs et au commissaire quant à l'exercice sous revue.
5. Divers.

Le conseil d'administration.

Référence de publication: 2012024150/16.

DEXIA Asset Management Luxembourg S.A., Société Anonyme.

Siège social: L-1150 Luxembourg, 136, route d'Arlon.

R.C.S. Luxembourg B 37.647.

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Agissant pour le compte du FCP DEXIA DYNAMIX

Le Conseil d'administration de Dexia Asset Management Luxembourg S.A (la «Société de Gestion») convoque les Porteurs de parts du fonds commun de placement Dexia Dynamix (le «FCP») à une assemblée générale extraordinaire des Porteurs de parts à l'effet de délibérer notamment sur la transformation du FCP en SICAV soumise à la partie I de la loi luxembourgeoise du 17 décembre 2010 concernant les organismes de placement collectifs (la «Loi de 2010»).

Les Porteurs de parts du FCP sont convoqués à une

ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra le *30 mars 2012* à 11h00 (heure de Luxembourg) au 136 route d'Arlon L-1150 Luxembourg à l'effet de délibérer sur l'ordre du jour suivant:

Ordre du jour:

Résolution unique:

- Approuver, conformément à l'article 180 2) de la Loi de 2010, la transformation du FCP en SICAV soumise à la partie I de cette loi;
- Fixer la date effective de la transformation («Date Effective»);
- De fixer le siège social de la SICAV au 69, route d'Esch, L-1470 Luxembourg;
- D'adopter les statuts de la SICAV dans la forme soumise aux Porteurs de Parts;
- De désigner les personnes suivantes comme administrateurs de la SICAV avec effet à compter de la Date Effective:

Madame Véronique DI MARIA, Head of Commercial Coordination Dexia Banque Internationale à Luxembourg;
Monsieur Vincent HAMELINK Membre du Comité Exécutif, Dexia Asset Management;
Monsieur Jan VERGOTE, Head of Investment Strategy, Dexia Banque Belgique;
Monsieur Jean-Yves MALDAGUE, Administrateur Délégué, Dexia Asset Management Luxembourg;
Monsieur Jean-Michel LOEHR Chief Industry & Government Relations, RBC Dexia Investor Services Bank S.A.;
Monsieur Fabrice Cuchet, Global Head of Alternative Investment.

- Désigner PricewaterhouseCoopers 400 route d'Esch, L-1014 Luxembourg, en tant que réviseurs d'entreprises agréé de la SICAV pour l'année fiscale se terminant le 31 mars 2013.

Les frais résultant de cette transformation seront intégralement supportés par le FCP.

Les points à l'ordre du jour de cette assemblée générale extraordinaire ne requièrent aucun quorum ; la résolution, pour être valablement adoptée, devra réunir les deux tiers au moins des voix des Porteurs de parts présents ou représentés. Toute part, quelle que soit sa valeur unitaire, donne droit à une voix.

Tout Porteur de parts désirant être présent ou représenté à l'assemblée générale extraordinaire devra en aviser la Société de Gestion avant le 26 mars 2012.

Tout Porteur de parts détenant des parts au porteur devra en outre déposer ses parts avant le 26 mars 2012 aux guichets de Dexia Banque Internationale à Luxembourg, 69, route d'Esch, L-2953 Luxembourg pour le Luxembourg et Dexia Banque Belgique S.A., 44, boulevard Pachéco, B-1000 Bruxelles pour la Belgique.

Le projet de texte des statuts est disponible sans frais auprès de la Société de Gestion, 136 route d'Arlon, L-1150 Luxembourg ou peut être obtenu sans frais à cette même adresse, sur simple demande.

Référence de publication: 2012026274/755/43.

IFICOM Financial Company S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 154.548.

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Mesdames et Messieurs les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *19 mars 2012* à 13.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du conseil d'administration et rapport du commissaire.
2. Approbation des comptes annuels au 31 décembre 2010.
3. Affectation des résultats au 31 décembre 2010.
4. Décharge aux administrateurs et au commissaire quant à l'exercice sous revue.
5. Divers.

Le conseil d'administration.

Référence de publication: 2012024151/16.

Geninvest Group S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 149.344.

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Mesdames et Messieurs les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *19 mars 2012* à 11.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du conseil d'administration et rapport du commissaire.
2. Approbation des comptes annuels au 31 décembre 2010.
3. Affectation des résultats au 31 décembre 2010.
4. Décharge aux administrateurs et au commissaire quant à l'exercice sous revue.
5. Divers.

Le conseil d'administration.

Référence de publication: 2012024152/16.

Evermore S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 149.348.

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Mesdames et Messieurs les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *19 mars 2012* à 10.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du conseil d'administration et rapport du commissaire.
2. Approbation des comptes annuels au 31 décembre 2010.
3. Affectation des résultats au 31 décembre 2010.
4. Décharge aux administrateurs et au commissaire quant à l'exercice sous revue.
5. Décision sur la dissolution de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales.
6. Divers.

Le conseil d'administration.

Référence de publication: 2012024153/18.

Donerston Trading S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 149.346.

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Mesdames et Messieurs les actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *19 mars 2012* à 15.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du conseil d'administration et rapport du commissaire.
2. Approbation des comptes annuels au 31 décembre 2010.
3. Affectation des résultats au 31 décembre 2010.
4. Décharge aux administrateurs et au commissaire quant à l'exercice sous revue.
5. Décision sur la dissolution de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales.
6. Divers.

Le conseil d'administration.

Référence de publication: 2012024154/18.

Consolidated Equipments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 119.582.

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Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

à tenir extraordinairement qui se tiendra au siège social, le lundi *26 mars 2012* à 14.00 heures, pour délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapports de gestion du Conseil d'Administration et rapports du Commissaire aux Comptes.
2. Approbation des comptes annuels au 31.12.2009 et au 31.12.2010.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Affectation des résultats.
5. Décision à prendre quant à l'article 100 de la loi sur les sociétés.
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2012025197/18.

Free Kap 4Y S.A., Société Anonyme Soparfi.

Siège social: L-2557 Luxembourg, 18, rue Robert Stümper.

R.C.S. Luxembourg B 163.861.

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

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui aura lieu extraordinairement le *15 mars 2012* à 11.00 heures au siège social de la société, avec l'ordre du jour suivant:

Ordre du jour:

1. Démission du commissaire aux comptes GRANT THORNTON LUX AUDIT S.A.
2. Nomination d'un nouveau commissaire aux comptes.
3. Divers.

Le Conseil d'Administration.

Référence de publication: 2012025194/15.

Aberdeen Global Services S.A., Société Anonyme.

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

R.C.S. Luxembourg B 120.637.

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acting in its capacity of management company of Aberdeen Liquidity Fund (Lux)

(the "Management Company")

The unitholders of the Fund are hereby informed of the decision of the board of directors of the Management Company to propose to convert the Fund (a mutual investment fund) into a société d'investissement à capital variable ("SICAV") (the "Conversion").

The unitholders of the Fund are therefore convened to attend a

GENERAL MEETING

of the unitholders (the "Meeting") of the Fund which will be held at the registered office of the Management Company in Luxembourg, on *19 March 2012* at 11 a.m. (Luxembourg time) to deliberate and vote on the following agenda:

Agenda:

SOLE RESOLUTION

a. To approve, in accordance with article 180(2) of the law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law"), the conversion of the Fund into a société d'investissement à capital variable ("SICAV") governed by chapter 3 of the 2010 Law, the SICAV to adopt the name of "Aberdeen Liquidity Fund (Lux)" (the "Conversion");
b. to fix the effective date (the "Effective Date") of the Conversion, to be as from 1 April 2012;
c. to adopt the articles of incorporation of the SICAV, in the form submitted to the unitholders;
d. to fix the registered office of the SICAV at 2b rue Albert Borschette, L-1246 Luxembourg;
e. to appoint the following persons as directors of the SICAV with effect from the Effective Date and for a term expiring at the annual general meeting in 2013:
   Gary Marshall
   Rod MacRae
   Hugh Young
   Menno de Vreeze
   Alan Hawthorn
   Ken Fry
   Low Hon-Yu
f. to appoint KPMG Audit as auditor of the SICAV for the accounting year ending on 31 March 2013.

The vote on the aforesaid item on the agenda is structured as a sole resolution. All decisions to be taken will need to be approved or rejected in their entirety.

In order to be able to deliberate on the agenda, no quorum is required and the resolution will be passed by a majority of two thirds of the votes of the unitholders present or represented at the Meeting.

Unitholders who are unable to attend the Meeting of 19 March 2012 are kindly requested to exercise their voting rights by completing and returning the proxy card (available at the registered office of the Management Company) to Aberdeen Global Services S.A., by fax (+352 2643 3097) or by regular mail at the address mentioned above so as to be received no later than 12 noon (Luxembourg time) on 16 March 2012.

On the Effective Date, Aberdeen Global Services S.A. will issue to the holders of units of the Fund, shares of an identical class and number in the relevant sub-fund of the SICAV, and under the same ISIN code. The number of shares to be issued will be one new share for each unit held in the Fund with a net asset value equivalent to the net asset value per unit of the relevant class of the Fund on the Effective Date. Any units in bearer form issued historically and remaining in existence as at the Effective Date, will be automatically converted into bearer shares. However, holders should note that bearer certificates and coupons (if any) must be presented to the Transfer Agent who will issue further instructions for the surrender of such certificates and coupons, and conversion into registered shares.

It is important for unitholders to consult their own legal or tax adviser as to the tax implications which this Conversion may imply for them. Unitholders should note that the tax implications resulting from the Conversion may be disadvantageous for them.

Unitholders may request the unitholder notice and draft documentation in relation to the Conversion as well as a draft prospectus free of charge from the registered office of the Management Company.

Unitholders are also informed that before the Effective Date of the Conversion the management regulations of Aberdeen Liquidity Fund (Lux) will be amended to provide that the the accounting year of the Fund will end each year on 31st March. The accounting year which started on 1st January 2012 will end on 31st March 2012. The new management regulations shall enter into force on 31 March 2012.

Unitholders in the Fund who do not agree with the proposed amendment of the management regulations of the Fund or the Conversion may request redemption of their units, under the conditions provided in the current prospectus of the Fund (free of charge), provided that their request is received by the Fund not later than the cut-off time applicable to the relevant sub-fund on 30 March 2012.

Référence de publication: 2012026272/260/62.

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

Siège social: L-1150 Luxembourg, 287, route d'Arlon.

R.C.S. Luxembourg B 54.918.

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Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le *20 mars 2012* à 15.30 heures, au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du commissaire.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2011.
3. Décharge à donner aux administrateurs et au commissaire.
4. Divers.

Pour le Conseil d'Administration.

Référence de publication: 2012026273/660/15.

Pacific Drilling S.A., Société Anonyme.

Siège social: L-1130 Luxembourg, 37, rue d'Anvers.

R.C.S. Luxembourg B 159.658.

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An EXTRAORDINARY GENERAL MEETING

of the shareholders of the Company (the Meeting) will be held at the registered address of the Company, 37 rue d'Anvers, L-1130 Luxembourg, Grand Duchy of Luxembourg on *08 March 2012* , at 5 p.m. (Central European Time) with the following agenda:

Agenda:

1. The election of the bureau of the meeting;
2. To appoint Christian J Beckett and Ron Moskovitz, whose current terms are due to expire on 11 March 2012, as directors for a one-year term, such term commencing on 12 March 2012 and ending at the Annual General Meeting of the Company in 2013;
3. To appoint Cyril Ducau, Laurence N. Charney, Jeremy Asher and Paul Wolff, whose current terms are due to expire on 05 April 2012, as directors for a one-year term, such term commencing on 06 April 2012 and ending at the Annual General Meeting of the Company in 2013;
4. Miscellaneous

A shareholder may grant a written power of attorney to another person, shareholder or otherwise, in order to be represented at the Meeting, in accordance with article 11.2 (iv).

Resolutions shall be adopted by a simple majority vote, in accordance with article 11.2 (vii) of the articles of association of the Company.

Relevant documentation including proxy forms and voting forms (containing the date, place and agenda of the meeting the text of the proposed resolutions and three boxes allowing for a vote for or against each resolution or an abstention) shall be sent by registered post to the registered shareholders of the Company.

The contact details of the Company are as follows:

Company

Pacific Drilling S.A.

37 rue d'Anvers

L-1130 Luxembourg

Grand Duchy of Luxembourg

Office: +352 27 85 81 35

Alternate:

Office: +1 (713) 334-6662

Fax: +1 (713) 583-5777

Email: investor@pacificdrilling.com

Attention: Amy Roddy, Director Investor Relations

Luxembourg, 21 February 2012.

By Order of the Board of Directors .

Référence de publication: 2012022262/39.

Fundquest International, Société d'Investissement à Capital Variable.

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 127.751.

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Une ASSEMBLEE GENERALE EXTRAORDINAIRE

des Actionnaires se réunira le mercredi *21 mars 2012* , à 11h00, dans les locaux de BNP Paribas Investment Partners Luxembourg, bâtiment H2O, bloc A, rez-de-chaussée, sis 33 rue de Gasperich, L-5826 Hesperange.

Ordre du jour:

Refonte complète des Statuts, engendrant les principaux changements suivants:

1. Choix de l'anglais comme langue officielle des Statuts selon autorisation en vertu de l'Article 26(2) de la Loi luxembourgeoise du 17 décembre 2010 concernant les organismes de placement collectif;
2. Assujettir la Société à la Loi luxembourgeoise du 17 décembre 2010 concernant les organismes de placement collectif, en remplacement de la loi du 20 décembre 2002 (nouvel Article 3);
3. Redéfinition de la notion de «compartiment» (nouvel Article 6);
4. Redéfinition des notions de «catégorie d'actions» et de «classe d'actions» (nouvel Article 7);
5. Mise en place de la possibilité d'arrondir le prix de rachat à l'unité ou fraction supérieure ou inférieure la plus proche de la devise en question (nouvel Article 12);
6. Autorisation donnée au Conseil d'administration de scinder ou regrouper les actions (nouvel Article 13);
7. Ajout de la suspension du calcul de la VNI et des ordres en vue d'établir une parité d'échange dans le cadre d'une opération de fusion, un transfert d'activité partiel, une scission ou toute opération de restructuration au sein de, par ou dans un(e) ou plusieurs des compartiments, catégories ou classes (nouvel Article 15 (f));
   Ajout de la suspension du calcul de la VNI et des ordres dans un compartiment nourricier dans l'éventualité de suspensions identiques dans le compartiment maître (nouvel Article 15 (g));
   Ajout de la suspension du calcul de la VNI et des ordres [dans] tous les autres cas dès lors que le Conseil d'administration considère, par une résolution motivée, qu'une telle suspension est nécessaire pour sauvegarder l'intérêt général des actionnaires concernés (nouvel Article 15 (h));
8. Majorité des votes exprimés requise pour que soient adoptées les décisions du Conseil d'administration (nouvel Article 17§5);
9. Ajout de la possibilité pour le Conseil d'administration de créer des compartiments qui investissent dans d'autres compartiments de la Société (nouvel Article 20.e) et dans d'autres compartiments nourriciers (nouvel Article 20.f);
10. Validité des délibérations de l'Assemblée Générale des Actionnaires quelle que soit la proportion du capital représenté. Les résolutions seront adoptées à la majorité simple des votes exprimés (nouvel Article 27);
11. Reformulation de l'article en vue de donner au Conseil d'administration les pouvoirs les plus étendus par rapport aux décisions concernant la validité et les modalités de toute fusion, liquidation, scission de compartiments, catégories ou classes d'actions dans le respect des restrictions et des conditions prévues par la Loi luxembourgeoise du 17 décembre 2010 (nouvel Article 32);

Ajout de la liquidation des compartiments nourriciers en cas de liquidation, fusion ou scission de compartiments maîtres (nouvel Article 32).

Conformément à l'Article 67-1 de la Loi luxembourgeoise du 10 août 1915 concernant les sociétés commerciales telle qu'amendée, l'Assemblée des actionnaires pourra valablement délibérer uniquement si la moitié au moins du capital de la Société est présente ou représentée. Les décisions seront prises par au moins les deux tiers des votes exprimés.

Les actionnaires qui détiennent leurs actions sous forme au porteur et souhaitent assister en personne ou être représentés à l'Assemblée des actionnaires doivent déposer leurs actions au moins cinq jours pleins avant la tenue de l'assemblée, dans les bureaux des agents de services financiers, conformément à la liste figurant dans le prospectus.

Les actionnaires qui détiennent des actions nominatives et souhaitent assister en personne ou être représentés à l'Assemblée des actionnaires seront admis sur présentation d'un justificatif d'identité à condition qu'ils signifient leur intention d'y assister au moins cinq jours pleins avant la tenue de l'assemblée.

Le projet de nouveaux Statuts, ainsi que le prospectus en vigueur et les derniers rapports intermédiaires seront disponibles auprès des organismes dont la liste est établie dans le prospectus.

Le Conseil d'administration.

Référence de publication: 2012026275/755/52.

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

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 160.519.

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Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social 6, rue Adolphe, L-1116 Luxembourg, le *21 mars 2012* à 09.30 heures, pour délibérer sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, du rapport du conseil d'administration et du rapport du commissaire aux comptes pour l'exercice clos au 31 décembre 2011,
2. Approbation des comptes annuels au 31 décembre 2011 et affectation du résultat,
3. Décharge à donner aux administrateurs et au commissaire aux comptes,
4. Nominations statutaires,
5. Divers.

Le Conseil d'administration .

Référence de publication: 2012026276/833/18.

Editions Letzeburger Journal S.A., Société Anonyme.

Siège social: L-2561 Luxembourg, 51, rue de Strasbourg.

R.C.S. Luxembourg B 5.056.

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Les actionnaires sont invités à

l'ASSEMBLEE GENERALE ANNUELLE

qui se tiendra vendredi, le *9 mars 2012* , à 11 heures au siège social à Luxembourg, 51, rue de Strasbourg (2 e étage).

Ordre du jour:

1. Rapports du conseil d'administration et du commissaire aux comptes sur l'exercice 2011
2. Approbation du bilan au 31 décembre 2011 et du compte des profits et pertes de l'exercice 2011
3. Affectation des résultats
4. Décharge à donner aux administrateurs et au commissaire aux comptes
5. Nominations statutaires
6. Divers

Pour assister ou être représentés à cette assemblée, les actionnaires sont priés de se conformer à l'article 16 des statuts.

Le Conseil d'Administration.

Référence de publication: 2012018084/19.

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

Siège social: L-1150 Luxembourg, 287, route d'Arlon.

R.C.S. Luxembourg B 54.847.

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Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le *20 mars 2012* à 10.30 heures, au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du commissaire.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2011.
3. Décharge à donner aux administrateurs et au commissaire.
4. Divers.

Pour le Conseil d'Administration.

Référence de publication: 2012026278/660/15.

Drayton S.A., Société Anonyme.

Siège social: L-1946 Luxembourg, 26, rue Louvigny.

R.C.S. Luxembourg B 41.520.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *9 mars 2012* à 16:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012022847/795/15.

Walk 3 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 860.000,00.

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

R.C.S. Luxembourg B 104.761.

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EPI Walkabout Köln Beteiligungs GmbH, Gesellschaft mit beschränkter Haftung.

Gesellschaftskapital: EUR 25.000,00.

Gesellschaftssitz: Mainzer Landstr. 46, D-60325 Frankfurt am Main.

Handelsregister des Amtsgerichts Frankfurt am Main HR B 73750.

GEMEINSAMER VERSCHMELZUNGSPLAN

Im Jahre zweitausend und zwölf, den 17. Februar.

Vor dem unterzeichneten Notar, Maître Gérard LECUIT, Notar, mit Amtssitz in Luxemburg, Großherzogtum Luxemburg, handelnd anstelle und für den vorübergehend abwesenden Maître Joseph ELVINGER, Notar, mit Amtssitz in Luxemburg, Großherzogtum Luxemburg.

SIND ERSCHIENEN:

1. Walk 3 S.à r.l., eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), mit Gesellschaftssitz in L-2310 Luxemburg, 16, avenue Pasteur, eingetragen im Handelsregister (Registre de Commerce et des Sociétés) in Luxemburg unter der Nummer B 104.761,

hier vertreten durch Sara Lecomte, wohnhaft in Luxemburg, aufgrund der Beschlüsse des Verwaltungsrats vom 16. Februar 2012,

2. EPI Walkabout Köln Beteiligungs GmbH, eine deutsche Gesellschaft mit beschränkter Haftung, eingetragen im Handelsregister des Amtsgerichts Frankfurt am Main unter der Nummer HRB 73750,

hier vertreten durch Sara Lecomte, wohnhaft in Luxemburg, aufgrund der Beschlüsse der Verwaltungs- und Vertretungsorgane vom 16. Februar 2012.

Eine Kopie des Beschlusses des Verwaltungsrats der Walk 3 S.à r.l. und eine Kopie des Beschlusses des Verwaltungs- und Vertretungsorgans der EPI Walkabout Köln Beteiligungs GmbH werden, nach ne varietur Unterzeichnung durch die Bevollmächtigte der Erschienenen und den unterzeichneten Notar, der vorliegenden Urkunde zwecks Einregistrierung beigelegt.

Die erschienenen Parteien, vertreten wie angegeben, haben hiermit den Notar ersucht, das Folgende zu beurkunden:

Gemeinsamer Verschmelzungsplan

in dem EPI Walkabout Köln Beteiligungs GmbH auf die Walk 3 S.à r.l. verschmolzen wird

Präambel

(A) Die Walk 3 S.à r.l., eine luxemburger Gesellschaft mit beschränkter Haftung mit Sitz in 16, avenue Pasteur, L-2310 Luxemburg, ist im Handelsregister von Luxemburg (Registre de Commerce et des Sociétés) unter der Nummer B 104.761 eingetragen (die Übernehmende Gesellschaft).

(B) Die EPI Walkabout Köln Beteiligungs GmbH, eine deutsche Gesellschaft mit beschränkter Haftung ist im Handelsregister des Amtsgerichts Frankfurt am Main unter der Nummer HRB 73750 eingetragen (die Übertragende Gesellschaft).

(C) Die Übertragende Gesellschaft hat ein voll eingezahltes Stammkapital in Höhe von EUR 25.000,- bestehend aus einem Geschäftsanteil im Nennwert von EUR 25.000,-. Dieser Geschäftsanteil wird von der Übernehmenden Gesellschaft gehalten.

(D) Dieser Verschmelzungsplan wurde von den Verwaltungs- und Vertretungsorganen der Übertragenden Gesellschaft und der Übernehmenden Gesellschaft entworfen.

(E) Die Übertragende Gesellschaft und die Übernehmende Gesellschaft werden nachfolgend auch als Verschmelzende Gesellschaften bezeichnet.

(F) Die in Art. 267 Absatz 1 a), b) und d) des Luxemburger Gesetzes vom 10. August 1915 über Handelsgesellschaften in der aktuellen Fassung (nachfolgend Luxemburger Gesellschaftsgesetz) genannten Dokumente (Gemeinsamer Verschmelzungsplan, die Bilanzen der Übertragenden Gesellschaft zum 31. Dezember 2009, 31. Dezember 2010 und zum 31. August 2011 und die Bilanzen der Übernehmenden Gesellschaft zum 30. September 2009, 30. September 2010 und die Zwischenbilanz der Übernehmenden Gesellschaft zum 31 Dezember 2011 sowie der gemäß Art. 265 des Luxemburger Gesellschaftsgesetzes von den Vertretungsorganen der Verschmelzenden Gesellschaften erstellte Verschmelzungsbericht) werden mindestens einen (1) Monat vor dem Zeitpunkt des Wirksamwerdens der Verschmelzung am Sitz der Verschmelzenden Gesellschaften zur Einsicht und Überprüfung seitens der Anteilsinhaber der Verschmelzenden Gesellschaft ausliegen. Die vorgenannten Dokumente entsprechen den Anforderungen der §§ 122c , 122e Umwandlungsgesetz (UmwG).

(G) Gemäß Artikel 266 (5) des Luxemburger Gesellschaftsgesetzes und §§ 122f Abs. 1, Satz 1, 9 Abs. 2 UmwG besteht zwischen den Parteien Einigkeit darüber, dass weder eine Verschmelzungsprüfung noch ein Prüfungsbericht erforderlich sind.

§1. Vereinbarung über die Übertragung. Die Übertragende Gesellschaft überträgt ihr Vermögen als Ganzes mit allen Rechten und Pflichten unter Ausschluss der Abwicklung auf die Übernehmende Gesellschaft, und zwar im Wege der Verschmelzung durch Aufnahme. Eine Gegenleistung für die Vermögensübertragung wird nicht gewährt.

§2. Umtauschmodalitäten. Da sich alle Anteile der Übertragenden Gesellschaft in der Hand der Übernehmenden Gesellschaft befinden, entfallen Angaben über den Umtausch der Anteile im Sinne des § 122c Abs. 2 Nr. 2, 3 und 5 UmwG und des Artikels 261 (2) (b) des Luxemburger Gesellschaftsgesetzes. Im Zusammenhang mit der Verschmelzung werden keine neue Gesellschaftsanteile an der Übernehmenden Gesellschaft ausgegeben. Die Übernehmende Gesellschaft wird zur Durchführung der Verschmelzung ihr Kapital nicht erhöhen.

§3. Folgen der Verschmelzung auf die Beschäftigung. Die Verschmelzenden Gesellschaften beschäftigen keine Arbeitnehmer.

§4. Schlussbilanz und Verschmelzungsstichtag.

4.1 Der Verschmelzung liegen die Bilanz der Übertragenden Gesellschaft zum 31. Dezember 2009, 31. Dezember 2010 und zum 31. August 2011 und die Bilanzen der Übernehmenden Gesellschaft zum 30. September 2009, 30. September 2010 und die Zwischenbilanz der Übernehmenden Gesellschaft zum 31 Dezember 2011 als Schlussbilanzen zugrunde.

4.2 Die Übertragung des Vermögens der Übertragenden Gesellschaft erfolgt im Innenverhältnis mit Wirkung zum 1. September 2011, 0:00 Uhr. Unter dem Gesichtspunkt der Rechnungslegung gelten von diesem Zeitpunkt an alle Handlungen der Übertragenden Gesellschaft als für Rechnung der Übernehmenden Gesellschaft vorgenommen (Verschmelzungsstichtag). Gemäß Art. 273 des Luxemburger Gesellschaftsgesetzes wird die Verschmelzung Dritten gegenüber wirksam mit dem Datum der Veröffentlichung eines notariellen Zertifikats im Luxemburger Amtsblatt (Mémorial C, Recueil Spécial des Sociétés et Associations), vorausgesetzt dass dieser eine Bescheinigung darüber erhält, dass die Vo-

raussetzungen für die Verschmelzung nach deutschem Recht vorliegen und die Bedingungen des Art. 271 des Luxemburger Gesellschaftsgesetzes und § 122k UmwG erfüllt sind.

§5. Besondere Rechte und Vorteile.

5.1 Besondere Rechte im Sinne des § 122c Abs. 2 Nr. 7 UmwG bestehen bei der Übertragenden Gesellschaft nicht. Einzelnen Anteilsinhabern werden im Rahmen der Verschmelzung keine besonderen Rechte an der Übernehmenden Gesellschaft gewährt. Auf Ebene der Übernehmenden Gesellschaft gibt es weder Anteilsinhaber mit Sonderrechten noch Inhaber von Wertpapieren im Sinne des Artikels 261 (2) (f) des Luxemburger Gesellschaftsgesetz. Im Zusammenhang mit der Verschmelzung werden keinem Anteilsinhaber und keinem Mitglied des Vertretungs- oder Aufsichtsorgans der Übernehmenden Gesellschaft besondere Vorteile im Sinne des Artikels 261 (2) (g) des Luxemburger Gesellschaftsgesetz gewährt.

5.2 Ebenso werden niemandem besondere Vorteile im Sinne des § 122c Abs. 2 Nr. 8 UmwG gewährt.

§6. Satzung der Übernehmenden Gesellschaft. Die aktuelle Satzung der Übernehmenden Gesellschaft sowie eine Übersetzung sind dieser Urkunde als Anlage beigefügt.

Die aktuelle Satzung der Übernehmenden Gesellschaft wird im Zusammenhang mit dieser Verschmelzung nicht geändert. Sie gilt nach der Verschmelzung unverändert fort.

§7. Angaben zur Bewertung des Aktiv- und Passivvermögens, das auf die Übernehmende Gesellschaft übertragen wird. Die Übernehmende Gesellschaft wird die aufgrund der Verschmelzung auf sie übertragenen Vermögenswerte der Übertragenden Gesellschaft mit den in der (handelsrechtlichen) Schlussbilanz der Übertragenden Gesellschaft verwendeten Buchwerten in ihrer Bilanz ansetzen.

§8. Rechte der Gläubiger.

8.1 Soweit die Gläubiger der Übertragenden Gesellschaft nicht Befriedigung ihrer Forderungen verlangen können, ist ihnen nach Maßgabe des § 122j UmwG Sicherheit zu leisten. Dieses Recht steht den Gläubigern nur zu, wenn sie binnen zwei Monaten nach dem Tag, an dem der Verschmelzungsplan oder sein Entwurf bekannt gemacht worden sind, ihren Anspruch nach Grund und Höhe schriftlich anmelden und glaubhaft machen, dass durch die Verschmelzung die Erfüllung ihrer Forderungen gefährdet wird. Dieses Recht auf Sicherheitsleistung steht den Gläubigern nur im Hinblick auf solche Forderungen zu, die vor oder bis zu 15 Tage nach Bekanntmachung des Verschmelzungsplans oder seines Entwurfs im Handelsregister der Übertragenden Gesellschaft entstanden sind.

Sofern die Gläubiger der Übertragenden Gesellschaft ihr Recht auf Sicherheitsleistung nach Maßgabe des § 122j Abs. 1 UmwG geltend machen, wird ihnen entsprechende Sicherheit geleistet.

Weitere Informationen über die Modalitäten der Ausübung der zuvor erwähnten Gläubigerrechte können kostenlos bei der Übertragenden Gesellschaft, Mainzer Landstr. 46, 60325 Frankfurt am Main, eingeholt werden.

8.2 Die Gläubiger der Übernehmenden Gesellschaft, deren Ansprüche vor der Veröffentlichung des beurkundeten Verschmelzungsplans im Amtsblatt von Luxemburg entstanden sind, können sich, ungeachtet etwaiger anderslautender Vereinbarungen, binnen zwei Monaten nach dem Tag der Veröffentlichung an den Vorsitzenden Richter der Wirtschaftskammer des Bezirksgerichts (Tribunal d'Arrondissement), das für den Bezirk, in dem sich der Satzungssitz oder, bei Eilbedürftigkeit, zumindest der tatsächliche (Verwaltungs)Sitz der Übernehmenden Gesellschaft befindet, zuständig ist, wenden, um einen Antrag auf angemessene Sicherheitsleistung für ihre Forderungen, unabhängig von deren Fälligkeit, zu stellen, sofern die Verschmelzung eine derartige Sicherheitsleistung erforderlich macht. Der Vorsitzende Richter hat den Antrag zurückzuweisen, falls ein Gläubiger bereits über ausreichende Sicherheiten verfügt oder falls eine Sicherheitsleistung, im Hinblick auf das Vermögen der Übernehmenden Gesellschaft nach der Verschmelzung, nicht notwendig ist. Eine Zurückweisung des Antrags eines Gläubigers erfolgt auch dann, wenn die Übernehmende Gesellschaft die Forderungen des Gläubigers, auch wenn es sich um eine befristete Verbindlichkeit handelt, erfüllt. Wird von der Übernehmenden Gesellschaft eine erforderliche Sicherheitsleistung nicht fristgerecht erbracht, so wird die zugrunde liegende Forderung sofort (unverzüglich) fällig.

Weitere Informationen über die Modalitäten der Ausübung der zuvor erwähnten Gläubigerrechte können kostenlos bei der Übernehmenden Gesellschaft, 16, avenue Pasteur, L-2310 Luxembourg, eingeholt werden.

§9. Verschiedenes.

9.1 Firma, Rechtsform und Satzungssitz der Übernehmenden Gesellschaft werden aufgrund der Verschmelzung nicht geändert.

9.2 Die Übertragende Gesellschaft hat kein Grundeigentum.

9.3 Dieser Verschmelzungsplan wird der Gesellschafterversammlung der Übernehmenden Gesellschaft zum Zwecke der Beschlussfassung über die Verschmelzung zugeleitet. Eine Zustimmung der Gesellschafter der Übertragenden Gesellschaft ist gemäß § 122g Abs. 2 UmwG und Art. 279 des Luxemburger Gesellschaftsgesetzes nicht erforderlich.

9.4 Die durch diesen Plan und seine Durchführung bei den Verschmelzenden Gesellschaften entstehenden Kosten trägt die Übernehmende Gesellschaft.

9.5 Die deutsche Fassung dieses Verschmelzungsplans ist verbindlich.

Aktuelle Satzung der Walk 3 S.à r.l.

"Name - Sitz - Zweck - Dauer

Art. 1. Es wird hiermit eine Einmann-Gesellschaft mit beschränkter Haftung gegründet, welche der vorliegenden Satzung unterliegt sowie den entsprechenden Gesetzesbestimmungen und insbesondere den Bestimmungen des Gesetzes vom 10. August 1915 über Handelsgesellschaften und vom 18. September 1933 über Gesellschaften mit beschränkter Haftung, wie von Zeit zu Zeit abgeändert.

Der Gesellschafter kann jedoch zu jeder Zeit einen oder mehrere Gesellschaftspartner annehmen sowie künftige Gesellschafter die notwendigen Maßnahmen ergreifen können, um den Statuts einer Einmann-Gesellschaft wiederherzustellen. Solange die Gesellschaft einen einzigen Gesellschafter hat, hat dieser alle Befugnisse, die der Hauptversammlung der Gesellschafter zustehen.

Art. 2. Die Firma der Gesellschaft lautet "Walk 3 S.à r.l.".

Art. 3. Zweck der Gesellschaft ist der Erwerb von Beteiligungen in beliebiger Form durch Kauf, Umtausch oder ähnliche Transaktionen an luxemburgischen oder ausländischen Unternehmen sowie die Verwaltung, Kontrolle und Entwicklung dieser Beteiligung.

Die Gesellschaft kann außerdem jedwede Patente, Warenzeichen oder intellektuelle und unkörperliche Rechte sowie andere damit verbundene oder komplettierende Rechte erwerben und entwickeln.

Die Gesellschaft kann anderen Unternehmen, an denen sie direkt oder indirekt beteiligt ist, Kredite, Darlehen oder Vorschüsse gewähren bzw. Garantien ausstellen. Sie kann dabei direkt oder indirekt alle Arten von Tätigkeiten im Rahmen ihres Gesellschaftszweckes bzw. zugunsten des Gesellschaftszweckes der Unternehmen, an denen sie beteiligt ist, ausführen.

Die Gesellschaft kann jede kommerzielle, gewerbliche und finanzielle Transaktion vornehmen, die direkt oder indirekt im Zusammenhang mit den oben genannten Bereichen steht und ihrem Gesellschaftszweck entspricht.

Art. 4. Sitz der Gesellschaft ist die Stadt Luxemburg, Großherzogtum Luxemburg.

Der Gesellschaftssitz kann durch Beschluss der außerordentlichen Hauptversammlung der Gesellschafter, in der Art wie für eine Satzungsänderung vorgesehen, an jeden anderen Ort verlegt werden.

Der Gesellschaftssitz kann durch einfachen Beschluss der Geschäftsführer innerhalb der Stadt Luxemburg geändert werden.

Die Gesellschaft kann mehrere Geschäftsräume und Zweigstellen im Inland und Ausland eröffnen.

Sollte die Geschäftsführung feststellen, dass politische, ökonomische oder soziale Entwicklungen die normalen Geschäftsaktivitäten der Gesellschaft am Gesellschaftssitz verhindern oder kurzfristig verhindern könnten, oder sollten Kommunikationsprobleme zwischen dem Personal in den Geschäftsräumen des Gesellschaftssitzes und dem Personal im Ausland bestehen, kann der Gesellschaftssitz vorläufig ins Ausland verlegt werden bis die außergewöhnlichen Umstände sich wieder geordnet haben. Diese vorläufigen Maßnahmen haben keinen Einfluss auf die Staatsangehörigkeit der Gesellschaft, welche, trotz Verlegung des Gesellschaftssitzes, eine Gesellschaft unter Luxemburger Recht bleibt. Solche vorläufigen Maßnahmen nimmt die Geschäftsführung vor und setzt die Beteiligten davon in Kenntnis.

Art. 5. Die Gesellschaft ist auf unbestimmte Zeit gegründet.

Art. 6. Die Gesellschaft wird nicht aufgelöst durch das Ableben, Außerkraftsetzen der bürgerlichen Rechte, den Konkurs sowie die Zahlungsunfähigkeit eines Gesellschafters.

Art. 7. Gläubiger, Vertreter oder Erben eines Gesellschafters können unter keinen Umständen, das Eigentum und die Dokumente der Gesellschaft versiegeln lassen, noch können sie sich in irgendeiner Weise in die administrative Tätigkeit der Gesellschaft einmischen. Zur Ausführung ihrer Rechte müssen sie sich auf die Bücher der Gesellschaft und die Entscheidung der Hauptversammlung der Gesellschafter beziehen.

Kapital - Anteile

Art. 8. Das Gesellschaftskapital wird auf EUR 860.000,00 (achthundertsechzigtausend Euro) festgesetzt, eingeteilt in 34.400 (vierunddreißigtausendvierhundert) Anteile mit einem Nominalwert von je EUR 25,00 (fünfundzwanzig Euro).

Art. 9. Jeder Anteil gibt Recht auf das gleiche Stimmrecht bei Gesellschafterbeschlüssen.

Art. 10. Die Anteile können nur von den Gesellschaftern an jedem Auswertungsdatum (das "Auswertungsdatum", welches zum Zweck dieser Bestimmung, der letzte Arbeitstag eines jeden Kalendermonats der Londoner Banken bedeutet) veräußert werden, vorausgesetzt, dass der Abschluss eines solchen Übertragungsvertrages zu einem Datum, welcher nicht dem Auswertungsdatum entspricht, aber an einem Auswertungsdatum in Kraft treten soll nicht als Verletzung dieser Beschränkung angesehen wird. Weitere Voraussetzungen sind a) eine solche Beschränkung gilt nicht, falls die Gesellschaft weniger als vier Immobilienvermögen direkt oder indirekt besitzt und b) eine solche Beschränkung gilt nicht im Zusammenhang mit einer Anteilsübertragung, welche durch die Erzwingung einer Sicherheit durch einen Gläubiger der Gesellschaft oder eines Gesellschafters in Kraft tritt. Die Gesellschaft bestimmt und informiert den Gesellschafter an jedem Auswertungstag über ihren Aktiengewinn.

Nur Gesellschaftern, die institutionelle Anleger sind (also Anleger, welche keine natürlichen Personen sind) ist es erlaubt, in die Gesellschaft zu investieren oder Anteile an der Gesellschaft zu besitzen bzw. der wirtschaftlich Berechtigte von Anteilen an der Gesellschaft zu sein.

Partnerschaften ist es nicht erlaubt, in die Gesellschaft zu investieren oder Anteile an der Gesellschaft zu besitzen bzw. der wirtschaftlich Berechtigte von Anteilen an der Gesellschaft zu sein, es sei denn, dass die Gesellschaft einer solchen Beteiligung schriftlich zustimmt.

Es sollen zu keiner Zeit mehr als 30 institutionelle Anleger in die Gesellschaft investieren, Anteile der Gesellschaft besitzen bzw. der wirtschaftlich Berechtigte von Anteilen an der Gesellschaft sein.

Management

Art. 11. Die Gesellschaft wird durch mindestens drei Geschäftsführer geleitet, welche für eine bestimmte oder unbestimmte Dauer durch die Gesellschafter ernannt werden. Die Geschäftsführer bilden einen Verwaltungsrat, welcher aus einem Kategorie A Geschäftsführer ("A-Geschäftsführer") und zwei oder mehr Kategorie B Geschäftsführern ("B-Geschäftsführer") (zusammen die "Geschäftsführer") besteht. Die Geschäftsführer müssen nicht Gesellschafter sein. Die Geschäftsführer können jederzeit abberufen werden, mit oder ohne Grund, durch einen Mehrheitsbeschluss der Gesellschafter.

Gegenüber Dritten haben die Geschäftsführer alle Befugnisse, im Namen der Gesellschaft zu handeln und alle Handlungen und Geschäfte der Gesellschaft im Rahmen des Gesellschaftszwecks und vorbehaltlich der Bestimmungen dieses Artikels vorzunehmen.

Befugnisse, welche laut Gesetz oder dieser Satzung nicht ausdrücklich der Hauptversammlung der Gesellschafter vorbehalten sind, fallen in den Kompetenzbereich des Geschäftsführers, bei mehreren Geschäftsführeren, in den des Verwaltungsrates.

Die Gesellschaft wird durch die Einzelunterschrift des A-Geschäftsführers oder durch die gemeinsame Unterschrift von zwei B-Geschäftsführern verpflichtet.

Die Geschäftsführer können spezifische Aufgaben an einen oder mehrere ad hoc Agenten subdelegieren.

Die Geschäftsführer bestimmen die Verantwortlichkeit und eventuelle Vergütung solcher Agenten, sowie die Dauer des Mandats und alle weiteren Bedingungen des Mandats.

Die Versammlungen des Verwaltungsrats werden gültig veranstaltet, sofern die Mehrheit der Geschäftsführer anwesend sind.

In diesem Fall werden die Entscheidungen des Verwaltungsrates mit der anwesenden oder vertretenen Mehrheit der Geschäftsführer gefasst.

Die Befugnisse und Vergütung der Geschäftsführer, welche eventuell zu einem späteren Zeitpunkt ernannt werden, zusätzlich oder anstelle der ersten Geschäftsführer, werden mit der Ernennung festgelegt.

Art. 12. Der oder die Geschäftsführer sind einfache Mandatare der Gesellschaft. Sie gehen persönlich keine Verbindlichkeiten ein in Bezug auf die Verbindlichkeiten, welche sie regelmäßig im Namen der Gesellschaft eingehen. Sie sind der Gesellschaft gegenüber nur für die Ausübung ihres Mandats verantwortlich.

Art. 13. Die Entscheidungen der Geschäftsführer werden in den Versammlungen des Verwaltungsrats getroffen. Jeder Geschäftsführer kann sich in jeder Versammlung durch einen anderen Geschäftsführer vertreten lassen, sofern er diesen schriftlich, per Telefax, Telegramm, Telex oder sonstigen Kommunikationsmitteln als seinen Vertreter ernennt.

Schriftlich gefasste Beschlüsse haben die gleiche Wirkung wie in Versammlungen gefasste Beschlüsse, sofern alle zustimmen und unterschreiben.

In solchen Fällen sind die getroffenen Entscheidungen schriftlich durch Rundschreiben, per normalem Postversand, E-Mail oder Fax zu verteilen. Versammlungen können ebenfalls per Telefonkonferenz oder anderen Kommunikationsmitteln gehalten werden.

Gesellschafterbeschlüsse

Art. 14. Gesellschafterbeschlüsse werden in Gesellschaftversammlungen getroffen. Solange die Anzahl der Gesellschafter unter 25 liegt, ist die Veranstaltung einer Hauptversammlung nicht obligatorisch.

In solchen Fällen kann die Geschäftsführung entscheiden, jedem Gesellschafter den ganzen Text des zu fassenden Beschlusses oder der zu treffenden Entscheidung per Rundschreibem, normaler Post, per E-Mail oder Fax zukommen zu lassen.

Art. 15. Beschlüsse werden in wirksamer Weise gefasst, wenn sie von Gesellschaftern, die mehr als die Hälfte des Gesellschaftskapitals vertreten, gefasst werden.

Falls die beschlussfähige Anzahl während der ersten Hauptversammlung nicht erreicht wird, werden die Gesellschafter sofort per Einschreiben zu einer zweiten Versammlung eingeladen.

Bei dieser zweiten Hauptversammlung werden die Beschlüsse mit der Mehrheit der anwesenden Stimmen, unabhängig von der Mehrheit des vetretenen Gesellschaftskapitals, getroffen.

Beschlüsse betreffend Satzunsänderungen bedürfen der Mehrheit von Stimmen der Gesellschafter, die drei Viertel des Gesellschaftskapitals vertreten.

Alle Hauptversammlungen finden in Luxemburg statt, oder an jedem von den Geschäftsführern von Zeit zu Zeit zu bestimmenden Ort.

Laut den Bestimmungen des Gesetzes vom 10. August 1915 über Handelsgesellschaften, Sektion II, verfugt der Einmann-Gesellschafter allein über alle Rechte, die der Hauptversammlung der Gesellschafter zustehen.

Somit unterliegen alle Entscheidungen, die den Rahmen der Befugnisse der Geschäftsführer überschreiten, dem Einmann-Gesellschafter.

Geschäftsjahr - Bilanz

Art. 16. Das Geschäftsjahr beginnt am 1. Januar und endet am 31. Dezember eines jeden Jahres.

Art. 17. Zum 31. Dezember eines jeden Jahres erstellt die Geschäftsführung eine Bilanz mit den Angaben zum Vermögen der Gesellschaft zusammen mit den Schulden und Verbindlichkeiten, sowie einem beigefügten Anhang zu den Verpflichtungen und Schulden der Geschäftsführer gegenüber der Gesellschaft.

Die Geschäftsführung erstellt zugleich eine Gewinn- und Verlustrechnung, welche zusammen mit der Bilanz der Hauptversammlung der Gesellschafter vorgelegt wird.

Art. 18. Jeder Gesellschafter kann am Gesellschaftssitz das Inventar, die Bilanz sowie die Gewinn- und Verlustrechnung einsehen.

Art. 19. Der Saldo der Gewinn- und Verlustrechnung, nach Abzug der Kosten, Aufwendungen, Abschreibungen und Rückstellungen, stellt den Reingewinn der Gesellschaft dar.

Jedes Jahr sind vom Reingewinn fünf Prozent für die Bildung einer gesetzlichen Rücklage zu verwenden. Diese Verpflichtung ist wieder aufgehoben, wenn und solange die gesetzliche Rücklage zehn Prozent des gezeichneten Kapitals, so wie es gegebenenfalls anghoben oder herabgesetzt wurde, erreicht hat.

Das Guthaben steht den Gesellschaftern zur Verfügung.

Der Überschuss ist unter den Gesellschaftern zu verteilen. Die Gesellschafter können entsprechend der gesetzlich vorgeschriebenen Mehrheit beschließen, dass der Gewinn nach Abzug der Rücklagen, entweder auf neue Rechnung vorgetragen oder in außergewöhnliche Rücklagen eingestellt wird.

Auflösung - Liquidation

Art. 20. Die Liquidation wird durch einen oder mehrere Liquidatoren, natürliche oder juristische Personen, durchgeführt, welche von der Hauptversammlung der Gesellschafter unter Festlegung ihrer Aufgaben und Vergütung ernannt werden.

Bei Abschluss der Liquidation wird das restliche Vermögen der Gesellschaft unter den Gesellschaftern anteilig entsprechend ihrer jeweiligen Beteiligung am Kapital verteilt.

Der Einmann-Gesellschafter kann die Auflösung der Gesellschaft beschließen und die Liquidation betreiben, sofern er die Bezahlung aller Vermögenswerte und Verbindlichkeiten, bekannt wie unbekannt, persönlich übernimmt.

Anwendbares Recht

Art. 21. Sofern sich aus dieser Satzung nichts Gegenteiliges ergibt, finden die in Artikel 1 hierin genannten Vorschriften Anwendung."

Der o.e. Verschmelzungsplan sowie alle anderen laut Artikel 276 des Luxemburger Gesell Schaftsgesetzes erforderlichen Dokumente liegen am Gesellschaftssitz der Übernehmenden Gesellschaft mindestens während eines Monats vor dem Verschmelzungsbeschluss, der durch die außergewöhnliche Generalversammlung der Übernehmenden Gesellschaft getroffen wird, zur Überprüfung vor.

Die Kosten, Ausgaben, Vergütungen oder Lasten, unter irgendwelcher Form, welche der Übernehmenden Gesellschaft wegen ihrer Gründung obliegen oder zur Last gelegt werden, betragen schätzungsweise EUR 5.000,- (fünftausend Euro).

Der amtierende Notar bestätigt hiermit das Vorhandensein und die Rechtmäßigkeit des Verschmelzungsplans und allen Urkunden, Dokumenten und Förmlichkeiten, die der Übernehmenden Gesellschaft laut Gesetz zukommen.

Der amtierende Notar, welcher die deutsche und englische Sprachen spricht und versteht, bestätigt, auf Antrag der Erschienenen, dass vorliegende Urkunde in deutscher Sprache gefasst ist, gefolgt von einer englischen Übersetzung. Im Falle von Abweichungen zwischen dem deutschen und dem englischen Text ist die deutsche Fassung maßgebend.

Worüber Urkunde, aufgenommen zu Luxemburg, am Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an den Bevollmächtigten der Erschienenen, dem Notar nach Namen, gebräuchlichen Vornamen, sowie Stand und Wohnort bekannt, hat diese mit dem Notar die gegenwärtige Urkunde unterschrieben.

Follows the English translation of the text above:

In the year two thousand and twelve, on the seventeenth of February,

before Maître Gérard LECUIT, Civil Law Notary, residing in Luxembourg, Grand Duchy of Luxembourg, the undersigned, acting instead and place of Maître Joseph ELVINGER, Civil Law Notary residing in Luxembourg, Grand Duchy of Luxembourg, temporarily unavailable, who will hold the present deed,

THERE APPEARED:

1. Walk 3 S.à r.l., a Luxembourg private limited liability company (Société à responsabilité limitée), having its registered office at 16, avenue Pasteur, L-2310 Luxembourg, registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B 104.761,

hereby represented by Sara Lecomte, residing in Luxembourg, by virtue of the resolutions of the board held on 16 February 2012,

2. EPI Walkabout Köln Beteiligungs GmbH, a German company with limited liability (Gesellschaft mit beschränkter Haftung) registered with the commercial register of Frankfurt am Main (Handelsregister des Amtsgerichts Frankfurt am Main) under number HRB 76750,

hereby represented by Sara Lecomte, residing in Luxembourg, by virtue of resolutions of the management and administrative body held on 16 February 2012.

A copy of the resolutions of the Board of Managers of Walk 3 S.à r.l. and a copy of the resolutions of the management and administrative body of EPI Walkabout Köln Beteiligungs GmbH, after having been signed ne varietur by the proxyholder of the appearing parties and the undersigned notary, shall remain attached to the present deed to be filed at the same time with the registration authorities.

The above appearing parties have requested the undersigned notary to record the following:

Common Merger Plan

in which EPI Walkabout Köln Beteiligungs GmbH shall be merged into Walk 3 S.à r.l.

Preamble

(A) Walk 3 S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 16, avenue Pasteur, L-2310 Luxembourg, is registered with the Trade and Companies Register (Registre de Commerce et des Sociétés) of Luxembourg under number B 104.761 (the Acquiring Company).

(B) EPI Walkabout Köln Beteiligungs GmbH, a German company with limited liability, registered with the commercial register of the local court of Frankfurt am Main under HRB 73750 (the Transferring Company).

(C) The issued capital of the Transferring Company, amounting to twenty-five thousand Euros (EUR 25,000.-) has been fully paid-up. The issued capital is divided into one (1) share with a par value of twenty-five thousand Euros (EUR 25,000.-) each. This share is held by the Acquiring Company.

(D) This merger plan has been drawn up by the administrative and representative body of the Transferring Company and the board of managers of the Acquiring Company.

(E) The Transferring Company and the Acquiring Company hereinafter also shall be referred to as the Merging Companies.

(F) The documentation mentioned in article 267 paragraph 1, a), b) and d) of the Luxembourg act of 10 August 1915 on commercial companies, as amended from time to time (the Luxembourg Companies Act) (i.e. the Common Merger Plan, the approved account of the Transferring Company as at 31 December 2009, 31 December 2010 and 31 August 2011, the approved accounts of the Acquiring Company as at 30 September 2009, 30 September 2010 and an interim balance sheet dated 31 December 2011 of the Acquiring Company), together with the reports issued by the administrative and representative bodies of the Merging Companies pursuant to article 265 of the Luxembourg Companies Act will be available at the registered office of the Merging Companies at least one (1) month before the effective date of the Merger for acknowledgment and review by the Shareholders of the Merging Companies. The above-listed documents have to be used to comply with Section 122c, 122e of the German Transformation Act (Umwandlungsgesetz, UmwG).

(G) Pursuant to article 266 (5) of the Luxembourg Companies Act and the first sentence of Section 122f Para. 1, 9 Para. 2 UmwG, the Shareholders of the Merging Companies agreed that neither an examination of the Common Merger Plan by independent experts nor an expert report shall be required.

§1. Agreement on Transfer. The Transferring Company shall transfer its entire assets and liabilities as a whole, including any rights and obligations, without liquidation, to the Acquiring Company by way of universal succession, namely in the course of the merger by means of acquisition (fusion par absorption). No compensation is paid for the transfer of the assets.

§2. Exchange Ratio. As the Acquiring Company is the sole shareholder of the Transferring Company, the indication of an exchange ratio within the meaning of Section 122c Para 2 no. 2, 3 and 5 UmwG and article 261 (2) (b) of the Luxembourg Companies Act is not required. No new shares of the Acquiring Company shall be issued in the context of the merger. The Acquire Company will not carry out a capital increase for the purposes of the merger.

§3. Repercussions of the Merger on the Employment. The Merging Companies do not have any employees.

§4. Closing Balance and Effective Date of the Merger.

4.1 For this merger the accounts of the Transferring Company as per 31 December 2009, 31 December 2010 and 31 August 2011 and the accounts of the Acquiring Company as at 30 September 2009, 30 September 2010 and an interim balance sheet of the Acquiring Company dated 31 December 2011 will be used as closing balances.

4.2 The transfer of the assets of the Transferring Company shall be effected internally as at 1 September 2011, 0.00 a.m. For accounting purposes, from this moment on, all transactions made by the Transferring Company shall be deemed to be made for the account of the Acquiring Company (Merger Effective Date).

Pursuant to article 273 of the Luxembourg Companies Act, the Merger will become effective towards third parties from the date of publication in the Mémorial C, Recueil Special des Sociétés et Associations of a certificate issued by a Luxembourg Notary, provided that the latter received evidence of completion of the Merger process and effectiveness of the Merger pursuant to the German legal dispositions in accordance with article 271 of the Luxembourg Companies Act and Section 122k UmwG.

§5. Special Rights and Advantages.

5.1 Special rights within the meaning of Section 122c Para 2 no. 7 UmwG do not exist at the Transferring Company. Shareholders having special rights and holders of securities other than shares within the meaning of article 261 (2) (f) of the Luxembourg Companies Act do not exist at the level of the Acquiring Company. No shareholder or member of the administrative, management, supervisory or control bodies of the Acquiring Company is granted any special advantage in connection with the merger within the meaning of article 261 (2) (g) of the Luxembourg Companies Act.

5.2 Likewise, no one is granted a special advantage within the meaning of Section 122c Para 2 no. 8 UmwG.

§6. Articles of association of the Acquiring Company. The updated articles of association of the Acquiring Company and a translation thereof are attached to this plan.

The updated Articles of Association of the Acquiring Company will not be amended upon the merger. They will continue to have unaltered legal effect after the merger.

§7. Information regarding the evaluation of the assets and liabilities that are being transferred to the Acquiring Company. The Acquiring Company will record the assets of the Transferring Company, that shall be transferred in the course of the merger, in its accounts with the book values used in the (German commercial law) final account of the Transferring Company.

§8. Creditors' rights.

8.1 As far as the creditors of the Transferring Company cannot demand fulfilment of their claims, they are entitled to a security pursuant to Section 122j Para. 1 UmwG. The creditors only have such right if they file their claims in writing within two months after the day of publication of the merger plan or its draft and have provided evidence that as a consequence of the merger the enforcement of their claims are jeopardised. This right to security for the creditors exists only for such claims which existed prior to or come into existence until 15 days after the publication of the merger plan or its draft in the commercial register of the Transferring Company.

To the extent the creditors of the Transferring Company file their right to security in accordance with Section 122j Para. 1 UmwG, the corresponding security will be granted.

Additional information on the exercise of the above rights can be obtained free of charge at Mainzer Landstr. 46, 60325 Frankfurt am Main from the Transferring Company.

8.2 The creditors of the Acquiring Company whose claims pre-date the date of publication of the deeds recording the merger in the Luxembourg Official Gazette may, notwithstanding any agreement to the contrary, apply within two months of that publication to the judge presiding the chamber of the District Court (Tribunal d'Arrondissement) dealing with commercial matters in the district in which the registered office of the Acquiring Company is located and sitting as in urgency matters, to obtain adequate safeguard of collateral for any matured or unmatured debts, where the merger would make such protection necessary. The president of the court shall reject the application if the creditor is already in possession of adequate safeguards or if such safeguards are unnecessary, having regard to the assets and liabilities of the company after the merger. The Acquiring Company may cause the application to be turned down by paying the creditor, even if it is a term debt. If the safeguards are not provided within the time limit prescribed, the debt shall immediately fall due. Additional information on the exercise of the above rights can be obtained free of charge at 16, avenue Pasteur, L-2310 Luxembourg.

§9. Miscellaneous.

9.1 The name, corporate form and registered office of the Acquiring Company will not be changed as a result of the merger.

9.2 The Transferring Company has no real property.

9.3 This merger plan shall be submitted to the general meeting of the shareholders of the Acquiring Company for approval. The approval of the shareholders meeting of the Transferring Company is not required pursuant to Section 122g Para 2 UmwG and article 279 of the Luxembourg Companies Act.

9.4 Any costs of the Merging Companies caused by this plan and its execution shall be borne by the Acquiring Company.

9.5 The German version of this merger plan shall be binding.

Restated Articles of Association of Walk 3 S.à r.l.

"Name - Registered office - Object - Duration

Art. 1. There is hereby formed a "societé à responsabilité limitée", limited liability partnership company, governed by the present articles of incorporation and by current Luxembourg laws, especially the laws of August 10th, 1915 on commercial companies, including the laws of September 18th, 1933 and of December 28th, 1992 on "Sociétés à responsabilité limitée", as amended, and the present articles of incorporation.

At any moment, a sole partner may join with one or more joint partners and, in the same way, the following partners may adopt the appropriate measures to restore the unipersonal character of the Company. As long as the Company remains with one sole partner, he exercices the powers devolved to the General Meeting of partners.

Art. 2. The Company's name is "Walk 3 S.à r.l.".

Art. 3. The Company's purpose is to take participations, in any form whatsoever, in any commercial, industrial, financial or other, Luxembourg or foreign enterprises; to acquire any securities and rights through participation, contribution, underwriting firm purchase or option, negotiation or in any other way and namely to acquire patents and licences, to manage and develop them; to grant to enterprises in which the Company has an interest, any assistance, loans, advances or guarantees, finally to perform any operation which is directly or indirectly related to its purpose.

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

Art. 4. The Company has its registered office in the City of Luxembourg, Grand Duchy of Luxembourg.

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

The address of the registered office may be transferred within the municipality by decision of the board of managers.

The Company may have offices and branches, both in Luxembourg and abroad.

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

Art. 5. The Company is incorporated for an unlimited duration.

Art. 6. The life of the Company does not come to an end by death, suspension of civil rights, bankruptcy or insolvency of any partner.

Art. 7. The creditors, representatives, rightful owner or heirs of any partner are neither allowed, in circumstances, to require the sealing of the assets and documents of the Company, nor to interfere in any manner in the administration of the Company. They must for the exercise of their rights refer to financial statements and to the decisions of the meetings.

Capital - Shares

Art. 8. The Company's capital is set at EUR 860,000.- (eight hundred sixty thousand euros) represented by 34,400 (thirty-four thousand four hundred) shares, with a par value of EUR 25.- (twenty-five euros) each.

Art. 9. Each share confers an identical voting right at the time of decisions taking.

Art. 10. The Shares may only be transferred, as applicable on a valuation day (hereafter referred to as "Valuation Day" and being, for the purposes of this clause, the last day that banks are open for business in London of each calendar month), provided that, for the avoidance of doubt, the entering into by the partners of an agreement on a date other than a Valuation Day providing for such transfer to occur on a Valuation Day shall not be in breach of such restriction and provided further that (a) such restriction shall not apply where the Company holds less than four real estate assets directly or indirectly and (b) such restriction shall not apply to any transfer resulting from the enforcement of security by a creditor of the Company or a creditor of the partner in the Company. The Company shall determine and notify to the partner of its equity gains (Aktiengewinn) on any Valuation Day.

Only partners that are institutional investors (being investors that are not natural persons) shall be allowed to invest, hold or be the beneficial owner of a unit in the Company.

Partnerships shall not be allowed to invest, hold or be the beneficial owner of a unit in the Company, unless the Company confirms in writing that it does not object to such participation of a partnership.

There shall be no more than 30 institutional investors (being investors that are not natural persons) investing, holding or being the beneficial owner of a unit in the Company at any one time.

Management

Art. 11. The Company is managed by at least three managers, appointed by the partners with or without limitation of their period of office. The managers will constitute a board of managers which will be constituted by one manager of category A (the "A Manager") and two or more managers of category B (the "B Managers") (The A Manager and the B Managers are collectively referred to herein as "Managers"). The Managers need not to be partners. The Managers may be removed at any time, with or without cause, by a resolution of partners holding a majority of votes.

In dealing with third parties, the Managers will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's objects and provided the terms of this article shall have been complied with.

All powers not expressly reserved by law or the present articles to the general meeting of partners fall within the competence of the Managers, or in case of plurality of Managers, of the board of managers.

The Company shall be bound by the sole signature of its A Manager or by the joint signature of any two B Managers.

The Managers may sub-delegate their powers for specific tasks to one several ad hoc agents.

The Managers will determine this agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

The boards of managers will be validly held provided that the majority of Managers be present.

In this case, the resolutions of the board of managers shall be adopted by the majority of the Managers present or represented.

The powers and remunerations of any Managers possibly appointed at a later date in addition to or in the place of the first Managers will be determined in the act of nomination.

Art. 12. Any manager does not contract in his function any personal obligation concerning the commitments regularly taken by him in the name of the Company; as a mandatory he is only responsible for the execution of his mandate.

Art. 13. Managers decisions are taken by meeting of the board of managers.

Any manager may act at any meeting of managers by appointing in writing or by telefax, cable, telegram or telex another manager as his proxy.

Resolutions in writing approved and signed by all managers shall have the same effect as resolutions passed at the managers' meeting.

In such cases, resolutions or decisions shall be expressly taken, either formulated by writing by circular way, transmitted by ordinary mail, electronic mail or telecopier, or by phone, teleconferencing or other telecommunications media.

Partners' decisions

Art. 14. Partners' decisions are taken by partners' meetings.

However, the holding of meeting is not compulsory as long as the partners number is less than twenty-five.

In such case, the management can decide that each partner shall receive the whole text of each resolution or decisions to be taken, expressly drawn up by writing, transmitted by ordinary mail, electronic mail or telecopier.

Art. 15. Resolutions are validly adopted when taken by partners representing more than half of the capital.

If this quorum is not attained at a first meeting, the partners are immediately convened by registered letters to a second meeting.

At this second meeting, decisions will be taken at the majority of voting partners whatever majority of capital be represented.

However, decisions concerning an amendment of the articles of association must be taken by a majority vote of partners representing the three quarters of the capital.

Every meeting shall be held in Luxembourg or such other place as the managers may from time to time determine.

A sole partner exercises alone the powers devolved to the meeting of partners by the dispositions of Section XII of the law of August 10th, 1915 on sociétés à responsabilité limitée.

As a consequence thereof, all decisions which exceed the powers of the managers are taken by the sole partner.

Financial year - Balance sheet

Art. 16. The Company's financial year begins on January 1 st and closes on December 31 st .

Art. 17. Each year, as of the 31 st of December, the management will draw up the balance sheet which will contain a record of the properties of the Company together with its debts and liabilities and be accompanied by an annex containing a summary of all its commitments and the debts of the manager(s) toward the company.

At the same time, the management will prepare a profit and loss account which will be submitted to the general meeting of partners together with the balance sheet.

Art. 18. Each partner may inspect at the head office the inventory, the balance sheet and the profit and loss account.

Art. 19. The credit balance of the profit and loss account, after deduction of the expenses, costs, amortisation, charges and provisions represents the net profit of the Company.

Every year five percent of the net profit will be transferred to the statutory reserve.

This deduction ceases to be compulsory when the statutory reserve amounts to one tenth of the issued capital but must be resumed till the reserve fund is entirely reconstituted if, at any time and for any reason whatever, it has been broken into.

The balance is at the disposal of the partners.

The excess is distributed among the partners. However, the partners may decide, at the majority vote determined by the relevant laws, that the profit, after deduction of the reserve, be either carried forward or transferred to an extraordinary reserve.

Winding-up - Liquidation

Art. 20. The liquidation will be carried out by one or more liquidators, physical or legal persons, appointed by the general meeting of partners which will specify their powers and fix their remuneration.

When the liquidation of the Company is closed, the assets of the Company will be attributed to the partners at the pro-rata of their participation in the share capital of the company.

A sole partner can decide to dissolve the Company and to proceed to its liquidation, assuming personally the payment of all the assets and liabilities, known or unknown of the Company.

Applicable law

Art. 21. The laws here above mentioned in article 1 st shall apply in so far as these Articles of Incorporation do not provide for the contrary."

This merger plan shall remain available for review at the registered office of the Acquiring Company at least one month before the extraordinary general meeting of the shareholders of the Acquiring Company called to resolve upon the merger, together with the other documents required pursuant to the provisions of article 276 of the Luxembourg Companies Act.

Estimate of costs

The amount of expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Acquiring Company as a result of the present deed is estimated to be approximately five thousand Euros (EUR 5,000.-).

The undersigned notary hereby certifies the existence and legality of the merger plan and of all acts, documents and formalities incumbent upon the Acquiring Company pursuant to the law.

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

Whereof the present notarial deed is drawn in Luxembourg, on the year and day first above written.

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

Signé: S. Lecomte, G. Lecuit.

Enregistré à Luxembourg, Actes Civils, le 21 février 2012. Relation: LAC/2012/8245. Reçu douze euros (12,00 €).

Le Receveur (signé): I. Thill.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de et à Luxembourg.

Luxembourg, le 24 février 2012. Joseph ELVINGER.

Référence de publication: 2012025650/560.

(120032787) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2012.

Argentum Fonds, Fonds Commun de Placement.

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Le règlement de gestion de Argentum Fonds modifié au 30 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 11 janvier 2012.
IPConcept Fund Management S.A.
Signature

Référence de publication: 2012007139/11.

(120007230) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 janvier 2012.

TOMAC, Fonds Commun de Placement.

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Le règlement de gestion de TOMAC modifié au 30 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 11 janvier 2012.
IPConcept Fund Management S.A.
Signature

Référence de publication: 2012007141/11.

(120007267) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 janvier 2012.

Stuttgarter Dividendenfonds, Fonds Commun de Placement.

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Le règlement de gestion modifié au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, décembre 2011.
IPConcept Fund Management S.A.

Référence de publication: 2012007728/11.

(120008105) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2012.

Stuttgarter Energiefonds, Fonds Commun de Placement.

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Le règlement de gestion modifié au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, décembre 2011.
IPConcept Fund Management S.A.

Référence de publication: 2012007729/10.

(120008106) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2012.

Stuttgarter-Aktien-Fonds, Fonds Commun de Placement.

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Le règlement de gestion de Stuttgarter-Aktien-Fonds modifié au 31. décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxemburg, décembre 2011.
IPConcept Fund Management S.A.
Signature

Référence de publication: 2012007730/11.

(120008107) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2012.

W&E Aktien Global, Fonds Commun de Placement.

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Le règlement de gestion de W&E Aktien Global modifié au 31. décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxemburg, décembre 2011
IPConcept Fund Management S.A.
Signature

Référence de publication: 2012007731/11.

(120008110) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 janvier 2012.

VR Nürnberg (IPC), Fonds Commun de Placement.

Le règlement de gestion de VR Nürnberg (IPC) modifié au 31. décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxemburg, février 2011
IPConcept Fund Management S.A.
Signature

Référence de publication: 2012008345/11.

(120009172) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 janvier 2012.

apo VV Premium, Fonds Commun de Placement.

Le règlement de gestion de apo VV Premium coordonné au 30. décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 18. janvier 2012.
IPConcept Fund Management S.A.
Signature

Référence de publication: 2012009641/11.

(120010716) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 janvier 2012.

Phaidros Funds, Fonds Commun de Placement.

Le règlement de gestion modifié au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, décembre 2011.
IPConcept Fund Management S.A.

Référence de publication: 2012010271/10.

(120011368) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 janvier 2012.

Stabilitas, Fonds Commun de Placement.

Le règlement de gestion de STABILITAS modifié au 31. décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxemburg, février 2012.
IPConcept Fund Management S.A.
Signature

Référence de publication: 2012015432/11.

(120018689) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 janvier 2012.

AKZENT Invest Fonds 1 (Lux), Fonds Commun de Placement.

Le règlement de gestion modifié au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, janvier 2012.

IPConcept Fund Management S.A.

Référence de publication: 2012010273/10.

(120011370) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 janvier 2012.

Amis Funds, Société d'Investissement à Capital Variable.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 81.164.

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EXTRAIT

Par jugement commercial du 2 février 2012 le Tribunal d'Arrondissement de et à Luxembourg, 6 ème chambre, siégeant en matière commerciale a

maintenu le principe de la date limite pour le dépôt des déclarations de créance prévu par le jugement du même tribunal du 6 octobre 2011,

prorogé pour tous les créanciers et investisseurs, privilégiés ou chirographaires, la date limite pour déposer une déclaration de leur créance au greffe de la 6 ème chambre du Tribunal d'Arrondissement de Luxembourg au 16 avril 2012 à 17.00 heures,

ordonné aux liquidateurs de faire paraître, dans les meilleurs délais et au plus tard le 15 mars 2012, un avertissement à tous les créanciers/investisseurs du fonds AMIS que la date limite pour le dépôt des déclarations de créance au greffe de la 6 ème chambre du Tribunal d'Arrondissement de Luxembourg est prorogé au 16 avril 2012 à 17.00 heures, sous peine de ne pas participer au produit de la liquidation et d'être forclos de tous droits dans la liquidation

dit que la publication du prédit avertissement doit être effectué dans le Mémorial C, recueil spécial des sociétés et associations, ainsi que dans les journaux Luxemburger Wort, Tageblatt, Frankfurter Allgemeine Zeitung, Wirtschaftsblatt et Der Standard,

dit que sur requête des liquidateurs, le juge-commissaire en charge de la liquidation de la société AMIS rendra une ordonnance attestant du respect de la formalité de publication dans le délai imparti,

ordonné l'exécution provisoire du jugement, nonobstant toutes voies de recours et sans caution.

Avertissement

Date limite pour les déclarations de créance

16 avril 2012 à 17.00 heures

La date limite à laquelle tous les créanciers et investisseurs, privilégiés ou chirographaires, devront déposer une déclaration de créance au greffe de la 6 ème chambre du Tribunal d'Arrondissement de Luxembourg a été prorogée au 16 avril 2012 à 17.00 heures

Toute déclaration de créance déposée après ladite date et heure limites ne sera pas recevable et ne sera prise en compte ni pour la détermination de la masse passive ni pour la distribution du produit de liquidation.

Les créanciers et investisseurs souhaitant déposer une déclaration de créance, devront l'envoyer avec les pièces justificatives à l'adresse suivante:

Tribunal d'Arrondissement de Luxembourg, 6 ème chambre

Cité Judiciaire- Bâtiment commerce-

7, rue du Saint Esprit

L-2080 Luxembourg

Il est recommandé de procéder par voie de lettre recommandée avec accusé de réception pouvant attester de la réception avant la date limite.

Pour la société d'investissement à capital variable AMIS FUNDS SICAV

Yvette HAMILIUS

Le liquidateur

Référence de publication: 2012023670/44.

(120029674) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2012.

Deka EuropaGarant 80, Fonds Commun de Placement.

—

Le règlement de gestion de Deka EuropaGarant 80 modifié au 02.02.2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Deka International S.A. / DekaBank Deutsche Girozentrale
Signatures
Die Verwaltungsgesellschaft / Die Depotbank

Référence de publication: 2012018231/11.

(120022486) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 février 2012.

Legg Mason Mutual Fund Trust Series, Fonds Commun de Placement.

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EXTRAIT

Le Règlement de Gestion de Legg Mason Mutual Fund Trust Series a été déposé au Registre de Commerce et des Sociétés de Luxembourg.

Ce Règlement de Gestion entrera en vigueur le 29 février 2012.

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

Luxembourg, février 2012.
Pour le compte de Legg Mason Investments (Luxembourg) S.A.
Signature

Référence de publication: 2012021490/13.

(120027363) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2012.

VR Anlage, Fonds Commun de Placement.

—

Le règlement de gestion de VR Anlage modifié au 31. décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxemburg, février 2011.
IPConcept Fund Management S.A.
Signature

Référence de publication: 2012021997/11.

(120027929) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

Fédération COPAS, Association sans but lucratif.

Siège social: L-1508 Howald, 4, rue Jos Felten.

R.C.S. Luxembourg F 1.437.

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Il y a lieu de rectifier la publication, dans le Mémorial C n° 4 du 2 janvier 2012, page 192, d'une modification des statuts:

Sur la page 192 tout le texte après la 2 e phrase jusqu'à la signature inclus est à supprimer. Ce texte ne concerne en aucun cas la Fédération COPAS, Association sans but lucratif.

Le texte devra se lire alors de la façon suivante à la page 192 :

«Au dernier alinéa de l'article 25 les termes «commissions techniques» sont remplacés par les termes «commissions thématiques».

A la première phrase de l'article 32, le terme «mars» est remplacé par le terme «juin».

Référence de publication: 2011163677/90.

(110189143) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 novembre 2011.»

Référence de publication: 2012025755/15.

VR-PrimaMix, Fonds Commun de Placement.

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Le règlement de gestion de VR-PrimaMix modifié au 31. décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxemburg, février 2011
IPConcept Fund Management S.A.
Signature

Référence de publication: 2012021998/11.

(120027930) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

VR Premium Fonds, Fonds Commun de Placement.

Le règlement de gestion modifié au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, février 2011.

IPConcept Fund Management S.A.

Référence de publication: 2012021999/10.

(120027931) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

Barbat S.A., Société Anonyme.

Siège social: L-4973 Dippach, 161, route de Luxembourg.

R.C.S. Luxembourg B 78.170.

PAP S.A., Société Anonyme.

Siège social: L-4973 Dippach, 161, route de Luxembourg.

R.C.S. Luxembourg B 122.907.

L'an deux mille douze le vingt-deuxième jour de février.

Par-devant Maître Paul BETTINGEN, notaire de résidence à Niederanven.

A comparu:

Madame KAISER Rosa, administrateur de sociétés, demeurant professionnellement à L-4973 Dippach, 161, route de Luxembourg, agissant en sa qualité de mandataire du conseil d'administration de:

(i) la société anonyme de droit luxembourgeois BARBAT S.A. (matricule 20002227887) ayant son siège social à L-4973 Dippach, 161, route de Luxembourg, inscrite au registre de commerce et des sociétés de Luxembourg sous la section B et le numéro 78170 constituée par acte du notaire Jean Seckler, de résidence à Junglinster, en date du 27 septembre 2000, publié au Mémorial C, Recueil des Sociétés et Associations du 29 mars 2001, numéro C 230, ayant un capital social actuel de EUR 31.250,00 (trente et un mille deux cent cinquante Euros) divisé en 1.250 (mille deux cent cinquante actions d'une valeur nominale de EUR 25,00 (vingt cinq Euros) chacune, toutes entièrement souscrites et libérées,

Madame KAISER Rosa, précitée est habilitée aux fins des présentes par décision du conseil d'administration de la société BARBAT S.A., précitée en date du 14 février 2012 et;

(ii) la société anonyme de droit luxembourgeois PAP S.A. (matricule 20062232286) ayant son siège social à L-4973 Dippach, 161, route de Luxembourg, inscrite au registre de commerce et des sociétés de Luxembourg sous la section B et le numéro 122907, constituée par acte du notaire Tom Metzler, de résidence à Luxembourg, en date du 15 décembre 2006, publié au Mémorial C, Recueil des Sociétés et Associations du 21 février 2007, numéro C 218, ayant un capital social actuel de EUR 125.000,00 (cent vingt-cinq mille Euros) divisé en 125 (cent vingt-cinq) actions d'une valeur nominale de EUR 1.000,00 (mille Euros) chacune, toutes entièrement souscrites et libérées.

Madame KAISER Rosa, précitée est habilitée aux fins des présentes par décision du Conseil d'administration de PAP S.A. en date du 14 février 2012.

Les prédites décisions desdits conseils d'administration, après avoir été signées ne varietur par la mandataire des parties comparantes et le notaire instrumentant, resteront annexées au présent acte pour être formalisées avec lui.

Lesquelles parties comparantes, représentées comme dit ci-avant, ont requis le notaire instrumentant d'acter le projet de fusion qui suit:

PROJET DE FUSION

1. La société anonyme de droit luxembourgeois BARBAT S.A., ayant son siège social à L-4973 Dippach, 161, route de Luxembourg, inscrite au registre de commerce et des sociétés de Luxembourg sous la section B et le numéro 78170, constituée par acte du notaire Jean Seckler, de résidence à Junglinster , en date du 27 septembre 2000, publié au Mémorial C, Recueil des Sociétés et Associations du 29 mars 2001, numéro C 230, ayant un capital social actuel de EUR 31.250,00 (trente et un mille deux cent cinquante Euros) divisé en 1.250 (mille deux cent cinquante actions d'une valeur nominale de EUR 25,00 (vingt cinq Euros) chacune, toutes entièrement souscrites et libérées, "la Société Absorbante", détient l'intégralité (100%) des actions représentant la totalité du capital social de la société anonyme de droit luxembourgeois suivante:

PAP S.A., ayant son siège social à L-4973 Dippach, 161, route de Luxembourg, inscrite au registre de commerce et des sociétés de Luxembourg sous la section B et le numéro 122907, constituée par acte du notaire Tom Metzler, de résidence à Luxembourg, en date du 15 décembre 2006,publié au Mémorial C, Recueil des Sociétés et Associations du 21 février 2007, numéro C 218, ayant un capital social actuel de EUR 125.000,00 (cent vingt cinq mille Euros) divisé en

125 (cent vingt cinq) actions d'une valeur nominale de EUR 1.000,00 (mille Euros) chacune, toutes entièrement souscrites et libérées, la "Société Absorbée".

2. Aucun autre titre donnant droit de vote ou donnant des droits spéciaux n'a été émis par les sociétés prémentionnées (encore appelées Sociétés Fusionnantes).

3. BARBAT S.A. (encore appelée Société Absorbante) entend fusionner conformément aux dispositions de l'article 278 et 279 de la loi du 10 août 1915 sur les sociétés commerciales telle que modifiée et les textes subséquents, avec PAP S.A. (encore appelée Société Absorbée) par absorption de cette dernière.

3. La date à partir de laquelle les opérations des sociétés absorbées sont considérées du point de vue comptable comme accomplies pour compte de la société absorbante est fixée au 1 er janvier 2012.

4. Aucun avantage particulier n'est attribué au(x) gérant(s), administrateurs, commissaires ou réviseurs le cas échéant, des sociétés qui fusionnent.

5. La fusion prendra effet entre parties un mois après la publication du projet de fusion au Mémorial Recueil des Sociétés et Associations, conformément aux dispositions de l'article 9 de la loi sur les sociétés commerciales. La fusion prendra effet à l'égard des tiers conformément aux dispositions de l'article 273 de la loi sur les sociétés commerciales telle que modifiée.

6. Les actionnaires de la Société Absorbante ont le droit, pendant un mois à compter de la publication au Mémorial C du projet de fusion, de prendre connaissance, au siège, des documents indiqués à l'article 267 (1) a) b) et c) de la loi sur les sociétés commerciales telle que modifiée et ils peuvent en obtenir une copie intégrale sans frais et sur simple demande.

7. Un ou plusieurs actionnaires de la Société Absorbante, disposant d'au moins 5% (cinq pour-cent) des actions du capital souscrit, ont le droit de requérir, pendant le même délai, la convocation d'une assemblée appelée à se prononcer sur l'approbation de la fusion, laquelle assemblée doit alors être tenue dans le mois de la réquisition.

8. A défaut de la réquisition d'une assemblée ou du rejet du projet de fusion par celle-ci, la fusion deviendra définitive, comme indiqué ci-avant au point 5. et entraînera de plein droit les effets prévus à l'article 274 de la loi sur les sociétés commerciales et notamment sous son littera a), le patrimoine à transmettre comprenant les immobilisations corporelles suivantes:

Un immeuble sis à Contern et inscrit au cadastre comme suit

Commune de Contern, section C de Contern,

Numéro 1117 /4462, au lieu-dit "Rue Goell", place (occupée), bâtiment commercial, contenant 1 la 20c.

Titre de propriété

Le bien ci-avant décrit appartient à PAP S.A., précitée (numéro matricule 20062232286), pour l'avoir reçu suite à un apport aux termes de l'acte de constitution de ladite société reçu par le notaire Léon Thomas dit Tom Metzler, de résidence à Luxembourg-Bonnevoie en date du 15 décembre 2006, publié au Mémorial C numéro 218 du 21 février 2007 et inscrit au premier bureau des hypothèques à Luxembourg, le 28 décembre 2006, volume 2033 numéro 15.

Observation est ici faite que l'immeuble ci-avant décrit est libre d'hypothèque.

Performance énergétique

Le notaire instrumentant a attiré l'attention des parties comparantes sur les dispositions du règlement grand-ducal du 30 novembre 2007, tel que modifié par arrêtés grand-ducaux des 18 août 2008 et 08 janvier 2010, et concernant la performance énergétique des bâtiments d'habitation, et du règlement grand-ducal du 31 août 2010 concernant la performance énergétique des bâtiments fonctionnels.

En vertu de l'article 11 (3) d) du règlement grand-ducal, du 31 août 2010, l'établissement d'un certificat de performance énergétique devient obligatoire après le 02 juin 2011 lors d'un changement de propriétaire d'un bâtiment fonctionnel existant.

Les droits immobiliers décrits ci-dessus sont à considérer comme bâtiments fonctionnels.

BARBAT S.A., précitée, représentée comme dit ci-avant reconnaît être déjà en possession d'un certificat provisoire de performance énergétique (Energiepass) pour l'immeuble prédécrit:

le pass provisoire numéro p.20110912.4973..a.V établi le 12 septembre 2011 par les experts Ing. Pascal Legrand et Ing. Jérémy Van Ieeuwen du Cabinet Ciex Sàrl, Windhof et mentionnant les indices suivants:

- 400% pour l'efficacité énergétique/chaleur (Verbrauchsindex fur Wärme), et

- 400% pour l'isolation (Verbrauchsindex für Strom).

Duquel certificat une copie de la première page, paraphée "ne varietur" par le comparant et le notaire, restera annexée aux présentes à titre d'information.

9. Les Sociétés Fusionnantes se conformeront à toutes les dispositions légales en vigueur en ce qui concerne les déclarations à faire pour le paiement de toutes impositions éventuelles ou taxes résultant de la réalisation définitive des apports faits au titre de la fusion, comme indiqué ci-après.

10. Décharge pleine et entière est accordée aux organes des Sociétés Absorbées.

11. Les documents sociaux des Sociétés Absorbées seront conservés pendant le délai légal au siège de la Société Absorbante.

Formalités

La Société Absorbante:

- effectuera toutes les formalités légales de publicité relatives aux apports effectués au titre de la fusion,

- fera son affaire personnelle des déclarations et formalités nécessaires auprès de toutes administrations qu'il conviendra pour faire mettre à son nom les éléments d'actif apportés,

- effectuera toutes formalités en vue de rendre opposable aux tiers la transmission des biens et droits à elle apportés.

Remise de titres

Lors de la réalisation définitive de la fusion, les Sociétés Absorbées remettront à la Société Absorbante les originaux de tous ses actes constitutifs et modificatifs ainsi que les livres de comptabilité et autres documents comptables, les titres de propriété ou actes justificatifs de propriété de tous les éléments d'actif, les justificatifs des opérations réalisées, les valeurs mobilières ainsi que tous contrats (prêts, de travail, de fiducie...), archives, pièces et autres documents quelconques relatifs aux éléments et droits apportés.

Frais et droits

Tous frais, droits et honoraires dus au titre de la fusion seront supportés par la Société Absorbante.

La Société Absorbante acquittera, le cas échéant, les impôts dus par la Société Absorbée sur le capital et les bénéfices au titre des exercices non encore imposés définitivement.

Pour les besoins de l'enregistrement, les parties comparantes représentée comme dit ci-avant déclarent que l'opération de fusion est faite sous le fruit des dispositions de l'article 6 de la loi du 19 décembre 2008.

Election de domicile

Pour l'exécution des présentes et des actes ou procès-verbaux qui en seront la suite ou la conséquence ainsi que pour toutes justifications et notifications, il est fait élection de domicile au siège social de la Société Absorbante.

Pouvoirs

Tous pouvoirs sont donnés au porteur d'un original ou d'une copie des présentes pour effectuer toutes formalités et faire toutes déclarations, significations, dépôts, publications et autres.

Le notaire soussigné déclare attester conformément aux dispositions de l'article 271 (2) de la loi sur les sociétés commerciales la légalité du présent projet de fusion établi en application de l'art. 278 de la loi sur les sociétés.

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

Après lecture faite aux mandataires des parties comparantes et interprétation leur donnée en une langue d'eux, connus du notaire instrumentant par nom, prénom état et demeure, ceux-ci ont signé avec le notaire le présent acte.

Signé: Rosa Kaiser, Paul Bettingen.

Enregistré à Luxembourg, A.C., le 23 février 2012. LAC/2012/8623. Reçu 12,- €.

Le Receveur (signé): Irène Thill.

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

Senningerberg, le 23 février 2012. P. BETTINGEN.

Référence de publication: 2012024773/141.

(120032246) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2012.

Allianz ROSNO Investment Strategies, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 114.617.

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In the year two thousand and twelve, on the sixteenth day auf February.

Before Maître Pierre Probst, civil notary residing at Ettelbruck, Grand Duchy of Luxembourg, undersigned.

Is held the Extraordinary General Meeting of Shareholders of the investment company ALLIANZ ROSNO INVESTMENT STRATEGIES, with registered office at 36, avenue du X Septembre, L-2550 Luxembourg, registered with the Luxembourg register of commerce and companies under the number B 114.617, incorporated in the form of an investment company with variable capital, following a deed enacted by Me André SCHWACHTGEN, at that time notary with residence in Luxembourg, on 17 February 2006, published in the Mémorial C, Recueil des Sociétés et Associations No 718 dated 7 April 2006, and which articles of incorporation where duly amended following a deed enacted by Me Martine

SCHAEFFER, with residence in Luxembourg, on 24 June 2010, published in the Mémorial C, Recueil des Sociétés et Associations No 1490 dated 21 July 2010, are convened to an extraordinary general meeting.

The meeting will be chaired by Mr Jean-Claude Michels, employee, professionally residing in 5, Heienhaff, L-1736 Senningerberg.

The chairman appoints as his scrutineer, Mr Serge Dollendorf, employee, professionally residing in 5, Heienhaff, L-1736 Senningerberg. It will be renounced on the appointment of a secretary.

The chairman notices that:

I. The present extraordinary general meeting has been convened per notice published

a) in the Mémorial C, Recueil des Sociétés et Associations N° 201, on 25 January 2012 and N° 311, on 6 February 2012;

b) in the «Tageblatt» on 25 January 2012 and 6 February 2012.

The proofs of the publications have been presented to the bureau and the undersigned notary.

II. The agenda of this extraordinary general meeting includes the following items:

1. To transfer the registered office from 36, avenue du X Septembre, L-2550 Luxembourg to 5, Heienhaff, L-1736 Senningerberg as of 16 February 2012.

2. To amend Article 2, first sentence, of the Article of Association to reflect the transfer of the registered office, so that it reads as follows:

«The registered office shall be in the municipality of Niederanven in the Grand Duchy of Luxembourg.»

3. To amend Article 14 of the Articles of Association to reflect the changes required further to the outsourcing by the central administration agent of the Company of its fund accounting duties to the "Internationale Kapitalanlagegesellschaft mbH, Yorckstraße 21, D-40476 Düsseldorf". Accordingly the net asset value per share will be calculated for any given Valuation Day on the following Bank Working Day and generally on the basis of the last available closing prices on the Valuation Day.

4. To amend the Articles 3, 4, 7, 10, 21, 39, 40 and 42 of the Articles of Association in order to reflect the reference to the Luxembourg Law dated 17 December 2010 relating to Undertakings for Collective Investments.

5. To amend Article 20, second sentence, of the Articles of Association, to allow, in accordance with the legal provisions, shareholders representing at least one tenth of the shares to request the convening of a meeting.

6. To amend Article 26, paragraph 2, second sentence of the Articles of Association, so that it reads as follows:

"Acting for the account of the Investment Company, it may initiate all management and administrative activities and exercise all rights directly or indirectly connected with the assets of the Investment Company or the Sub-funds, in particular it may, at its own cost or provided that disclosure of the respective service providers and their fees and costs is ensured in the Sales Prospectus at the costs of the Investment Company respectively the concerned Sub-fund, transfer its duties either in part or in full to third parties."

7. To amend Article 37, Paragraph 5, lit. i) of the Articles of Association, to include a reference to the Key Investor Information Document.

8. To reflect throughout the Articles of Association minor wording adjustments and/or improvements.

9. To decide on any other business, which may properly come before the Meeting.

III. That the shareholders present and represented as well as their respective attorneys including their respective number of shares are set out on an attendance list, which has been established by the bureau, and which will be signed by the shareholders personally present, the attorneys of the represented shareholders and the bureau, and will remain attached to this deed together with the respective power of attorneys for registration purposes.

IV. That according to the attendance list 26,177 shares out of the 47,639 of shares outstanding and in circulation on 16 February 2012 are validly present or represented at the present extraordinary general meeting of shareholders. In accordance with articles 67-1 of the law dated 10 August 1915 regarding companies, the present extraordinary general meeting is validly constituted and may validly deliberate on the items set in the agenda.

The extraordinary general meeting, after declaring itself duly convened, approves the statement of the chairman and continues with proceedings according to the agenda. After discussion, the extraordinary general meeting passes each of the following resolutions with the unanimous consent of all the shareholders present or represented.

First resolution

The extraordinary general meeting resolves to transfer the registered office from 36, avenue du X Septembre, L-2550 Luxembourg to 5, Heienhaff, L-1736 Senningerberg as of 16 February 2012.

Second resolution

The extraordinary general meeting resolves to amend Article 2, first two sentences, of the Articles of Association to reflect the transfer of the registered office, so that it reads as follows:

« **Art. 2. Registered offices.** The registered office shall be in the municipality of Niederanven in the Grand Duchy of Luxembourg. On the basis of a majority decision of the Board of Directors of the Investment Company (hereinafter "the

Board of Directors"), the registered offices of the Investment Company may be relocated to another location within the municipality of Niederanven. [...]»

Third resolution

The extraordinary general meeting resolves to amend Article 14 of the Articles of Association to reflect the changes required further to the outsourcing by the central administration agent of the Company of its fund accounting duties to the "Internationale Kapitalanlagegesellschaft mbH, Yorckstraße 21, D-40476 Düsseldorf", so that it reads as follows:

« **Art. 14. Calculation of Net Asset Value per Share.**

1. The net assets of the Investment Company are shown in US-Dollar (USD) ("Reference Currency").

2. The net asset value per share of each Sub-fund is given in the currency of the Sub-fund, which is stated in the respective Annex to the Sales Prospectus ("Sub-fund Currency"), unless an alternative currency is indicated for any other classes of shares in the respective Annex to the Sales Prospectus.

3. The net asset value per share of each Sub-fund is calculated by the Investment Company or a third party commissioned for this purpose, under the supervision of the Custodian Bank, on each valuation day, as determined by the Board of Directors in respect of each Sub-fund (provided that the net asset value per share should be calculated at least twice per month), on which the banks in Luxembourg and Frankfurt/Main are open for daily business transactions ("Bank Working Day") with exception of the 24 th and 31 st December (the "Valuation Day"). The calculation of the net asset value per share for any given Valuation Day takes place on the following Bank Working Day (the "Calculation Day"). However, the Investment Company can decide to perform a net asset value calculation per share in respect of the 24th and 31 st December, being however understood that no issuance, redemption and/or conversion of shares may be accepted or processed on the basis of such a net asset value calculation.

4. The net asset value per share is calculated in respect of each Valuation Day by dividing the value of the assets of each Sub-fund less the liabilities of each Sub-fund by the number of shares in circulation on the respective Valuation Day. The value so obtained may be rounded up to two decimal places.

5. Insofar as information on the situation of the Investment Company's assets must be specified in the annual reports or half yearly reports and/or other financial statistics pursuant to the applicable legislative provisions or in accordance with the conditions of these Articles of Association, the value of the assets of each Sub-fund will be converted to the Reference Currency. The net assets of the Sub-fund will be calculated according to the following principles:

a) Securities and money market instruments which are officially quoted on a securities exchange will be valued at the last available publicised closing prices on the Valuation Day. If a security is officially quoted on several securities exchanges, the valuation shall be based on the last available publicised closing prices on the Valuation Day of the exchange which acts as the principal market for that security.

b) Securities and money market instruments that are not officially quoted on a securities exchange but are traded on a regulated market are valued at a rate that may not be below the bid price and not above offer price on the Valuation Day and that the Board of Directors considers to be the best possible rate the security can be sold for.

c) The value of futures, forwards or options traded on stock exchanges or other regulated markets is calculated on the basis of the last available publicised closing prices on the Valuation Day for such contracts on the stock exchanges or regulated markets on which these futures, forwards or options are traded by the respective Sub-fund. If no price quotation is available for a future, forward or option on a day on which the net asset value is to be determined, the value of these securities shall be determined in a suitable and fair manner by the Board of Directors.

d) The value of futures, forwards or options not traded on stock exchanges or other regulated markets (OTC derivatives) corresponds to the respective net liquidation value for the Valuation Day, as determined on the consistently applied basis for all types of contracts in accordance with the guidelines defined Board of Directors. Swaps are valued at their market value. In the case of interest swaps, with reference to the underlying interest trend.

e) UCITS and UCI are valued at their latest available redemption price existing on the respective Valuation Day. Units or shares of UCITS or UCIs for which the redemption has been suspended, are valued as all other assets at their respective market value as determined in good faith by the Board of Directors on the basis of generally accepted valuation principles verifiable by auditors.

f) If the respective prices are not in line with market conditions and if no prices can be determined for securities other than those named in a) and b) above, these securities shall be valued at their respective market value – as with all other legally registered assets – determined in good faith by the Board of Directors on the basis of their reasonably foreseeable sales prices.

g) Liquid funds are valued at their face value, less interest.

h) The market value of securities and other investments quoted in currencies other than the respective Sub-fund currency is converted to the corresponding Sub-fund currency based on the last available middle market price. Gains and losses arising from foreign exchange transactions are added or deducted as applicable.

The net assets of the respective Sub-fund are reduced by dividends, paid where applicable to the investor in the relevant Sub-fund.

6. Share values are calculated separately for each Sub-fund on the basis of the criteria provided above. However, if share classes have been created within a Sub-fund, the resulting calculation of share value is carried out for each share class separately on the basis of the criteria provided above. Assets are always compiled and allocated for each Sub-fund.»

Fourth resolution

The extraordinary general meeting resolves to amend the Articles 3, 4, 7, 10, 21, 39, 40 and 42 of the Articles of Association in order to reflect the reference to the Luxembourg Law dated 17 December 2010 relating to Undertakings for Collective Investments.

Fifth resolution

The extraordinary general meeting resolves to amend Article 20, second paragraph, of the Articles of Association, to allow, in accordance with the legal provisions, shareholders representing at least one tenth of the shares to request the convening of a meeting, so that it reads as follows:

« **Art. 20. Convening.**

[...] 2. Pursuant to the applicable legislative provisions, the shareholders may also be called to a meeting convened by the Board of Directors. A meeting may also be convened at the request of shareholders representing at least one tenth of the shares of the Investment Company. The agenda of meetings will be prepared by the Board of Directors, except in cases in which the general meeting of shareholders is convened on the basis of a written application by the shareholders; in this case the Board of Directors may prepare an additional agenda. [...]»

Sixth resolution

The extraordinary general meeting resolves to amend Article 26, paragraph 2, second sentence of the Articles of Association, so that it reads as follows:

« **Art. 26. Management Company.** [...] Acting for the account of the Investment Company, it may initiate all management and administrative activities and exercise all rights directly or indirectly connected with the assets of the Investment Company or the Sub-funds, in particular it may, at its own cost or provided that disclosure of the respective service providers and their fees and costs is ensured in the Sales Prospectus at the costs of the Investment Company respectively the concerned Sub-fund, transfer its duties either in part or in full to third parties. [...]»

Seventh resolution

The extraordinary general meeting resolves to amend Article 37, Paragraph 5, lit. i) of the Articles of Association, to include a reference to the Key Investor Information Document.

« **Art. 37.** [...] i) costs of compiling, preparing, filing, publishing, printing and dispatching all documents for the Investment Company, in particular share certificates and dividend coupon and form renewals, , the Sales Prospectus, the "Key Investor Information Document", annual and half-yearly reports, statement net assets, notifications to investors, convening meetings, distribution authorisation and/or applications for approval in countries in which shares are to be distributed, and all correspondence with the relevant supervisory authorities; [...]»

Eighth resolution

The extraordinary general meeting resolves to amend several Articles of Association to reflect minor wording adjustments and/or improvements.

Since the agenda had been completed, the chairman declared the meeting closed.

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

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

Signé: Jean-Claude MICHELS, Serge DOLLENDORF, Pierre PROBST.

Enregistré à Diekirch, le 17 février 2012. Relation: DIE/2012/1994. Reçu soixante-quinze euros (75,- €).

Le Receveur ff. (signé): Tholl.

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

Ettelbruck, le 17 février 2012.

Référence de publication: 2012022340/175.

(120029198) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Best Emerging Markets Concept OP, Fonds Commun de Placement.

Le règlement de gestion de Best Emerging Markets Concept OP modifié au 16 Janvier 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Oppenheim Asset Management Services S.à r.l.
Signatures

Référence de publication: 2012023739/10.

(120030471) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 février 2012.

Setaf Luxembourg S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 167.058.

STATUTS

L'an deux mille douze, le dix-sept février.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg.

A comparu:

CORMAR, société à responsabilité limitée de droit français ayant son siège social au 14-16, Avenue Du Premier Consul, F-92500 Rueil Malmaison, immatriculée auprès du Registre du Commerce et des Sociétés de Nanterre sous le numéro 440 104 909,

ici représentée par Monsieur Pierre LENTZ, licencié en sciences économiques, demeurant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg,

spécialement mandaté à cet effet par procuration délivrée sous seing privé.

La prédite procuration, paraphée "ne varietur" par le mandataire de la comparante et le notaire instrumentant, restera annexée aux présentes avec lesquelles elle sera soumise à la formalité de l'enregistrement.

Laquelle comparante, par son représentant susnommé, a prié le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société à responsabilité limitée à constituer.

Art. 1 er . Il est formé par les présentes une société à responsabilité limitée qui sera régie par les présents statuts et les dispositions légales.

La société prend la dénomination de SETAF LUXEMBOURG S.à r.l.

Art. 2. Le siège de la société est établi à Luxembourg-Ville.

Il peut être transféré en toute autre localité du Grand-Duché de Luxembourg en vertu d'une décision des associés.

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

Art. 4. La société a pour objet toutes les opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

Elle pourra notamment employer ses fonds à la création, à la gestion, au développement, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets.

Elle pourra emprunter sous quelque forme que ce soit. Elle pourra, dans les limites fixées par la loi du 10 août 1915, accorder à toute société du groupe ou à tout actionnaire tous concours, prêts, avances ou garanties.

Elle prendra toutes les mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques, qui se rattachent directement ou indirectement à son objet ou qui le favorisent.

Art. 5. Le capital social est fixé à EUR 10.193.000 (dix millions cent quatre-vingt-treize mille euros) représenté par 100 (cent) parts sociales sans désignation de valeur nominale.

Art. 6. Le capital social pourra, à tout moment, être augmenté ou réduit dans les conditions prévues par l'article 199 de la loi concernant les sociétés commerciales.

Art. 7. Chaque part donne droit à une fraction proportionnelle de l'actif social et des bénéfices.

Art. 8. Les parts sociales sont librement cessibles entre associés. Elles ne peuvent être cédées à des non-associés que dans les termes prévus par la loi concernant les sociétés commerciales.

Art. 9. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne mettent pas fin à la société.

Art. 10. Les héritiers, créanciers ou autres ayants droit ne pourront, pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la société.

Art. 11. La société est administrée par un ou plusieurs gérants, associés ou non, nommés par l'assemblée générale des associés.

Le ou les gérants ont vis-à-vis des tiers les pouvoirs les plus étendus pour agir sous leur signature individuelle au nom de la société dans toutes les circonstances.

Art. 12. Le ou les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle. Simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 13. Chaque associé peut participer aux décisions collectives. Il a un nombre de voix égal au nombre de parts sociales qu'il possède et peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 14. Les décisions collectives ne sont valablement prises que conformément aux dispositions prévues par la loi concernant les sociétés commerciales.

Art. 15. L'année sociale commence le 1 er janvier et finit le 31 décembre de chaque année.

Art. 16. Chaque année, le 31 décembre, la gérance établit les comptes annuels.

Art. 17. Tout associé peut prendre au siège social de la société communication des comptes annuels.

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

Le solde est à la disposition des associés.

Art. 19. La société peut être dissoute par décision de l'assemblée générale, statuant suivant les modalités prévues pour les modifications des statuts.

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

Art. 20. Lorsque, et aussi longtemps qu'un associé réunit toutes les parts sociales entre ses seules mains, la société est une société unipersonnelle au sens de l'article 179 (2) de la loi sur les sociétés commerciales; dans cette éventualité, les articles 200-1 et 200-2, entre autres, de la même loi sont d'application.

Art. 21. Pour tout ce qui n'est pas réglé par les présents statuts, les associés se réfèrent aux dispositions légales en vigueur.

Disposition transitoire

Le premier exercice social commence le jour de la constitution de la société et se termine le 31 décembre 2012.

Souscription

Les 100 (cent) parts sociales d'une valeur nominale totale de EUR 10.193.000 (dix millions cent quatre-vingt-treize mille euros) ont été entièrement souscrites par l'associé unique, CORMAR, société à responsabilité limitée de droit français ayant son siège social à Rueil Malmaison, prédésignée.

Libération

Toutes les parts sociales ont été intégralement libérées moyennant un apport en nature consistant en 10.020.000 (dix millions vingt mille) actions d'une valeur nominale de EUR 1 (un euro) chacune de la société de droit français dénommée SETAF, société par actions simplifiée à associé unique ayant son siège social au 2, Rue Benoît Malon, F-92150 Suresnes, immatriculée auprès du Registre du Commerce et des Sociétés de Nanterre sous le numéro 528 823 909, soit 100% des actions représentatives de son capital social, cet apport étant évalué à au moins EUR 10.193.000 (dix millions cent quatre-vingt-treize mille euros).

Preuve de l'existence de l'apport

Preuve de la propriété et de la valeur des 10.020.000 (dix millions vingt mille) actions SETAF a été donnée au notaire instrumentant par la copie d'un extrait récent du registre de commerce de la société, d'un bilan récent et d'une déclaration émise par le représentant de la société apportée, celle-ci attestant le nombre actuel d'actions, leur appartenance et leur valeur réelle conformément aux tendances actuelles du marché.

Cette déclaration, signée ne varietur par le mandataire de la comparante et le notaire instrumentant, restera annexée aux présentes avec lesquelles elle sera soumise à la formalité de l'enregistrement.

Réalisation effective de l'apport

Intervient ensuite CORMAR, représentée comme stipulé ci-dessus, qui déclare:

1. être l'unique propriétaire des 10.020.000 (dix millions vingt mille) actions représentatives de l'intégralité du capital social s'élevant à EUR 10.020.000 (dix millions vingt mille euros) de la société SETAF, société par actions simplifiée à associé unique ayant son siège social au 2, rue Benoît Malon, F-92150 Suresnes, immatriculée auprès du Registre du Commerce et des Sociétés de Nanterre sous le numéro 528 823 909, la propriété de ces actions résultant des inscriptions dans le registre des actionnaires de la société SETAF;

2. ces 10.020.000 (dix millions vingt mille) actions sont évaluées à au moins EUR 10.193.000 (dix millions cent quatre-vingt-treize mille euros) et sont apportées à titre de libération intégrale des 100 (cent) parts sociales représentatives de l'intégralité du capital social de la société SETAF LUXEMBOURG S.à r.l.;

3. que les actions apportées sont librement transmissibles, qu'elles ne sont grevées d'aucun gage ni d'aucun autre droit quelconque, qu'elles ne font l'objet d'aucune saisie ou opposition, que le transfert de ces actions n'est contraire à aucune disposition des statuts de la société apportée et qu'en conséquence rien ne peut faire obstacle à l'apport et à la transcription de ces actions en faveur de SETAF LUXEMBOURG S.à r.l.;

4. que ces actions sont apportées en société tel et dans l'état qu'elles se trouvent à l'heure actuelle et qu'elle déclare parfaitement connaître avec les servitudes passives ou actives, occultes ou apparentes;

5. qu'elle décharge le gérant unique de la société SETAF LUXEMBOURG S.à r.l. ainsi que le notaire instrumentant de toutes investigations relatives à la valeur du prédit apport en nature et des passifs existants, dont elle déclare connaître les conditions, et vouloir faire son affaire personnelle de toutes les conséquences relatives à cet apport et d'une éventuelle moins-value de cet apport ou d'un éventuel accroissement du passif reconnu;

6. que dès réception d'une copie certifiée "conforme" ou d'une expédition de l'acte notarié attestant que la constitution de la société SETAF LUXEMBOURG S.à r.l. a été documentée et que l'apport des 10.020.000 (dix millions vingt mille) actions de la société SETAF a été réalisé, toutes les formalités seront réalisées aux fins d'effectuer le transfert de propriété des dites actions en faveur de SETAF LUXEMBOURG S.à r.l. et de le rendre effectif partout et vis-à-vis de toutes tierces parties.

Intervention du gérant

Le gérant unique de la Société accepte, au moyen d'une déclaration, la description de l'apport en nature, son évaluation à au moins EUR 10.193.000 (dix millions cent quatre-vingt-treize mille euros), le transfert de la propriété desdites actions en faveur de SETAF LUXEMBOURG S.à r.l. et confirme la validité des souscription et libération.

Cette déclaration, signée ne varietur par le mandataire de la comparante et le notaire instrumentant, restera annexée aux présentes avec lesquelles elle sera soumise à la formalité de l'enregistrement.

Constatation

Le notaire instrumentaire a constaté que les conditions prévues par l'article 183 des lois sur les sociétés (loi du 18 septembre 1933) se trouvent remplies.

Frais

Les parties ont évalué les frais incombant à la société du chef de sa constitution à environ quatre mille cinq cents euros.

Résolutions de l'associé unique

L'associé unique prénommé, représenté comme dit ci-avant, représentant l'intégralité du capital social, a pris les résolutions suivantes:

Première résolution

Est appelé aux fonctions de gérant unique de la société, avec les pouvoirs définis à l'article 11 des statuts, Monsieur Jean-Louis BOTTARO, né le 29 octobre 1938 à Tunis (Tunisie), demeurant au 14, Avenue Du Premier Consul, F-92500 Rueil Malmaison.

Il pourra nommer des agents, fixer leurs pouvoirs et attributions et les révoquer.

Le mandat du gérant unique est établi pour une durée indéterminée.

Deuxième résolution

Le siège social de la société est fixé au 2, avenue Charles de Gaulle, L-1653 Luxembourg.

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

Et après lecture faite et interprétation donnée au mandataire de la comparante, connu du notaire par ses nom, prénoms, état et demeure, il a signé avec le notaire le présent acte.

Signé: Pierre LENTZ, Jean SECKLER.

Enregistré à Grevenmacher, le 23 février 2012. Relation GRE/2012/692. Reçu soixante-quinze euros (75,- €).

Le Receveur ff. (signé): Ronny PETER.

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

Junglinster, le 24 février 2012.
Référence de publication: 2012025098/149.
(120032603) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2012.

Pure Capital Fund Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 166.906.

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STATUTES

In the year two thousand and twelve, on the first day of the month of February.

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

There appeared:

PURE CAPITAL S.A., having its registered office at 117, route d'Arlon, L-8009 Strassen,

represented by its managing-director, Mr. Bernard PONS, professionally residing in Strassen.

Such appearing party, in the capacity in which it acts, has requested the notary to state the articles of incorporation of a société anonyme qualifying as a "société d'investissement à capital variable" which is hereby established as follows:

" **Art. 1. Establishment and name.** There is hereby established among the subscribers and all those who may become owners of shares hereafter issued, a company in the form of a société anonyme qualifying as "société d'investissement à capital variable" under the name of "PURE CAPITAL FUND SICAV" (hereinafter the "Company").

Art. 2. Duration. The Company is incorporated for an unlimited period of time. The Company may be dissolved by a resolution of the general meeting of shareholders adopted in the manner required for the amendment of these articles of incorporation (the "Articles of Incorporation") as defined in Article 30 hereafter.

Art. 3. Object. The exclusive object of the Company is to invest the funds available to it in transferable securities as well as in any other assets and financial instruments authorized by the law of 17 December 2010 on undertakings for collective investment, as amended (the "Law of 2010") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

Generally, the Company may take any measures and carry out any transaction which it may deem useful in the accomplishment and development of its purpose to the largest extent permitted by Part I of the Law of 2010.

Art. 4. Registered office. The registered office of the Company is established in Luxembourg, in the Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established, either in the Grand Duchy of Luxembourg or abroad, by resolution of the board of directors of the Company (the "Board of Directors").

The registered office of the Company may be transferred by resolution of the Board of Directors to any other place in the Grand Duchy of Luxembourg.

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

Art. 5. Share capital, Sub-Funds, Classes of shares. At any time, the share capital of the Company shall be equal to the total net asset value of the different Sub-Funds (as defined hereafter). The minimum share capital of the Company shall be as required by the Law of 2010 the equivalent of EUR 1,250,000 (one million two hundred and fifty thousand euro). The initial capital is set at EUR 31,000 (thirty one thousand euro) represented by three hundred and ten (310) fully paid up Shares of the sub-fund PURE CAPITAL FUND SICAV - WEALTH RC of no par value.

As the Board of Directors shall determine, the capital of the Company, which has an umbrella structure, may be divided into different portfolios of securities and other assets permitted by law with specific investment objectives and various risk or other characteristics (the "Sub-Funds" and each a "Sub-Fund"). The Sub-Funds may be denominated in different currencies as the Board of Directors shall determine. With regard to third parties, there is no cross liability between Sub-Funds and each Sub-Fund shall be exclusively responsible for all liabilities reasonably attributable to it. Within each Sub-Fund, the Board of Directors may decide to issue different classes of Shares (the "Classes" and each a "Class") which may differ, inter alia, with respect to their charging structure, dividend policies, hedging policies, investment minima, currency of denomination or other specific features, as the Board of Directors may decide to issue. The Board of Directors may decide if and from what date Shares of any such Classes shall be offered for sale, those shares to be issued on the terms and conditions as shall be decided by the Board of Directors. Where the context so requires, references in these Articles of Incorporation to "Sub-Fund(s)" shall be references to "Class(es)".

The Company is incorporated with multiple sub-funds as provided for in article 181 of the Law of 2010. The assets of a specific Sub-Fund are exclusively available to satisfy the rights of creditors whose claims have arisen in connection with the creation, the operation or the liquidation of that Sub-Fund.

The proceeds of any issue of shares of a specific Class shall be invested in the Sub-Fund corresponding to that Class of shares, in various transferable securities, as well as in any other assets and financial instruments authorized by the Law of 2010 and according to the investment policy as determined by the Board of Directors for a given Sub-Fund, taking into account the investment restrictions foreseen by the Law of 2010 and regulations.

Consolidated accounts of the Company, including all Sub-Funds, shall be expressed in the reference currency of the share capital of the Company, the Euro.

Art. 6. Form of the shares. The Board of Directors shall decide, for each Sub-Fund, whether to issue shares in bearer and/or registered form. In the case of registered shares, unless a shareholder elects to obtain share certificates, he will receive instead a confirmation of his shareholding.

In respect of bearer shares, certificates will be in such denominations as the board of directors shall decide.

Upon decision of the Board of Directors, fractions of shares may be issued for registered shares as well as bearer shares, which shall be registered to the credit of the shareholders' securities account at the custodian bank or at correspondent banks dealing with the financial services of the shares of the Company. For each Sub-Fund, the Board of Directors shall restrict the number of decimals which shall be mentioned in the prospectus of the Company. Portions of shares shall be issued with no voting rights but shall give right to a distribution of the net assets of the relevant Sub-Fund, if any, for the portion represented by these fractions.

All registered shares issued by the Company shall be entered in the register of shareholders which shall be kept by the Company or by one or more persons designated to this effect by the Company. The register of shareholders will indicate the name of each shareholder, his residence or elected domicile and the number of registered shares held by him. Every transfer of (a) registered share(s) shall be entered in the register of shareholders.

Every shareholder wishing to receive registered shares must provide the Company with one address to which all notices and announcements may be sent. This address shall be entered in the register of shareholders as the elected domicile. In the event that the shareholder does not provide such an address, a notice to this effect may be entered in the register of shareholders and the shareholder's address shall be deemed to be at the registered office of the Company until another address shall be provided to the Company by such Shareholder. A shareholder may at any time change his address as entered in the register of shareholders by means of a written notification sent to the registered office of the Company, or at such other address as may be set by the Company from time to time.

Bearer shares may at the request of the holder of such shares be converted, within such limits and conditions as may be determined by the Board of Directors, into registered shares and vice versa.

Such conversion may entail payment by the shareholder of the costs incurred for such exchange.

Before shares are issued in the form of bearer shares and before registered shares are converted into bearer shares, the Company may require, in a manner that the Board of Directors deems satisfactory, evidence that the issue or conversion of the shares shall not result in such shares being held by a "US person" (as defined hereafter).

Every share shall be fully paid-up.

The Company will recognise only one holder in respect of a share in the Company unless otherwise determined by the Board of Directors and disclosed in the prospectus of the Company. In the event of joint ownership or bare ownership and usufruct, the Company may suspend the exercise of any right deriving from the relevant share or shares until one person shall have been designated to represent the joint owners or bear owners and usufructaries vis-à-vis the Company.

In the case of joint shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

Art. 7. Issue of shares. The Board of Directors is authorized without limitation to issue at any time new and fully paid-up shares in the Company without reserving to existing shareholders of the Company any preferential right to subscribe to shares to be issued.

The Board of Directors may reduce the frequency at which shares shall be issued in a Sub-Fund. The Board of Directors may, in particular, decide that shares of a Sub-Fund shall only be issued during one or several determined periods or at such other frequency as provided for in the prospectus of the Company, but at least twice a month.

Whenever the Company offers shares for subscription, the subscription price per share shall be equal to the net asset value per share of the relevant class (the "Net Asset Value"), as determined in compliance with Article 12 hereunder, on the applicable valuation day (the "Valuation Day") (as defined in the prospectus of the Company). Such price may be increased by any applicable sales commissions as described in the prospectus of the Company. The subscription price so determined shall be payable as stipulated in the prospectus of the Company.

Subscription requests may be suspended under the terms and in accordance with the provisions of Article 13 of these Articles of Incorporation.

The Board of Directors may delegate to any director, officer or any duly authorized agent the power to accept subscriptions, to receive in payment the subscription price of new shares to be issued and to deliver them to the shareholders.

In the event that the subscription price of the shares to be issued will not be paid by the shareholder concerned, the Company may cancel the issue of such shares thereby reserving the right to claim expenses and commissions in relation to such issue.

The Company may accept to issue shares against a contribution in kind of securities in compliance with the conditions set forth by Luxembourg law and in particular, the obligation to deliver a valuation report by the auditor of the Company inasmuch as such securities be in accordance with the investment policy and objectives of the concerned Sub-Fund, as defined in the prospectus of the Company.

Art. 8. Redemption of shares. Any shareholder may request the Company to redeem all or part of his shares in accordance with the requirements set forth by the Board of Directors in the prospectus of the Company and within the limits provided by the Law of 2010 and by these Articles of Incorporation.

Unless otherwise provided for in the sales documents, any shareholder may request the redemption of all or part of his shares by the Company under the terms, conditions and limits set forth by the Board in the sales documents and within the limits provided by law and these Articles. Any redemption request must be filed by such shareholder in written form, subject to the conditions set out in the sales documents of the Company, at the registered office of the Company or with any other person or entity appointed by the Company as its agent for redemption of shares, together with the delivery of the certificate(s) for such shares in proper form (if issued).

The redemption price per share shall be payable within a period as determined by the Board of Directors and mentioned in the prospectus of the Company, in accordance with a policy determined by the Board of Directors from time to time, provided that the redemption form have been received by the Company subject to the provisions hereunder.

The redemption price shall be equal to the Net Asset Value per share of the relevant Class, as determined by the provisions of Article 12 of these Articles of Incorporation less any redemption charges and/or commissions at the rate as may be provided by the prospectus of the Company. The redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine. From the redemption price there may further be deducted any deferred sales charge if such shares form part of a Class in respect of which a deferred sales charge has been contemplated in the sales documents.

The Board may determine the notice period, if any, required for lodging any redemption request of any specific Class or Classes.

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

With the consent of or upon request from the shareholder(s) concerned, the Board may (subject to the principle of equitable treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the shares to be redeemed as described in the sales documents.

If, as a result of any request for redemption, the number or the total Net Asset Value of shares held by a shareholder in a Class of shares shall fall below such number or such value as determined by the Board of Directors and disclosed in the prospectus of the Company from time to time, the Company may request such shareholder to redeem the total number or the full amount of his shares belonging to such Class of shares.

The Company may accept to deliver transferable securities and money market instruments against a request for redemption in kind, provided that the relevant shareholder formally agrees to such delivery, that all Luxembourg law provisions have been respected, and in particular the obligation to present an evaluation report from the auditor of the Company. The value of such transferable securities and money market instruments shall be determined according to the principle used for the calculation of the Net Asset Value. The Board of Director must make sure that the redemption in kind of such shares shall not be detrimental to the other shareholders of the Company. The specific costs for such redemptions in kind, in particular the costs of the special audit report, will have to be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company.

All redeemed shares of the Company shall be cancelled.

No redemption or conversion by a single shareholder may, unless otherwise decided by the Board, be for an amount of less than that of the minimum holding amount as determined from time to time by the Board.

If a redemption or conversion would reduce the value of the holdings of a single shareholder of shares of one Sub-Fund or Class below the minimum holding amount as the Board shall determine from time to time, then such shareholder may be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such Sub-Fund or Class.

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

Redemption requests may be suspended under the terms and in accordance with the provisions of Article 14 of these Articles of Incorporation.

If the aggregate total number of redemption/conversion requests received for one relevant Sub-Fund at a given Valuation Day exceeds a percentage of the Net Asset Value of the concerned Sub-Fund as determined by the Board of Directors and set out in the prospectus of the Company, the Board of Directors may decide to proportionally reduce and/or postpone such redemption/conversion requests, so as to reduce the number of shares redeemed/converted as at that day down to the relevant percentage of the Net Asset Value of the concerned Sub-Fund. Any redemption/conversion request so reduced or postponed shall be received in priority to other redemption/conversion requests received at the next applicable Valuation Day, subject to the above mentioned limit of the relevant percentage % of the Net Asset Value.

In normal circumstances the Board of Directors will maintain an adequate level of liquid assets in every Sub-Fund in order to meet redemption requests.

Art. 9. Conversion of shares. Except when specific restrictions are decided by the Board of Directors and mentioned in the prospectus of the Company, any shareholder is authorized to request the conversion within the same Sub-Fund or between Sub-Funds of all or part of his shares of one Class into shares of the same or of another Class.

The price for the conversion of shares shall be calculated at the Net Asset Value by reference to the two relevant Classes, on the same Valuation Day and taking into account of the conversion charges, if any, applicable to the relevant Classes.

The Board of Directors may set such restrictions that it shall deem necessary as to the frequency, terms and conditions of conversions of shares.

If, as a result of a conversion of shares, the number or the total Net Asset Value of the shares held by a shareholder in a specific Class of shares should fall under such number or such value as determined by the Board of Directors, the Company may request that such shareholder convert all of his shares of such Class. The shares which have been converted shall be cancelled.

Conversion requests may be suspended under the terms and in accordance with the provisions of Article 13 of these Articles of Incorporation.

Art. 10. Restrictions to the ownership of shares in the Company. The Company may restrict or prevent the ownership of shares in the Company to any individual person or legal entity if such ownership is a breach of the Law or is in other ways jeopardizing the Company.

More specifically, the Company shall have the power to restrict or prevent the ownership of shares by "US persons" such as defined hereunder and, for such purposes, the Company may:

A) decline to issue shares and register the transfer of shares where it results or may result that the issue, or the transfer of such share would lead to the beneficial ownership of such shares by a US person;

B) request any person who is entered in the shareholders' register, or any other person who wishes to register the transfer of shares, to provide the Company with all the necessary information which it shall deem appropriate and supported by affidavit in order to determine whether or not these shares are owned or shall be owned by US persons, and

C) decline to accept the vote of any person who is precluded from holding shares in the Company at any meeting of shareholders of the Company;

D) proceed with a compulsory redemption of all or part of such shares if it appears that a US person, whether alone or together with other persons, is the owner of shares in the Company or has provided the Company with forged certificates and guarantees or has omitted to provide the information and guarantees as determined by the Board of Directors. In this event, the following procedure shall be applied:

1) The Company shall send a notice (the "Redemption Notice") to the shareholder entered in the register as the owner of the shares; the Redemption Notice shall specify the shares to be redeemed, the redemption price to be paid and the place at which the redemption price is payable. The Redemption Notice shall be sent by registered mail addressed to the shareholder's last known address or to the address entered in the register of the shareholders. Immediately after the close of business on the date specified in the Redemption Notice, the shareholder shall cease to be the owner of the shares mentioned in such notice, his name shall no longer appear in the shareholders' register and the relevant shares shall be cancelled. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates (if issued) representing the shares specified in the Redemption Notice.

2) The price at which the shares mentioned in the Redemption Notice shall be redeemed, shall be an amount equal to the net asset value of the shares of the Company according to Article 12 hereof, less any redemption charge payable in respect thereof.

Where it appears that, due to the situation of the shareholder, payment of the redemption price by the Company, any of its agents and/or any other intermediary may result in either the Company, any of its agents and/or any other intermediary to be liable to a foreign authority for the payment of taxes or other administrative charges, the Company may further withhold or retain, or allow any of its agents and/or other intermediary to withhold or retain, from the Redemption

Price an amount sufficient to cover such potential liability until such time that the shareholder provide the Company, any of its agents and/or any other intermediary with sufficient comfort that their liability shall not be engaged, it being understood (i) that in some cases the amount so withheld or retained may have to be paid to the relevant foreign authority, in which case such amount may no longer be claimed by the shareholder, and (ii) that potential liability to be covered may extend to any damage that the Company, any of its agents and/or any other intermediary may suffer as a result of their obligation to abide by confidentiality rules.

3) Payment of the redemption price shall be made to the shareholder appearing as the owner of the shares in the currency of denomination of the relevant Sub-Fund or Class except in times of exchange rates restrictions, and such price shall be deposited with a bank in Luxembourg or elsewhere (as specified in the Redemption Notice). Such bank shall thereafter transfer such price to the relevant shareholder as indicated in the Redemption Notice.

Upon payment of the price pursuant to these conditions, no person interested in the shares specified in the Redemption Notice shall have any future interest in these shares and shall have no power to make any claim against the Company and its assets, except the right for the shareholder appearing as the owner thereof to receive the price deposited (with no interest) at the bank.

4) The exercise by the Company of the powers conferred by the present Article shall not be questioned or invalidated in any case, on the ground that there is insufficient evidence of ownership of shares or that a share was owned by another person than appeared to the Company when sending the Redemption Notice, provided that the Company exercised its powers in good faith; and

E) Decline to accept the vote of any US person at any meeting of shareholders of the Company:

Whenever used in these Articles, the term "US person" shall mean a national or resident of the United States of America, a partnership organized or existing under the laws of any state, territory, possession of the United States of America ("USA") or a corporation organized under the laws of the USA or any other state, territory or possession of the USA or any trust other than a trust the income of which arising from sources outside the United States of America is not included in the gross income for the purposes of computing of United States federal income tax. In addition to the foregoing, the Board of Directors may restrict the issue and transfer of Shares of a Sub-Fund to the institutional investors within the meaning of Article 174 (2) of the Law of 2010 ("Institutional Investor(s)"). The Board of Directors may, at its discretion, delay the acceptance of any subscription application for Shares of a Sub-Fund reserved for Institutional Investors until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of Shares of a Sub-Fund reserved to Institutional Investors is not an Institutional Investor, the Board of Directors will convert the relevant Shares into Shares of a Sub-Fund which is not restricted to Institutional Investors (provided that there exists such a Sub-Fund with similar characteristics) or compulsorily redeem the relevant Shares in accordance with the provisions set forth above in this Article. The Board of Directors will refuse to give effect to any transfer of Shares and consequently refuse for any transfer of Shares to be entered into the register of shareholders in circumstances where such transfer would result in a situation where Shares of a Sub-Fund restricted to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor. In addition to any liability under applicable law, each shareholder who does not qualify as an Institutional Investor, and who holds Shares in a Sub-Fund restricted to Institutional Investors, shall hold harmless and indemnify the Company, the Board of Directors, the other shareholders of the relevant Sub-Fund and the Company's agents for any damages, losses and expenses resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an Institutional Investor or has failed to notify the Company of its loss of such status.

Art. 11. Termination and merger of Sub-Funds or Classes.

A) A Sub-Fund or a Class may be terminated by resolution of the Board of Directors if the Net Asset Value of a Sub-Fund or a Class is below a level at which the Board of Directors considers that its management may not be easily ensured or in the event of special circumstances beyond its control, such as political, economic, or military emergencies, or if the Board of Directors should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Sub-Fund or a Class to operate in an economically efficient manner, and with due regard to the best interests of shareholders, that a Sub-Fund or a Class should be terminated. In such event, the assets of the Sub-Fund or the Class shall be realized, the liabilities discharged and the net proceeds of realization distributed to shareholders in proportion to their holding of shares in that Sub-Fund or Class against such evidence of discharge as the Board of Directors may reasonably require. The Company shall send a notice to the shareholders of the relevant Sub-Fund or Class of shares before the effective date of such termination. Such notice shall indicate the reasons for such termination as well as the procedures to be enforced. Unless otherwise stated by the Board of Directors, shareholders of such Sub-Fund or Class of shares may continue to apply for the redemption or the conversion of their shares free of charge, but on the basis of the applicable Net Asset Value, taking into account the estimated liquidation expenses.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the general meeting of shareholders of any one or all classes of shares issued in any Sub-Fund will, in any other circumstances, have the power, upon proposal from the Board of Directors, to redeem all the shares of the relevant class or classes and refund to the shareholders the net asset value of their shares (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements

for such general meeting of shareholders which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting.

The assets that were not distributed to their owners upon redemption shall be deposited with the Caisse de Consignation in Luxembourg on behalf of their beneficiaries.

B) A Sub-Fund or a Class may merge with one or more other Sub-Funds or Classes by resolution of the Board of Directors if the Net Asset Value of a Sub-Fund or a Class is below at a level at which the Board of Directors considered that its management may not be easily ensured or in the event of changes or in the event of special circumstances beyond its control, such as political, economic, or military emergencies, or if the Board of Directors should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Sub-Fund or a Class to operate in an economically efficient manner, and with due regard to the best interests of shareholders, that a Sub-Fund or a Class should be merged. The notification of such decision shall be similar to the one described above in paragraph A of this Article (such notification shall, in addition, include the characteristics of the new Sub-Fund or Class). Every shareholder of the relevant Sub-Funds, or Classes shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost during a period of one month before the effective date of the merger. At the end of the one-month period, the decision shall bind all shareholders who have not used the possibility of requesting the redemption or conversion of their shares without any cost.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, a contribution of the assets and of the liabilities attributable to any Sub-Fund to another Sub-Fund within the Company may in any other circumstances be decided upon by a general meeting of the shareholders of the class or classes of shares issued in the Sub-Fund concerned for which there shall be no quorum requirements and which will decide upon such an amalgamation by resolution taken by simple majority of those present or represented and voting at such meeting.

In the same circumstances as those described above, the contribution of the assets and liabilities of a particular sub-fund or class of shares of another Luxembourg undertaking for collective investment (UCI) created pursuant to Part I of the Law of 2010, to a particular Sub-Fund or Class of shares of the Company, may be decided upon a proposal of the Board of Directors. Such decision will be notified in the same manner as described above under A). The contribution shall be subject to a valuation report from an auditor, similar to the auditor's report required by the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "1915 Law"), in relation to a contribution in kind.

In the same circumstances as those described in paragraph A) of this Article, the transfer of assets and liabilities of a Sub-Fund or Class of shares to another UCI or to a sub-fund or class of shares of such UCI may be decided, by the Board of Directors, Such decision shall be notified in the same manner as described above under A) and, in addition, the notification shall include characteristics of the other UCI. Such notification shall be made one month prior to the date on which the contribution becomes effective, so as to allow shareholders to request the redemption of their shares free of charge. The contribution shall be subject to a valuation report from the auditor of the Company, similar to the auditor's report required by the 1915 Law, in relation to a contribution in kind.

In the case of a transfer to a mutual investment fund, the transfer shall only be binding on the shareholders of the relevant sub-fund or class having formally approved the transfer.

In the event that the Board of Directors believes it is required in the interests of the shareholders of the relevant Sub-Fund or that a change in the economic or political situation relating to the Sub-Fund concerned has occurred which would justify it, the reorganization of one Sub-Fund, by means of a division into two or more Sub-Funds, may be decided by the Board of Directors. Such decision will be notified in the same manner as described above under A).

C) If within a Sub-Fund different Classes of shares have been issued as described in Article 5 of these Articles of Incorporation, the Board of Directors may decide that the shares of one Class be converted into shares of another Class at the time where the features applicable to the shares of a given Class are no more applicable to such Class. Such conversion shall be carried out without costs for the shareholders, based on the applicable Net Asset Values. Any shareholder of the relevant Class shall have the possibility to request for redemption of his shares without any cost for a period of one month before the effective date of such compulsory conversion.

Art. 12. Net Asset Value. The Net Asset Value of the shares of each Sub-Fund and Class of shares of the Company as well as the issue and redemption prices shall be determined by the Company, or by any third party entrusted by the Company to calculate the Net Asset Value pursuant to a periodicity to be defined by the Board of Directors, but at least twice a month. Such Net Asset Value shall be calculated in the reference currency of the relevant Sub-Fund or Class or in any other currency as the Board of Directors may determine. The Net Asset Value shall be calculated by dividing the net assets of the relevant Sub-Fund by the number of shares issued in such Sub-Fund taking into account, if needed, the allocation of the net assets of this Sub-Fund into the various Classes of shares in this Sub-Fund (as described in Article 6 of these Articles).

The day on which the Net Asset Value shall be determined the ("Valuation Day") will be defined in the prospectus of the Company.

I. The assets of the Company shall include:

1) all cash on hand or on deposit, including any interest accrued thereon;

2) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);

3) all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

5) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such assets;

6) the preliminary expenses of the Company, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off;

7) all other assets of any kind and nature including expenses paid in advance.

The assets of each Sub-Fund shall be valued in the following manner:

1) The value of any cash on hand or on deposit, bills, demand notes and accounts receivables, prepaid expenses, dividends and interests matured but not yet received shall be represented by the par-value of these assets except however if it appears that such value is unlikely to be received. In the latter case, the value shall be determined by deducting a certain amount to reflect the true value of these assets.

2) The value of transferable securities, money market instruments and/or financial derivative instruments listed on an official Stock Exchange or dealt in on a regulated market which operates regularly and is recognized and open to the public (a "Regulated Market") as defined by laws and regulations in force is based on the latest known price and if such transferable securities are dealt in on several markets, on the basis of the latest known price on the main market for such securities. If in the opinion of the Board of Directors the latest known price is not representative, the value shall be determined based on a reasonably foreseeable sales price to be determined prudently and in good faith.

3) In the event that any transferable securities or/and money market instruments are not listed or dealt in on any stock exchange or any other Regulated Market operating regularly, recognized and open to the public as defined by laws and regulations in force, the value of such assets shall be assessed on the basis of their foreseeable sales price estimated prudently and in good faith.

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

5) Credit default swaps will be valued at their present value of future cash flows by reference to standard market conventions, where the cash flows are adjusted for default probability. Interest rate swaps will be valued at their market value established by reference to the applicable interest rates' curve. Other swaps will be valued at fair market value as determined in good faith pursuant to the procedures established by the board of directors and recognised by the auditor of the Company.

6) The value of money market instruments not listed or dealt in on any stock exchange or any other Regulated Market and with remaining maturity of less than 12 months and of more than 90 days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money market instruments with a remaining maturity of 90 days or less will be valued by the amortized cost method, which approximates market value.

7) Units of UCITS and/or other UCI will be evaluated at their last available net asset value per unit or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the Board of Directors on a fair and equitable basis. 8) All other securities and other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors.

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 rates last quoted by major banks. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the Board of Directors.

The Board of Directors, or any appointed agent, at its sole 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.

Every other asset shall be assessed on the basis of the foreseeable realization value which shall be estimated prudently and in good faith.

II. The liabilities of the Company shall include:

1) all loans, bills and accounts payable;

2) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);

3) all accrued or payable expenses (including but not limited to administrative expenses, management fees, including incentive fees -if any-, custodian fees, and corporate agents' fees);

4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company;

5) an appropriate provision for future taxes based on capital and income to the Valuation Day as determined from time to time by the Company, and other reserves (if any) authorized and approved by the Board of Directors, as well as such amount (if any) as the Board of Directors;

6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise but not be limited to fees (investment management fees and performance fees, if any) payable to its investment managers, fees and expenses payable to its Auditor and accountants, Custodian (as defined in Article 28 herein below) and its correspondents, administrative agent and paying agent, any listing agent, domiciliary agent, any distributor(s) and permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the Directors and officers of the Company and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses including the costs of preparing, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, the costs for the publication of the issue, conversion, if any, and redemption prices and all other operating expenses, the costs for the publication of the issue and redemption prices, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount payable for yearly or other periods.

III. The assets shall be allocated as follows:

(a) the proceeds from the issue of each Share are to be applied in the books of the relevant Sub-fund to the pool of assets established for such Sub-fund and the assets and liabilities and incomes and expenditures attributable thereto are applied to such portfolio subject to the provisions set forth hereafter;

(b) where any asset is derived from another asset, such asset will be applied in the books of the relevant Sub-fund from which such asset was derived, meaning that on each revaluation of such asset, any increase or diminution in value of such asset will be applied to the relevant portfolio;

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

(d) where any asset or liability of the Company cannot be considered as being attributable to a particular portfolio, such asset or liability will be allocated to all Sub-funds prorata to the Sub-fund's respective net asset value at their respective launch dates;

(e) upon the payment of dividends to the Shareholders in any Sub-fund, the net asset value of such Sub-fund shall be reduced by the gross amount of such dividends.

IV. For the purpose of valuation under this article:

(a) shares of the relevant Sub-fund in respect of which the Board has issued a redemption notice or in respect of which a redemption request has been received, shall be treated as existing and taken into account on the relevant Valuation Day, and from such time and until paid, the redemption price therefore shall be deemed to be a liability of the Company;

(b) all investments, cash balances and other assets of any Sub-fund expressed in currencies other than the currency of denomination in which the net asset value of the relevant Sub-fund is calculated, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of shares;

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

(d) where the Board is of the view that any conversion or redemption which is to be effected will have the result of requiring significant sales of assets in order to provide the required liquidity, the value may, at the discretion of the Board be effected at the actual bid prices of the underlying assets and not the last available prices. Similarly, should any subscription or conversion of shares result in a significant purchase of assets in the Company, the valuation may be done at the actual offer price of the underlying assets and not the last available price.

All valuation principles and calculations shall be interpreted and made in accordance with generally accepted accounting principles.

If the Board of Directors considers that the Net Asset Value calculated on a given Valuation Day is not representative of the true value of the Company's shares, or if, since the calculation of the Net Asset Value, there have been significant fluctuations on the stock exchanges concerned, the Board of Directors may decide to take into account these circumstances and to actualize the Net Asset Value on that same day. In these circumstances, all subscription, redemption and conversion requests received for that day will be handled on the basis of the actualized Net Asset Value with care and good faith.

Art. 13. The Board of Directors may authorize investment and management of all or any part of the portfolio of assets established for two or more Sub-Funds on a pooled basis, or of all or any part of of the portfolio of assets of the Company on a co-managed or cloned basis with assets belonging to other Luxembourg collective investment schemes, all subject to appropriate disclosure and compliance with applicable regulations.

Art. 14. Suspension of calculation of the Net Asset Value per share, of the issue, conversion and redemption of shares. Without prejudice to the legal causes of suspension, the Board of Directors of the Company may suspend at any time the determination of the Net asset Value per share of one or several Sub-Funds and the issue, redemption and conversion of shares in the following cases:

a) when any of the principal stock exchanges, on which a substantial portion of the assets of one or more Sub-Funds is quoted, is closed other than for ordinary holidays, or during which dealings therein are suspended or restricted;

b) when the market of a currency, in which a substantial portion of the assets of one or more Sub-Fund(s) or Class (es) is denominated, is closed other than for ordinary holidays, or during which dealings therein are suspended or restricted;

c) when any breakdown arises in the means of communication normally employed in determining the value of the assets of one or more Sub-Fund(s) or Class(es) of the Company or when for whatever reason the value of one of the Company's investments cannot be rapidly and accurately determined;

d) when exchange restrictions or restrictions on the transfer of capital render the execution of transactions on behalf of the Company impossible, or when purchases or sales made on behalf of the Company cannot be carried out at normal exchange rates;

e) when political, economic, military, monetary or fiscal circumstances which are beyond the control, responsibility and influence of the Company prevent the Company from disposing of the assets, or from determining the Net Asset Value, of one or more Sub-Fund(s) or Class(es) in a normal and reasonable manner;

f) as a consequence of any decision to liquidate or dissolve the Company or one or several Sub-Fund(s);

g) any other circumstances beyond the control of the Board of Directors as determined by the Directors in their discretion.

In case of suspension of such calculation, the Company shall immediately inform in an appropriate manner the shareholders who have requested the subscription, redemption or conversion of shares in this or these Sub-Funds.

Any suspension of the calculation of the Net Asset Value of the shares in one or several Sub-Funds shall be published, if appropriate, by any appropriate ways.

During the suspension period, shareholders may cancel any application filed for the subscription, redemption or conversion of shares. In the absence of such cancellation, the shares shall be issued, redeemed or converted by reference to the first calculation of the Net Asset Value carried out following the close of such suspension period.

In exceptional circumstances which may be detrimental to the shareholders' interests (for example large numbers of redemption, subscription or conversion requests, strong volatility on one or more markets in which the Sub-Fund(s) or Class(es) is (are) invested), the Board of Directors reserves the right to postpone the determination of the Net Asset Value of this (these) Sub-Fund(s) or Class(es) until the disappearance of these exceptional circumstances and if the case arises, until any essential sales of securities on behalf of the Company have been completed.

In such cases, subscriptions, redemption requests and conversions of shares which were suspended simultaneously will be satisfied on the basis of the first Net Asset Value calculated thereafter.

Art. 15. General meetings of shareholders. The meeting of shareholders of the Company validly set up shall represent all the shareholders of the Company. Its resolutions shall be binding upon all shareholders of the Company regardless of the Sub-Fund and Classes of Shares held by them. It shall have the broadest powers to order, carry out or ratify all acts relating to the operations of the Company.

The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Company or at any such other place in the municipality of the registered office, as shall be specified in the notice of meeting, on the second Thursday in the month of October at 3.00 p.m. If this day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day in Luxembourg. The annual general meeting can be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances require this relocation.

The other general meetings of shareholders shall be held at a date, time and place specified in the convening notices.

Decisions concerning the general interest of the Company's shareholders are taken during a general meeting of all the shareholders and decisions concerning specific rights of the shareholders of one Sub-Fund or Class of Shares shall be taken during a general meeting of this Sub-Fund or of this Class of Shares. Two or several Sub-Funds or Classes may be treated as one single Sub-Fund or Class if such Sub-Funds or Classes are affected in the same way by the proposals requiring the approval of shareholders of the relevant Sub-Funds or Classes.

The quorum and notice periods required by law shall govern the convening and the conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each whole share of each Sub-Fund and of each Class, regardless of its net asset value, is entitled to one vote, subject to the restrictions contained in these Articles of Incorporation. Shareholder may vote either in person or through a written proxy to another person who need not to be a shareholder and may be a Director, or by means of a dated and duly completed form which must include the information as set out herein.

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

Shareholders may also vote by. The Board of Directors may in its absolute discretion indicate in the convening notice that the form must include information in addition to the following information: the name of the Company, the name of the shareholder as it appears in the register of shareholders; the place, date and time of the meeting; the agenda of the meeting; an indication as to how the shareholder has voted.

In order for the votes expressed by such form to be taken into consideration for the determination of the quorum, the form must be received by the Company or its appointed agent before the date specified therein.

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

Shareholders taking part in a meeting through video-conference or through other means of communication allowing their identification are deemed to be present for the computation of the quorums and votes. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting.

Co-owners, usufructuaries and bare-owners, creditors and secured debtors shall be respectively represented by a single and same person. Except as otherwise required by law or as otherwise provided herein, resolutions at meetings of shareholders shall be passed by a simple majority of the validly cast votes of shareholders, which for the avoidance of doubt shall not include abstention, nil vote and blank ballot paper.

Shareholders shall meet upon call by the Board of Directors, pursuant to a notice setting forth the name of the Company, the location, date, and time of the meeting, presence and quorum requirements and the agenda, published in accordance with the Luxembourg law.

The agenda is prepared by the Board of Directors which, if the meeting is convened following a written demand from the shareholders, as it is foreseen by law, shall take into account the items that shall be asked to be examined by the meeting.

Nevertheless, if all shareholders are present or represented and if they state that they know the agenda, the meeting may be held without prior publication.

The minutes of general meetings are signed by the members of the bureau and by the shareholders who so request. Copies or extracts of such minutes, which need to be produced in judicial proceedings or otherwise shall be signed by:

- either 2 directors;

- or by the persons authorized by the Board of Directors.

Art. 16. Directors. The Company shall be managed by a Board of Directors composed of not less than three members. The members of the Board of Directors shall not necessarily be shareholders of the Company.

The Directors shall be elected at the annual general meeting of shareholders and for the first time after the incorporation of the Company, for a period ending at the next annual general meeting and until their successors are elected and qualify. The Directors shall be eligible for re-election.

If a legal entity is appointed as Director, such legal entity must designate a physical person as its permanent representative who shall perform this role in the name and on behalf of the legal entity. The relevant legal entity may only remove its permanent representative if it appoints his successor at the same time.

In this respect, a third party shall have no right to demand the justification of powers; the mere qualification of representative or of delegate of the legal entity being sufficient.

The term of office of outgoing directors not re-elected shall end immediately after the general meeting which has proceeded to their replacement.

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

In the event of a vacancy in the office of a Director because of death, retirement, dismissal or otherwise, the remaining Directors may appoint, at the majority of votes, a Director to temporarily fill such vacancy until the next meeting of shareholders which shall ratify such appointment.

Art. 17. Chairmanship and Board Meetings. The Board of Directors shall choose from among its members a chairman and may choose from among its members one or more vice-chairmen. It may also appoint a secretary who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman or any two Directors, at the place, date and time indicated in the notice of meeting. Any Director may act at any meeting by appointing another Director as his proxy, in writing, by telefax or any other similar written means of communication. Any director may represent one or more of his colleagues. Directors may also cast their vote in writing by telefax or any other similar written means of communi-

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

The Board of Directors meets under the presidency of its chairman, or in his absence, the Board of Directors may appoint another director to chair such meetings.

The Board of Directors can deliberate or act validly only if at least half of the total number of directors is present or represented. Resolutions are taken by a majority vote of the Directors present or represented at such meeting. In the event that, at any Board of Directors meeting, the number of votes for and against a resolution are equal, the chairman or in his absence the chairman pro tempore of the meeting shall have a casting vote.

Any Director may participate at a meeting of the Board of Directors by conference call or video-conference or by other similar means of communication whereby all persons participating in a meeting can hear one another on a continuous basis and allowing an effective participation of all such persons at the meeting. The participation to a meeting by such means of communication is equivalent to a physical presence at such meeting. A meeting held through such means of communication is deemed to be held at the registered office of the Company.

Notwithstanding the clauses mentioned here above, a resolution from the Board of Directors may also be passed via a circular resolution. This resolution shall be approved by all the Directors whose signatures shall be either on a single document or on several copies of it. Such a resolution shall have the same validity and force as if it had been taken during a meeting of the Board of Directors, legally convened and held.

The minutes of the meetings of the Board of Directors shall be signed by the chairman or in his absence, by the chairman pro tempore who chaired such meeting. Copies or extracts of such minutes, intended to be produced in judicial proceedings or otherwise, shall be signed by the chairman, by the secretary, or by any two Directors or by any person authorized by the Board of Directors.

Art. 18. Powers of the Board of Directors. The Company will be bound by the joint signature of any two Directors or by the joint or single signature of any Director or officer to whom authority has been delegated by the Board of Directors. All powers not expressly reserved by law or by the present Articles of Incorporation to the general meeting of shareholders are within the scope of competence of the Board of Directors.

Art. 19. Investment Policy. The Board of Directors, based upon the principle of risk spreading, has the power to determine the corporate and the investment policies to be applied in respect of each Sub-Fund and the course of conduct of the management and business affairs of the Company.

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

Art. 20. Daily Management. The Board of Directors from time to time may appoint the officers of the Company, including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Company. Any such appointment may be revoked at any time by the Board of Directors. Officers need not be Directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in these Articles of Incorporation, shall have the powers and duties given them by the Board of Directors.

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the Board of Directors. The Board of Directors may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board of Directors or not) as it thinks fit.

Art. 21. Representation - Judicial acts and actions - Commitments of the Company. The Company will be legally represented:

- either by the chairman of the Board of Directors; or

- jointly by two Directors; or

- by the representative(s) in charge of the daily management and/or the general manager and/or the general secretary acting together or separately, up to the limit of their powers as determined by the Board of Directors.

Besides, the Company will be validly committed by specially authorized agents within the limits of their mandates.

Legal actions, in a capacity as either claimant or defendant, shall be followed up in the name of the Company by a member of the Board of Directors or by the representative appointed to that effect by the Board of Directors.

The Company will be bound by the joint signature of any two Directors or by the joint or single signature of any Director or officer to whom authority has been delegated by the Board of Directors.

Art. 22. Invalidation Clause and Transactions with Connected Persons. No contract or other transaction between the Company and other companies or firms 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 firm or company or by the fact that he would be a director, partner, manager or employee of it. Any Director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company contracts or otherwise engages in business shall not be prevented, by reason

of such an affiliation with such other company or firm but subject as hereinafter provided, from considering, voting and acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company would have a personal interest in a transaction of the Company, such Director or officer shall make known to the Board of Directors such personal interest and he shall not consider or vote on any such transaction; and such transaction and such Director's or manager's personal interest shall be reported to the next general meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving Coeli AB or any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors unless such a "personal interest" is considered to be a conflicting interest by applicable laws and regulations.

All transactions carried out by or on behalf of the Company must be at arm's length and executed on the best available terms.

Art. 23. Indemnifications. The Company may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified. Such person shall be indemnified in all circumstances except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which he may be entitled.

Art. 24. Auditor. In accordance with the Law, the Company shall appoint an independent auditor ("Réviseur d'Entreprises agréé"). The independent auditor shall be elected by the annual general meeting of shareholders and serve until its successor shall have been elected and shall be remunerated by the Company.

Art. 25. Custody of the assets of the Company. The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the Luxembourg laws and the Law of 2010 (the "Custodian"). All securities, cash and other assets of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its shareholders the responsibilities provided by the laws.

In the event of the Custodian desiring to retire, the Board of Directors shall use their best endeavours to find within two months a corporation to act as custodian and upon doing so the Board of Directors shall appoint such corporation to be custodian in place of the retiring Custodian. The Board of Directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this provision to act in the place thereof.

Art. 26. Investment advisers and managers. The Company may conclude under its overall control and responsibility one or several management or advisory agreements with any Luxembourg or foreign entity by which such entity or any other previously approved company shall provide the Company with advice, recommendations and management services regarding the investment policy of the Company in accordance with the Law of 2010 and with the present Articles of Incorporation. In the event of termination of said agreements in any manner whatsoever, the Company will, if applicable, change its name forthwith upon the request of any investment adviser(s) or manager(s) to another name not resembling the one specified in Article 1 hereof.

Art. 27. Accounting year - Annual and periodical report. The accounting year of the Company shall begin on first of July of each year and shall terminate on the last day of June of the following year. The consolidated accounts of the Company shall be expressed in Euros.

Where there shall be different Sub-Funds, as provided for by Article 5 of these Articles of Incorporation, and if the accounts within such sub-funds are kept in different currencies, such accounts shall be converted into Euros and added together for the purpose of determining the accounts of the Company.

Art. 28. Allocation of the annual result. Upon the Board of Directors' proposal and within legal limits, the general meeting of shareholders of the Class(es) issued in any Sub-Fund shall determine how the results of such Sub-Fund shall be allocated and may from time to time declare or authorize the Board of Directors to declare distributions.

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

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses recorded in the register of shareholders. Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon to the agent or agents thereto designated by the Company.

Distributions may be paid in such currency and at such time and place as the Board of Directors shall determine.

The Board of Directors may decide to distribute dividends in the form of new shares in lieu of cash dividends upon such terms and conditions as may be set forth by the Board of Directors.

Any declared distribution that has not been claimed by its beneficiary within five years of its attribution may not be subsequently reclaimed and shall revert to the Sub-Fund relating to the relevant Class(es) of shares.

The Board of Directors has all powers and may take all measures necessary for the implementation of this provision.

No interest shall be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

The payment of revenues shall be due for payment only if the currency regulations enable to distribute them in the country where the beneficiary lives.

Art. 29. Dissolution. The Company may at any time be dissolved by a resolution of the general meeting subject to the quorum and majority requirements referred to in Article 30 of the present Articles of Incorporation.

In the event of a dissolution of the Company, the liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities represented by physical persons, designated by the general meeting of shareholders which shall determine their powers and their compensations.

If the capital of the Company falls below two thirds of the minimum legal capital, the Directors must submit the question of the dissolution of the Company to the general meeting for which no quorum shall be prescribed and which shall decide by simple majority of the shares present or represented at the meeting. If the capital falls below one fourth of the minimum legal capital, no quorum shall be prescribed but the dissolution may be resolved by shareholders holding one fourth of the shares presented 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 have fallen below respectively two thirds or one fourth of the minimum capital.

The net proceeds of liquidation corresponding to each Class shall be distributed by the liquidators to the holders of shares of each Class of each Sub-Fund in proportion of the rights attributable to the relevant Class of shares.

Art. 29. Amendments to the Articles of Incorporation. The present Articles of Incorporation may be amended from time to time by a general meeting of shareholders subject to the quorum and majority requirements required by Luxembourg law and by the provisions of the present Articles of Incorporation. Any amendment affecting the rights of the holders of Shares of any Class or Sub-Fund vis-à-vis those of any other Class or Sub-Fund shall be subject, to the said quorum and majority requirements in respect of each such relevant Class or Sub-Fund.

Art. 30. Applicable Law. All matters not governed by these Articles of Incorporation shall be subject to the 1915 Law amended and to the Law of 2010."

Transitory dispositions

- The first accounting year will begin on the date of the incorporation of the Company and will end on 30 June 2013.
- Exceptionally the first annual general meeting will be held on the last Friday in the month of August 2013.

Subscription and Payment

The share capital of the Company is subscribed as follows:

PURE CAPITAL S.A., prenamed, subscribes for three hundred and ten (310) shares of the Sub-Fund PURE CAPITAL SICAV-WEALTH RC, resulting in a total payment of thirty-one thousand Euro (EUR 31,000.-).

Evidence of the above payment, totalling thirty-one thousand Euro (EUR 31,000.-) was given to the undersigned notary.

Expenses

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

Statements

The notary drawing up the present deed declares that the conditions set forth in articles 26, 26-3 and 26-5 of the law of 10 August 1915 on commercial companies, as amended, have been fulfilled and expressly bears witness to their fulfilment.

General meeting of shareholders

The above named person, representing the entire subscribed capital and considering itself as fully convened, has immediately taken the following resolutions:

First resolution

The following persons are appointed directors of the Company for a term expiring at the date of the next annual general meeting:

Chairman:

Mr. Patrick VANDER EECKEN, Managing Director PURE CAPITAL S.A., professionally residing in L-8009 Strassen, 117, route d'Arlon.

Members of the board of directors:

Mr. Bernard PONS, Managing Director PURE CAPITAL S.A., professionally residing in L-8009 Strassen, 117, route d'Arlon.

Mr. Philippe MELONI, Managing Director LEMANIK ASSET MANAGEMENT LUXEMBOURG S.A., professionally residing in L-8217 Mamer, 41, Op Bierg.

Mr. Gianluigi SAGRAMOSO, Managing Director LEMANIK S.A., professionally residing in CH-6900 Lugano, 19, Via Cantonale.

Second resolution

The following have been appointed independent auditor ("réviseur d'entreprises agréé") for a term expiring at the date of the next annual general meeting: PricewaterhouseCoopers, 400, route d'Esch, L-1014 Luxembourg.

Third resolution

The registered office of the Company is fixed at 69, route d'Esch, L-1470 Luxembourg.

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

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

The document having been read to the appearing person, known to the notary by his surname, Christian name, civil status and residence, said person appearing signed together with us, the notary, this original deed.

Signé: B. PONS - H. HELLINCKX.

Enregistré à Luxembourg Actes Civils, le 9 février 2012. Relation: LAC/2012/6414. Reçu soixante-quinze euros (75,00 EUR).

Le Receveur (signée): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le quatorze février de l'an deux mille douze.

Référence de publication: 2012022716/766.

(120029194) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2012.

Top Ten Multifonds, Société d'Investissement à Capital Variable.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 42.287.

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EXTRAIT

Par jugement commercial du 2 février 2012 le Tribunal d'Arrondissement de et à Luxembourg, 6 ème chambre, siégeant en matière commerciale a

maintenu le principe de la date limite pour le dépôt des déclarations de créance prévu par le jugement du même tribunal du 6 octobre 2011,

prorogé pour tous les créanciers et investisseurs, privilégiés ou chirographaires, la date limite pour déposer une déclaration de leur créance au greffe de la 6 ème chambre du Tribunal d'Arrondissement de Luxembourg au 16 avril 2012 à 17.00 heures,

ordonné aux liquidateurs de faire paraître, dans les meilleurs délais et au plus tard le 15 mars 2012, un avertissement à tous les créanciers/investisseurs du fonds TOP TEN MULTIFONDS que la date limite pour le dépôt des déclarations de créance au greffe de la 6 ème chambre du Tribunal d'Arrondissement de Luxembourg est prorogé au 16 avril 2012 à 17.00 heures, sous peine de ne pas participer au produit de la liquidation et d'être forclos de tous droits dans la liquidation

dit que la publication du prédit avertissement doit être effectué dans le Mémorial C, recueil spécial des sociétés et associations, ainsi que dans les journaux Luxemburger Wort, Tageblatt, Frankfurter Allgemeine Zeitung, Wirtschaftsblatt et Der Standard,

dit que sur requête des liquidateurs, le juge-commissaire en charge de la liquidation de la société TOP TEN MULTIFONDS rendra une ordonnance attestant du respect de la formalité de publication dans le délai imparti,

ordonné l'exécution provisoire du jugement, nonobstant toutes voies de recours et sans caution.

Avertissement

Date limite pour les déclarations de créance

16 avril 2012 à 17.00 heures

La date limite à laquelle tous les créanciers et investisseurs, privilégiés ou chirographaires, devront déposer une déclaration de créance au greffe de la 6 ème chambre du Tribunal d'Arrondissement de Luxembourg a été prorogée au 16 avril 2012 à 17.00 heures

Toute déclaration de créance déposée après ladite date et heure limites ne sera pas recevable et ne sera prise en compte ni pour la détermination de la masse passive ni pour la distribution du produit de liquidation.

Les créanciers et investisseurs souhaitant déposer une déclaration de créance, devront l'envoyer avec les pièces justificatives à l'adresse suivante:

Tribunal d'Arrondissement de Luxembourg, 6 ème chambre

Cité Judiciaire- Bâtiment commerce-

7, rue du Saint Esprit

L-2080 Luxembourg

Il est recommandé de procéder par voie de lettre recommandée avec accusé de réception pouvant attester de la réception avant la date limite.

Pour la société d'investissement à capital variable TOP TEN MULTIFONDS
Yvette HAMILIUS
Le liquidateur

Référence de publication: 2012023702/44.

(120029672) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2012.

Best Global Concept OP, Fonds Commun de Placement.

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Le règlement de gestion de Best Global Concept OP modifié au 16 Janvier 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Oppenheim Asset Management Services S.à r.l.
Signatures

Référence de publication: 2012023740/10.

(120030472) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 février 2012.

Best Global Bond Concept OP, Fonds Commun de Placement.

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Le règlement de gestion modifié au 16 janvier 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Oppenheim Asset Management Services S.à r.l.
Signatures

Référence de publication: 2012023741/10.

(120030473) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 février 2012.

Best Special Bond Concept OP, Fonds Commun de Placement.

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Le règlement de gestion de Best Special Bond Concept OP modifié au 16 Janvier 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Oppenheim Asset Management Services S.à r.l.
Signatures

Référence de publication: 2012023742/10.

(120030476) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 février 2012.

Best Balanced Concept OP, Fonds Commun de Placement.

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Le règlement de gestion de Best Balanced Concept OP modifié au 16 Janvier 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Oppenheim Asset Management Services S.à r.l.
Signatures

Référence de publication: 2012023743/10.

(120030488) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 février 2012.

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

Capital social: USD 20.000,00.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 162.365.

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Il résulte d'un contrat de transfert de parts, signé en date du 13 janvier 2012, que Vignette Partnership L.P. a transféré la totalité des 20.000 parts sociales qu'elle détenait dans la Société à:

- Open Text ULC, une unlimited company, constituée et régie selon les lois du Canada, ayant son siège social à l'adresse suivante: Suite 900, 1959 Upper Water Street, NS B3J 3N2 Halifax, Canada, immatriculée auprès du Registry on Joint Stock Companies sous le numéro 3245809.

Les parts de la Société sont désormais réparties comme suit:

Open Text ULC . . . . . 20.000 parts sociales

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

Luxembourg, le 23 janvier 2012.
Metastorm (Luxembourg) S.à r.l.
Signatures

Référence de publication: 2012012413/19.

(120014054) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 janvier 2012.

Pah Holdco Sàrl, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 164.646.

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EXTRAIT

Il résulte d'un contrat de transfert de parts sociales en date du 25 novembre 2011 que Pfizer Healthcare Ireland a transféré les 60 012 500 parts sociales qu'elle détenait dans la Société comme suit;

- 21 418 461 part sociales à PAH Mexico Holdco S.à r.l., une société à responsabilité limitée ayant son siège social au 51, avenue J.F. Kennedy, L-1855 Luxembourg, enregistrer au Registre du Commerce et des Société sous le numéro B 162.507; et

- 38 594 039 part sociales à Pfizer Mexico Luxco S.à r.l., une société à responsabilité limitée ayant son siège social au 51, avenue J.F. Kennedy, L-1855 Luxembourg, enregistrer au Registre du Commerce et des Société sous le numéro B 164.648

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

Luxembourg, le 24 janvier 2012.
Un mandataire

Référence de publication: 2012012454/19.

(120014637) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 janvier 2012.

Zoom S.A., Société Anonyme.

Siège social: L-9169 Mertzig, 13A, rue de Colmar-Berg.

R.C.S. Luxembourg B 99.348.

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Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 25/01/2011.

Référence de publication: 2012013744/10.

(120016402) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2012.

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