MEMORIAL
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MEMORIAL
Amtsblatt 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° 1766 13 juillet 2012

SOMMAIRE

Andelle SA, SPF, Société Anonyme - Société de Gestion de Patrimoine Familial,
(anc. Andelle SA).

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.
R.C.S. Luxembourg B 142.208.

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L'an deux mil douze, le vingt-neuvième jour de juin.

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

S'est réunie:

L'assemblée générale extraordinaire de l'actionnaire unique de la société anonyme ANDELLE SA, avec siège social au 11A, boulevard Prince Henri, L – 1724 Luxembourg, immatriculée au registre de commerce et des sociétés de Luxembourg sous la section B et le numéro 142208, constituée suivant acte reçu par le notaire instrumentant en date du 22 septembre 2008, publié au Mémorial, Recueil des Sociétés et Associations C numéro 2613 du 25 octobre 2008 (la "Société").

Les statuts de la Société ont été modifiés à plusieurs reprises et la dernière fois suivant acte reçu par le notaire instrumentant en date du 25 novembre 2010, publié au Mémorial, Recueil des Sociétés et Associations C numéro 2727 du 13 décembre 2010.

L'assemblée est ouverte sous la présidence de Madame Magali SALLES, employée privée, demeurant professionnellement à L-2420 Luxembourg, 11, Avenue Emile Reuter,

qui désigne comme secrétaire Madame Sophie MATHOT, employée privée, demeurant professionnellement à Senningerberg.

L'assemblée choisit comme scrutateur Madame Magali SALLES, précitée.

Le bureau ainsi constitué, le Président expose et prie le notaire instrumentant d'acter:

I. Que la présente assemblée générale extraordinaire a pour ordre du jour:

1) Modification du statut de la Société qui n'aura plus désormais celui d'une Société de Participations Financières (SOPARFI) mais celui d'une société de gestion de patrimoine familial ("SPF") défini par la loi du 11 mai 2007 telle que modifiée, et ceci avec effet au 21 juin 2012;

2) Modification subséquente de l'article 17 et de l'article 4 relatif à l'objet social des statuts de la Société pour lui donner la teneur suivante: La Société a pour objet exclusif, à l'exclusion de toute activité commerciale, l'acquisition, la détention, la gestion et la réalisation d'une part d'instruments financiers au sens de la loi du 5 août 2005 sur les contrats de garantie financière et d'autre part d'espèces et d'avoirs de quelque nature que ce soit détenus en compte. Par instrument financier au sens de la loi du 5 août 2005 sur les contrats de garantie financière il convient d'entendre (a) toutes les valeurs mobilières et autres titres, y compris notamment les actions et les autres titres assimilables à des actions, les parts de sociétés et d'organismes de placement collectif, les obligations et les autres titres de créance, les certificats de dépôt, bons de caisse et les effets de commerce, (b) les titres conférant le droit d'acquérir des actions, obligations ou autres titres par voie de souscription, d'achat ou d'échange, (c) les instruments financiers à terme et les titres donnant lieu à un règlement en espèces (à l'exclusion des instruments de paiement), y compris les instruments du marché monétaire, (d) tous autres titres représentatifs de droits de propriété, de créances ou de valeurs mobilières, (e) tous les instruments relatifs à des sous-jacents financiers, à des indices, à des matières premières, à des matières précieuses, à des denrées, métaux ou marchandises, à d'autres biens ou risques, (f) les créances relatives aux différents éléments énumérés sub a) à e) ou les droits sur ou relatifs à ces différents éléments, que ces instruments financiers soient matérialisés ou dématérialisés, transmissibles par inscription en compte ou tradition, au porteur ou nominatifs, endossables ou non endossables et quel que soit le droit qui leur est applicable. D'une façon générale, la Société peut prendre toutes mesures de surveillance et de contrôle et effectuer toute opération ou transaction qu'elle considère nécessaire ou utile pour l'accomplissement et le développement de son objet social de la manière la plus large, à condition que la Société ne s'immisce pas dans la gestion des participations qu'elle détient, tout en restant dans les limites de la Loi sur les SPF du 11 mai 2007 telle que modifiée («Loi sur les SPF»).

3) Ajout d'un nouveau paragraphe à l'article 5 in fine des statuts de la Société comme suit: Les actions ne peuvent être détenues que par des investisseurs éligibles comme définis par l'article 3 de la Loi sur les SPF. Les actions sont librement cessibles sous réserve d'être détenues par des investisseurs éligibles tels que définis par l'article 3 de la Loi sur les SPF.

4) Changement de la dénomination de la Société en ANDELLE SA, SPF et modification subséquente de l'article 1 er §1 des statuts.

5) Réduction du capital social de la Société à concurrence de EUR 10.000.000 pour le ramener de son montant actuel de EUR 11.149.000 représenté par 111.490 actions de valeur nominale de EUR 100 chacune à EUR 1.149.000 représenté par 11.490 actions de EUR 100 chacune.

Réalisation de cette réduction par remboursement de EUR 10.000.000 à l'actionnaire unique de la Société et annulation de 100.000 actions existantes.

Pouvoirs au conseil d'administration aux fins de fixer les modalités de remboursement audit actionnaire.

6) Modification du premier alinéa de l'article 5 des statuts pour le mettre en concordance avec les résolutions prises.

7) Divers.

II. Que l'actionnaire unique présent ou représenté, le mandataire de l'actionnaire unique représenté, ainsi que le nombre d'actions qu'il détient sont indiqués sur une liste de présence; cette liste de présence, après avoir été signée par l'actionnaire unique présent ou le mandataire de l'actionnaire unique représenté, a été contrôlée et signée par les membres du bureau.

Restera annexée aux présentes la procuration de l'actionnaire unique représenté, après avoir été paraphée „ne varietur" par les comparants.

III. Que l'intégralité du capital social étant présente ou représentée à la présente assemblée, il a pu être fait abstraction des convocations d'usage, l'actionnaire unique présent ou représenté se reconnaissant dûment convoqué et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui lui a été communiqué au préalable.

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

L'actionnaire unique, s'étant constitué en assemblée, a pris les résolutions suivantes:

Première résolution:

L'assemblée décide de transformer le statut de la Société de celui d'une d'une Société de Participations Financières (SOPARFI) en celui d'une société de gestion de patrimoine familial ("SPF") défini par la loi du 11 mai 2007 telle que modifiée, et ceci avec effet au 21 juin 2012.

Deuxième résolution:

A la suite de la résolution qui précède, l'assemblée décide de modifier les articles 4 et 17 des statuts de la Société (objet social), pour leur donner la teneur suivante:

Art. 4. La Société a pour objet exclusif, à l'exclusion de toute activité commerciale, l'acquisition, la détention, la gestion et la réalisation d'une part d'instruments financiers au sens de la loi du 5 août 2005 sur les contrats de garantie financière et d'autre part d'espèces et d'avoirs de quelque nature que ce soit détenus en compte.

Par instrument financier au sens de la loi du 5 août 2005 sur les contrats de garantie financière il convient d'entendre (a) toutes les valeurs mobilières et autres titres, y compris notamment les actions et les autres titres assimilables à des actions, les parts de sociétés et d'organismes de placement collectif, les obligations et les autres titres de créance, les certificats de dépôt, bons de caisse et les effets de commerce, (b) les titres conférant le droit d'acquérir des actions, obligations ou autres titres par voie de souscription, d'achat ou d'échange, (c) les instruments financiers à terme et les titres donnant lieu à un règlement en espèces (à l'exclusion des instruments de paiement), y compris les instruments du marché monétaire, (d) tous autres titres représentatifs de droits de propriété, de créances ou de valeurs mobilières, (e) tous les instruments relatifs à des sous-jacents financiers, à des indices, à des matières premières, à des matières précieuses, à des denrées, métaux ou marchandises, à d'autres biens ou risques, (f) les créances relatives aux différents éléments énumérés sub a) à e) ou les droits sur ou relatifs à ces différents éléments, que ces instruments financiers soient matérialisés ou dématérialisés, transmissibles par inscription en compte ou tradition, au porteur ou nominatifs, endossables ou non endossables et quel que soit le droit qui leur est applicable.

D'une façon générale, la Société peut prendre toutes mesures de surveillance et de contrôle et effectuer toute opération ou transaction qu'elle considère nécessaire ou utile pour l'accomplissement et le développement de son objet social de la manière la plus large, à condition que la Société ne s'immisce pas dans la gestion des participations qu'elle détient, tout en restant dans les limites de la Loi sur les SPF du 11 mai 2007 telle que modifiée («Loi sur les SPF»).

Art. 17. Pour tous les points non réglés aux présents statuts, les parties se soumettent aux dispositions de la loi du 10 août 1915 sur les sociétés commerciales telle que modifiée ainsi que celles de la Loi sur les SPF.

Troisième résolution:

A la suite de la première résolution, l'assemblée décide également d'ajouter un nouveau paragraphe en fin de l'article 5 des statuts de la Société dont la teneur est la suivante:

« **Art. 5. Dernier paragraphe.** Les actions de la Société ne peuvent être détenues que par des investisseurs éligibles comme définis par l'article 3 de la Loi sur les SPF. Les actions sont librement cessibles sous réserve d'être détenues par des investisseurs éligibles tels que définis par l'article 3 de la Loi sur les SPF.»

Quatrième résolution:

L'assemblée décide de changer la dénomination de la Société en ANDELLE SA, SPF.

A la suite de la résolution qui précède, l'assemblée décide de modifier l'article 1 ^{er} § 1 des statuts de la Société pour lui donner la teneur suivante:

« **Art. 1 ^{er}. §1.** Il est établi une société anonyme sous la dénomination ANDELLE SA, SPF (la «Société»)».

Cinquième résolution

L'assemblée décide de réduire le capital social à concurrence de dix millions d'euros (EUR 10.000.000) pour le ramener de son montant actuel de onze millions cent quarante-neuf mille euros (EUR 11.149.000) représenté par cent onze mille quatre cent quatre-vingt-dix (111.490) actions de cent euros (EUR 100) chacune au montant de un million cent quarante-neuf mille euros (EUR 1.149.000) représenté par onze mille quatre cent quatre-vingt-dix (11.490) actions d'une valeur nominale de cent euros (EUR 100) chacune.

Cette réduction de capital est réalisée par:

- remboursement d'un montant de dix millions d'euros (EUR 10.000.000) à l'actionnaire unique de la Société; et
- par annulation de cent mille (100.000) actions numérotées 11491 à 111490.

Tous pouvoirs sont conférés au conseil d'administration pour procéder aux écritures comptables qui s'imposent, à l'annulation des 100.000 actions et au remboursement audit actionnaire, étant entendu que le remboursement ne peut avoir lieu conformément à l'article 69 de la loi du 10 août 1915 sur les sociétés commerciales telle que modifiée qu'après expiration d'un délai de 30 jours après la publication du présent acte au Mémorial C, Recueil des Sociétés et Associations.

Sixième résolution:

L'assemblée décide de modifier le premier alinéa de l'article 5 des statuts pour le mettre en concordance avec les résolutions prises et qui aura désormais la teneur suivante:

« **Art. 5. §1.** Le capital souscrit est fixé un million cent quarante-neuf mille euros (EUR 1.149.000) représenté par onze mille quatre cent quatre-vingt-dix (11.490) actions d'une valeur nominale de cent euros (EUR 100) chacune.»

Toutes les résolutions qui précèdent ont été prises chacune séparément et à l'unanimité des voix.

L'ordre du jour étant épuisé, le Président prononce la clôture de l'assemblée.

Frais

Les frais, dépenses et rémunérations quelconques, incombant à la Société et mis à sa charge en raison des présentes, s'élèvent approximativement à la somme de mille quatre cent euros (EUR 1.400).

Pouvoirs

Les comparants, agissant dans un intérêt commun, donnent pouvoir à tous clercs et/ou employés de l'Étude du notaire soussigné, chacun pouvant agir individuellement, à l'effet de faire dresser et signer tous actes rectificatifs des présentes.

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

Et après lecture faite et interprétation donnée de tout ce qui précède à l'assemblée et aux membres du bureau, tous connus du notaire instrumentaire par leurs noms, prénoms, états et demeures, ces derniers ont signé avec Nous notaire le présent acte.

Signé: Magali Salles, Sophie Mathot, Paul Bettingen

Enregistré à Luxembourg, A.C., le 02 juillet 2012. LAC / 2012 / 30600. Reçu 75.-€

Le Receveur (signé): Carole Frising.

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

Senningerberg, le 11 juillet 2012.

Référence de publication: 2012084184/148.

(120118903) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juillet 2012.

Maj Invest Alternative, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1855 Luxembourg, 49, avenue J.F. Kennedy.

R.C.S. Luxembourg B 169.902.

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STATUTES

In the year two thousand and twelve; on the twenty-seventh day of June;

Before Us M ^{e} Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned;

THERE APPEARED:

Fondsmæglerselskabet Maj Invest A/S, established and having its registered office in DK-1457 Copenhagen K, Gammeltorv 18 (Denmark),

here represented by M ^{e} Edouard D'ANTERROCHES, lawyer, residing professionally in Luxembourg,

pursuant to a proxy under private seal given on 21 June 2012.

The proxy given, signed ne varietur by the proxyholder and the undersigned notary, shall remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party, represented as stated above, has requested the undersigned notary to draw up the following articles of incorporation of a société anonyme which it declares to organize:

Art. 1. Denomination. 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 -fonds d'investissement spécialisé" under the name of "Maj Invest Alternative" (hereinafter the "Company").

Art. 2. Duration. The Company is established for an unlimited duration. The Company may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation (the "Articles of Incorporation").

Art. 3. Object. The object of the Company is to place the funds available to it in securities of all types (including units or shares of other undertakings for collective investment), and other permitted assets, directly or through one or several wholly owned subsidiaries, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

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

Art. 4. Registered Office. The registered office of the Company is established in Luxembourg City, in the Grand Duchy of Luxembourg.

The registered office of the Company may be transferred within the Grand Duchy of Luxembourg by resolution of the board of directors of the Company (the "Board of Directors").

Branches, subsidiaries or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

In the event that the Board of Directors determines that extraordinary political or military 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 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.

Art. 5. Capital - Shares - Classes and Sub-Funds. The capital of the Company shall be represented by shares of no par value (the "Shares" and each a "Share") and shall at any time be equal to the total net assets of the Company as defined in Article 23 hereof.

The initial share capital of the Company amounts to forty-five thousand U.S. Dollars (USD 45,000.-) divided into four hundred fifty (450) fully paid Shares of no par value.

The subscribed capital of the Company, increased by the share premiums, shall amount at least to the minimum prescribed by Luxembourg law and must be reached within a period of twelve months from the authorisation of the Company in Luxembourg.

The Board of Directors is authorised without limitation to issue fully paid Shares and/or partly paid Shares (as permitted by the Law of 2007) at any time in accordance with Article 6 at a price based on the Net Asset Value (as defined below) per Share without reserving to the existing shareholders a preferential right to subscription of the Shares to be issued.

The Board of Directors may also decide to issue Shares with a share premium.

The Board of Directors may delegate to any of its members (the "Directors", each individually a "Director") or to any officer of the Company or to any duly authorised person, the duty to accept subscriptions and receive payment for such new Shares and to deliver these, remaining always within the provisions of the Law of 2007.

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 an umbrella structure as provided for in article 71 of the Law of 2007. 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.

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not denominated in USD, be converted into USD and the capital shall be the aggregate of the net assets of all the Sub-Funds. The Company shall prepare consolidated accounts in USD or such other currency as the Board of Directors may determine.

Art. 6. Issue of Shares. The Company may elect to issue Shares in both registered or bearer form. The Company shall issue statements of account to certify holdings of shareholders, which shall constitute extracts of the register of shareholders (the "Register").

If bearer Shares are issued, certificates will be issued in such denominations as the Board of Directors shall decide. If a bearer shareholder requests the exchange of his certificates for certificates in other denominations, he will be charged the cost of such exchange. Bearer share certificates shall be signed by two Directors. Both such signatures may be either manual, or printed, or by facsimile. However, one of such signatures may be by a person delegated to this effect by the Board of Directors. In such latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may from time to time determine.

Unless otherwise provided for in the offering document of the Company as the same may be amended from time to time (the "Offering Document"), Shares may be issued only upon acceptance of the subscription and after receipt of the purchase price. The subscriber will, without undue delay, upon acceptance of the subscription and receipt of the purchase price and any other document required by the Company or its duly appointed agent as disclosed in the Offering Document, receive title to the Shares purchased by him and upon application obtain delivery of definitive share certificates in bearer form or a confirmation of his shareholding.

Holders of bearer Shares may at any time request conversion of their Shares into registered Shares. Holders of registered Shares may only request conversion of their Shares into bearer Shares if permitted by the Board of Directors and disclosed in the Offering Document.

Payments of dividends will be made by bank transfer to shareholders, in respect of registered Shares, at their address in the Register or to designated third parties and, in respect of bearer Shares, in the manner determined by the Board of Directors from time to time in accordance with Luxembourg law.

A dividend declared but not paid on a Share during six years cannot thereafter be claimed by the holder of such Share, shall be forfeited by the holder of such Share, and shall revert to the Company. All issued Shares of the Company, other than bearer Shares, shall be inscribed in the Register, which shall be kept by the Company or by one or more persons designated therefor by the Company and such Register shall contain the name of each holder of registered Shares, his residence or elected domicile and the number of Shares held by him. Every transfer of a registered Share shall be entered in the Register.

Transfer of bearer Shares shall be effected by delivery of the relevant bearer share certificates and in accordance with the Offering Document.

Transfer of registered Shares shall be effected by written declaration of transfer to be inscribed in the Register, dated and signed by the transferor and if so requested by the Company, at its discretion, also signed by the transferee, or by persons holding suitable powers of attorney to act therefor.

In case of bearer Shares the Company may consider the bearer, and in the case of registered Shares the Company shall consider the person in whose name the Shares are registered in the Register, as full owner of the Shares.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will also be entered in the Register.

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

If payment made by any subscriber results in the issue of a Share fraction, the person entitled to such fraction shall not be entitled to vote but shall, to the extent the Company shall determine as to the calculation of fractions, be entitled to dividends or other distributions on a pro rata basis. In the case of bearer Shares, only certificates evidencing full Shares will be issued.

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 Offering Document. 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. Lost and Damaged Certificates. If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate share certificate may be issued under such

conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

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

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

Art. 8. Restrictions on Shareholding. Shares of the Company may only be subscribed by well-informed investors, as defined in article 2 of the Law of 2007 ("Well-Informed Investors") and the Board of Directors has full power to accept and reject subscriptions. However, the Board of Directors shall have power to impose or relax restrictions on any Shares or Sub-Fund (other than any restrictions on transfer of Shares, but including the requirement that Shares be issued only in registered form), but not necessarily on all Shares within the same Sub-Fund, as it may think necessary for the purpose of ensuring that no Shares in the Company or no Shares of any Sub-Fund in the Company are acquired or held by or on behalf of:

(a) any person in breach of the law or requirements of any country or governmental or regulatory authority (if the Board of Directors shall have determined that any of them, the Company, any manager of the Company's assets, any of the Company's investment managers or advisers or any Connected Person (as defined in Article 17) would suffer any disadvantage as a result of such breach),

(b) any person in circumstances which in the opinion of the Board of Directors might result in the Company or its shareholders incurring any liability to taxation or suffering any other pecuniary disadvantage which they might not otherwise have incurred or suffered, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority, or market timing and/or late trading practices; or

(c) any person who, in the opinion of the Board of Directors, does not qualify as a Well-Informed Investor. The Directors shall have the power to compulsorily redeem Shares in the circumstances under (a), (b) and (c) above.

The Board of Directors is also entitled to compulsorily redeem all Shares of a shareholder where:

(1) a shareholder has transferred or attempted to transfer any portion of its Shares in violation of the Offering Document and/or of these Articles of Incorporation; or

(2) any of the representations or warranties made by a shareholder in connection with the acquisition of Shares was not true when made or has ceased to be true; or

(3) a shareholder (i) has filed a voluntary petition in bankruptcy; (ii) has been adjudicated bankrupt or insolvent, or has had entered against it an order for relief, in any bankruptcy or insolvency proceeding; (iii) has filed a petition or answer seeking any reorganization, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any statute, law or regulation; (iv) has filed an answer or other pleading admitting or failing to contest the material allegations of a petition filed against him in any proceeding of this nature; or (v) has sought, consented to or acquiesced in the appointment of a trustee, receiver or liquidator of such shareholder or of all or any substantial part of the shareholder's properties; or

(4) in any other circumstances in which the Board of Directors determines in its absolute discretion that such compulsory redemption would avoid material legal, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Company.

More specifically, the Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, and, without limitation, by any U.S. Person (as defined in the Offering Document). For such purpose, the Company may:

(a) decline to issue any Share where it appears to it that such registration would or might result in such Share being directly or beneficially owned by a person, who is precluded from holding Shares in the Company (the "Precluded Person");

(b) at any time require any person whose name is entered in the register of shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's Shares rests in a Precluded Person; and

(c) where it appears to the Company that any person, who is a Precluded Person, either alone or in conjunction with any other person is a beneficial or registered owner of Shares, compulsorily redeem from any such shareholder all Shares held by such shareholder in the following manner:

(i) The Company shall serve a notice (hereinafter called the "Redemption Notice") upon the shareholder bearing such Shares or appearing in the register of shareholders as the owner of the Shares to be redeemed, specifying the Shares to be redeemed as aforesaid, the price to be paid for such Shares, and the place at which the Redemption Price (as hereafter defined) in respect of such Shares is payable. Any such Redemption Notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. 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. Immediately after

the close of business on the date specified in the Redemption Notice, such shareholder shall cease to be a shareholder and the Shares previously held by him shall be cancelled;

(ii) the price at which the Shares specified in any Redemption Notice shall be redeemed (the "Redemption Price") shall be an amount equal to the Net Asset Value of Shares of the relevant Sub-Fund and Classes, determined in accordance with Article 23, less any redemption charge payable in respect thereof;

(iii) payment of the Redemption Price will be made to the shareholder appearing as the owner thereof in the currency of denomination of the relevant Sub-Fund or Class and will be deposited by the Company in Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to, such person but only, if a Share certificate shall have been issued, upon surrender of the Share certificate or certificates representing the Shares specified in such notice. The Redemption Price which may not be distributed to the shareholders upon the implementation of the redemption will be deposited with the custodian for a period of six months and after such period, the Redemption Price will be deposited in escrow with the Luxembourg Caisse de Consignation on behalf of the shareholders entitled thereto. Upon deposit of such price as aforesaid no person interested in the Shares specified in such Redemption Notice shall have any further interest in such Shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest);

(iv) The exercise by the Company of the powers conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of Shares by any person or that the true ownership of any Shares was otherwise than appeared to the Company at the date of any Redemption Notice, provided that in such case the said powers were exercised by the Company in good faith;

(d) decline to accept the vote of any Precluded Person at any general meeting of shareholders of the Company; and

(e) if it appears at any time that a shareholder is not a Well-Informed Investor, in addition to any liability under applicable law, the relevant shareholder shall hold harmless and indemnify the Company, the Board of Directors, the other shareholders of the relevant Sub-Fund and the Company's agents and affiliates 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 a Well-Informed Investor or has failed to notify the Company of its loss of such status.

Art. 9. Powers of the General Meeting of Shareholders. Any regularly constituted general meeting of the shareholders of the Company shall represent the entire body of 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 acts relating to the operations of the Company.

Art. 10. General Meetings. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in the municipality of the registered office as may be specified in the notice of meeting, each year on the last Friday of the month of April at 2 p.m. (Luxembourg time). If such day is not a bank business day in Luxembourg (a "Business Day"), the general meeting will take place on the following Business Day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

Other general meetings of shareholders or Sub-Fund or Class meetings may be held at such place and time as may be specified in the respective notices of meeting. Sub-Fund or Class meetings may be held to decide on any matters, which relate exclusively to such Sub-Fund or Class. 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.

Art. 11. Notices, Quorum and Votes. The quorum and notice periods required by law shall govern the conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each Share of whatever Sub-Fund and regardless of the Net Asset Value per Share within its Class, is entitled to one vote subject to the restrictions contained in these Articles of Incorporation. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable or telegram or telex or facsimile. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

Shareholders may also vote by means of a dated and duly completed form which must include the information as set out herein. 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; with respect to bearer Shares, the identification number of the certificate that was issued to the shareholder; 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 at least three Business Days before the meeting or any other period as may be indicated in the convening notice by the Board of Directors.

If so decided by the Board of Directors at its discretion and disclosed in the convening notice for the relevant meeting, shareholders may take part in a meeting by way of videoconference or by any other means of telecommunication which

allow them to be properly identified and in such case will be considered as present for the quorum and majority determination.

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.

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.

Art. 12. Convening Notice. Shareholders will meet pursuant to notice in the manner provided for by Luxembourg law.

Art. 13. The Board of Directors. The Company shall be managed by a Board of Directors composed of not less than three members. Members of the Board of Directors need not be shareholders of the Company.

The Directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

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

Art. 14. Proceedings of the Board of Directors. 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 choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman or any two Directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of shareholders and at the Board of Directors, in his absence the shareholders or the Board of Directors shall appoint any person as chairman pro tempore.

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

Any Director may act at any meeting of the Board of Directors by appointing in writing or by email, cable or telegram or telex or telefax message another Director as his proxy. Directors may also cast their vote in writing or by cable, telegram, telex or telefax.

Meetings of the Board of Directors may be held by way of conference call, video conference or by any similar means of communication enabling thus several persons participating therein to simultaneously communicate with each other. Such participation shall be deemed equal to a physical presence at the meeting.

The meeting held at a distance by way of such means of communication shall be deemed to have taken place at the registered office of the Company.

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

Resolutions of the Board of Directors may also be passed in the form of consent resolution in identical terms which may be signed on one or more counterparts by all the Directors.

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. The board may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the board or not) as it thinks fit.

Art. 15. Minutes of Board of Directors Meetings. The minutes of any meeting of the Board of Directors shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

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

Art. 16. Determination of the Investment Policies. The Board of Directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of the management and business affairs of the Company and shall set forth in the Offering Document the investment objectives, policies and restrictions of the Company in accordance with the Law of 2007.

The Board of Directors may invest and manage all or any part of the pools of assets established for two or more Classes or Sub-Funds on a pooled basis, as described in Article 24, where it is appropriate to do so.

Art. 17. Director's Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a director, associate officer or employee of such other company or firm (a "Connected Person"). Any Director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such an affiliation with such other company or firm but subject as hereinafter provided, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

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

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving Fondsmæglerselskabet Maj Invest A/S (also named Maj Invest Asset Management Fondsmæglerselskab A/S) or any subsidiary thereof or such other corporation or entity as may from time to time be determined by the Board of Directors.

Art. 18. Indemnity. Subject to the exceptions and limitations listed below, every person who is, or has been a Director or officer of the Company shall be indemnified by the Company to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any claim, action, suit or proceeding in which he becomes involved as a party or otherwise by virtue of his being or having been such Director or officer and against amounts paid or incurred by him in the settlement thereof.

The words "claim", "actions", "suit", or "proceeding", shall apply to all claims, actions, suits or proceedings (civil, criminal or other including appeals), actual or threatened, and the words "liability" and "expenses" shall include, without limitation, attorney's fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities.

No indemnification shall be provided hereunder to a Director or officer:

A.- against any liability to the Company or its shareholders by reason of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office;

B.- with respect to any matter as to which he shall have been finally adjudicated not to have acted in good faith and in the reasonable belief that his action was in the best interests of the Company;

C.- in the event of a settlement, unless there has been a determination that such Director or officer did not engage in wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office:

1) by a court or other body approving the settlement; or

2) by vote of two thirds (2/3) of those members of the Board of Directors of the Company constituting at least a majority of the Board of Directors who are not themselves involved in the claim, action, suit or proceeding; or

3) by written opinion of independent counsel.

The right of indemnification herein provided may be insured against by policies maintained by the Company, shall be severable, shall not affect any other rights to which any Director or officer may now or hereafter be entitled, shall continue as to a person who has ceased to be such Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than Directors and officers may be entitled by contract or otherwise under law.

Expenses in connection with the preparation and presentation of a defense to any claim, action, suit or proceeding of the character described in this Article may be advanced by the Company, prior to final disposition thereof upon receipt of any undertaking by or on behalf of the officer or Director, to repay such amount if it is ultimately determined that he is not entitled to indemnification under this Article.

Art. 19. Administration. 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. 20. Auditor. The Company shall appoint an independent auditor who shall carry out the duties prescribed by the Law of 2007. The independent auditor shall be elected by the annual general meeting of shareholders and serve until its successor shall have been elected.

Art. 21. Redemption and Conversion of Shares. As is more specifically prescribed herein below the Company has the power to redeem its own Shares at any time within the sole limitations set forth by law.

Any shareholder may request the redemption of all or part of his Shares by the Company provided that:

(i) in the case of a request for redemption of part of his Shares, the Company may, if compliance with such request would result in a holding of Shares of any one Sub-Fund with an aggregate Net Asset Value of less than such amount or number of Shares as determined by the Board of Directors and disclosed in the Offering Document from time to time, redeem all the remaining Shares held by such shareholder; and

(ii) the Company may limit the total number of Shares of any Sub-Fund which may be redeemed on a Valuation Day (as defined in Article 22) to a number representing a percentage (as set out in the Offering Document) of the net assets of a same Sub-Fund or a percentage (as set out in the Offering Document) of the net assets of Classes related to a single pool of assets in the Company.

In case of deferral of redemption, the relevant Shares shall be redeemed at the Share price based on the Net Asset Value per Share prevailing at the date on which the redemption is effected, less any redemption charge in respect thereof.

The redemption price shall be paid normally, within a period as determined by the Board of Directors and disclosed in the Offering Document from time to time, following the receipt of the redemption request by the Company and shall be based on the Share price for the relevant Class of the relevant Sub-Fund as determined in accordance with the provisions of Article 23 hereof, less any redemption charge in respect thereof determined by the Board of Directors, as further disclosed in the Offering Document, including to whom it shall be payable. If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the Shares being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

Any such request must be filed or confirmed by such shareholder in written form at the registered office of the Company in Luxembourg or with any other person or entity appointed by the Company as its agent for redemption of Shares. The certificate or certificates for such Shares in proper form and accompanied by proper evidence of transfer or assignment must be received by the Company or its agent appointed for that purpose before the redemption price may be paid.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder requesting redemption of any of his Shares (but subject to the consent of the shareholder) in specie by allocating to the holder investments from the portfolio of the relevant Sub-Fund equal in value (calculated in the manner described in Article 23 hereof) to the value of the holding to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of Shares in the relevant Sub-Fund and the valuation used shall be confirmed by a special report of an independent auditor.

Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

Unless otherwise determined by the Board of Directors and disclosed in the Offering Document, any shareholder may request switching of the whole or part of his Shares of one Class of a Sub-Fund into Shares of a Class of another Sub-Fund or in another Class of the same Sub-Fund based on a switching formula as determined from time to time by the Board of Directors and disclosed in the Offering Document provided that the Board of Directors may impose such restrictions as to, inter alia, frequency of conversion, and may make switching subject to payment of such charge, as it shall determine and disclose in the Offering Document.

Art. 22. Valuations and Suspension of Valuations. The Net Asset Value shall be determined as to the Shares of each Class of each Sub-Fund by the Company from time to time, but at least once per month, as the Board of Directors by regulation may direct (every such day or time of determination thereof being referred to herein as a "Valuation Day").

The Company may suspend the issue and allocation and the redemption and repurchase of Shares relating to any Sub-Fund as well as the right to convert Shares relating to a Sub-Fund into those relating to another Sub-Fund and the calculation of the Net Asset Values per Share relating to any Sub-Fund:

a) during any period when any market or stock exchange, which is the principal market or stock exchange on which a material part of the investments of the relevant Sub-Fund for the time being are quoted or dealt in, is closed, other than for legal holidays or during which dealings are substantially restricted or suspended;

(b) during the existence of any state of affairs which constitutes an emergency as a result of which, in the opinion of the Board of Directors, disposal or valuation of investments of the relevant Sub-Fund by the Company would be impracticable;

(c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the relevant Sub-Fund's investments or the current price or value on any market or stock exchange;

(d) if the Company is being or may be wound up or merged, from the date on which notice is given of a general meeting of shareholders at which a resolution to wind up or merge the Company is to be proposed or if a Sub-Fund is being liquidated or merged, from the date on which the relevant notice is given;

(e) when for any other reason the prices of any investments owned by the Company attributable to a Sub-Fund cannot promptly or accurately be ascertained or estimated (including the suspension of the calculation of the net asset value of an underlying undertaking for collective investment);

(f) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of any Class of Shares of a Sub-Fund or during which any transfer of funds involved in the realisation or

acquisition of investments or payments due on redemption of any Class of Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;

(g) when the Company has knowledge that the valuation of certain of its investments which it had previously received and used to calculate the Net Asset Value per Share of any Class was incorrect in any material respect which, in the opinion of the Board of Directors, justifies the recalculation of such Net Asset Value (provided, however, that in no circumstances will the Board of Directors be bound to revise or recalculate a previously calculated Net Asset Value on the basis of which subscriptions, switchings or redemptions may have been effected);

(h) any other circumstance or circumstances where a failure to do so might result in the Company or the shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the Company or the shareholders might not otherwise have suffered; or

(i) any other circumstances beyond the control of the Board of Directors or during any period which the Board of Directors determines in good faith that there exist any circumstances that render impracticable or undesirable the calculation of the Net Asset Value, the acceptance of subscriptions, redemptions or switches of Shares, or the payment of the redemption price.

The Board of Directors may, in any of the cases listed above, suspend the issue and/or redemption and/or switching of Shares without suspending the calculation of the Net Asset Value.

If required by law or otherwise determined by the Board of Directors, a notice of the beginning and of the end of any period of suspension will be sent to the shareholders or published in a newspaper.

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

Art. 23. Determination of Net Asset Value. The net asset value (the "Net Asset Value") per Share shall be determined by dividing the net assets of the Company, being the value of the assets of the Company corresponding to the relevant Sub-Fund less the liabilities attributable to such Sub-Fund, by the number of outstanding Shares of the relevant Sub-Fund adjusted to reflect any dealing charges, dilution levies or fiscal charges which the Board of Directors feels it is appropriate to take into account in respect of that Sub-Fund and by rounding the resulting sum as provided in the sales documents of the Company.

The Net Asset Value per Share of a Sub-Fund is expressed in a currency selected by the Board of Directors for each Sub-Fund.

The Net Asset Value of the Company is expressed in USD or such other currency as the Board of Directors may determine.

A. The assets of the Company shall include without limitation

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

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

3) all bonds, time notes, certificates of deposit, shares (including units or shares in undertakings for collective investment), 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 received by the Company to the extent information thereon is reasonably available to the Company;

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

6) the liquidation value of all forward contracts and all call or put options the Company has an open position in;

7) 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; and

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

The value of the assets of the Company shall be determined as follows:

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

(b) the value of securities and/or financial derivative instruments which are quoted, traded or dealt in on any stock exchange shall be based on the latest available price or, if appropriate, on the average price on the stock exchange which is normally the principal market of such securities, and each security traded on any other regulated market shall be valued in a manner as similar as possible to that provided for quoted securities;

(c) for non-quoted securities or securities or financial derivative instruments not traded or dealt in on any stock exchange or other regulated market (including nonquoted securities of closed-ended underlying funds), as well as quoted

or non-quoted securities or financial derivative instruments on such other market for which no valuation price is available, or securities for which the quoted prices are, in the opinion of the Board of Directors, not representative of the fair market value, the value thereof shall be determined prudently and in good faith by the Board of Directors on the basis of foreseeable sales prices;

(d) securities issued by any open-ended underlying funds shall be valued at their last available price or net asset value, as reported or provided by the underlying funds, their investment managers or their agents;

(e) liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis; and

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

The Board of Directors may, in its absolute discretion, use different valuation methods than those set out above. In any case, the valuation methods will be disclosed in the Offering Document.

The Board is further authorised to appoint a valuation expert at the expense of the relevant Sub-Fund to assist with the valuation of assets which are difficult to value in order to reach a proper valuation of the Sub-Fund's assets.

The value of assets denominated in a currency other than the reference currency of a Sub-Fund or Class shall be determined by taking into account the rate of exchange prevailing at the time of the determination of the Net Asset Value.

B. 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 administrative expenses, management fees, incentive fees, 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) authorised and approved by the Board of Directors, as well as such amount (if any) as the Board of Directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;

6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which may comprise formation and launching expenses, fees payable to its investment manager, investment adviser (if any), fees and expenses payable to its auditors and accountants, custodian and its correspondents, domiciliary and corporate agent, registrar and transfer agent, listing agent (if any), any paying agent, any permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration (if any) of the directors and their reasonable out-ofpocket 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 cost of preparing, printing, advertising (to the extent such advertising costs are permitted to be charged to a Sub-Fund pursuant to applicable regulations in the jurisdictions where such Sub-Fund is distributed) 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, and all other operating expenses, 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 rateably for yearly or other periods.

In varying its policies in respect of each Sub-Fund, the Board of Directors may permit the application of different rules of valuation if this appears to be appropriate in light of the investments made, provided that one set of rules shall be applied to the valuation of all assets allocated to a specific Sub-Fund.

The proportion of the net assets allocable to a Sub-Fund shall be determined on the basis of the issue and redemption of the Shares concerned, the change in value of the assets held on behalf of the Sub-Fund and the liabilities allocable thereto, as well as by taking into account distributions made to holders of the Shares concerned.

For these purposes, Shares of the relevant Sub-Fund to be redeemed on the relevant Valuation Day will be included in the Shares of the relevant Sub-Fund in issue while Shares of each Sub-Fund to be issued on the relevant Valuation Day will be excluded from the Shares of the relevant Sub-Fund in issue.

C. The Board of Directors shall establish a portfolio of assets for each Sub-Fund, and if applicable, for each Class of in the following manner:

(a) if a Sub-Fund issues two or more Classes of Shares, the assets attributable to such Classes shall be invested in common pursuant to the specific investment objective, policy and restrictions of the Sub-Fund concerned;

(b) within any Sub-Fund, the Board of Directors may determine to issue Classes subject to different terms and conditions, including, without limitation, Classes subject to (i) a specific distribution policy entitling the holders thereof to

dividends or no distributions, (ii) specific subscription and redemption charges, (iii) a specific fee structure and/or (iv) other distinct features;

(c) the net proceeds from the issue of Shares of a Class in relation to a specific Sub-Fund are to be applied in the books of the Company to that Class and the assets and liabilities and income and expenditure attributable thereto are applied to such Class subject to the provisions set forth below;

(d) where any income or asset is derived from another asset, such income or asset is applied in the books of the Company to the same Sub-Fund or Class as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value is applied to the relevant Sub-Fund or Class;

(e) where the Company incurs a liability which relates to any asset of a particular Sub-Fund or Class or to any action taken in connection with an asset of a particular Sub-Fund or Class, such liability is allocated to the relevant Sub-Fund or Class;

(f) if any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund or Class, such asset or liability will be allocated to all the Sub-Funds or Classes pro rata to their respective Net Asset Values, or in such other manner as the Directors, acting in good faith, may decide; and

(g) upon the payment of distributions to the holders of any Class of Shares, the Net Asset Value of such Class shall be reduced by the amount of such distributions.

D. Each pool of assets and liabilities shall consist of a portfolio of securities and other assets in which the Company is authorised to invest, and the entitlement of each Share Class which is issued by the Company in relation with a same pool will change in accordance with the rules set out below.

In addition there may be held within each pool on behalf of one specific Share Class or several specific Share Classes, assets which are class specific and kept separate from the portfolio which is common to all Share Classes related to such pool and there may be assumed on behalf of such class or Share Classes specific liabilities.

The proportion of the portfolio which shall be common to each of the Share Classes related to a same pool which shall be allocable to each class of shares shall be determined by taking into account issues, redemptions, distributions, as well as payments of class specific expenses or contributions of income or realisation proceeds derived from class specific assets, whereby the valuation rules set out below shall be applied mutatis mutandis.

The percentage of the Net Asset Value of the common portfolio of any such pool to be allocated to each class of shares shall be determined as follows:

1) initially the percentage of the net assets of the common portfolio to be allocated to each Share Class shall be in proportion to the respective number of the shares of each class at the time of the first issuance of shares of a new class;

2) the issue price received upon the issue of shares of a specific class shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant Share Class;

3) if in respect of one Share Class the Company acquires specific assets or pays class specific expenses (including any portion of expenses in excess of those payable by other Share Classes) or makes specific distributions or pays the redemption price in respect of shares of a specific class, the proportion of the common portfolio attributable to such class shall be reduced by the acquisition cost of such class specific assets, the specific expenses paid on behalf of such class, the distributions made on the shares of such class or the redemption price paid upon redemption of shares of such class;

4) the value of class specific assets and the amount of class specific liabilities are attributed only to the Share Class or Classes to which such assets or liabilities relate and this shall increase or decrease the Net Asset Value per share of such specific Share Class or Classes.

E. For the purposes of this Article and unless otherwise provided for in the Offering Document:

a) shares shall only be issued once the subscription has been accepted and the payment thereof has been received and the price therefor, until received by the Company, shall be deemed a debt due to the Company;

b) Shares of the Company to be redeemed under Article 21 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until paid the price therefor shall be deemed to be a liability of the Company;

c) all investments, cash balances and other assets of the Company not expressed in the currency in which the Net Asset Value of any Sub-Fund is denominated, 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 asset value of shares and

d) 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.

If the Board of Directors so determines, the Net Asset Value of the Shares of each Sub-Fund may be converted at the middle market rate into such other currencies than the currency of denomination of the relevant class, referred to above, and in such case the issue and redemption price per Share of such Sub-Fund may also be determined in such currency based upon the result of such conversion.

Art. 24. Pooling.

1. The Board of Directors may invest and manage all or any part of the pools of assets established for each Sub-Fund (hereafter referred to as "Participating Funds") on a pooled basis where it is applicable with regard to their respective investment sectors to do so. Any such enlarged asset pool ("Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter the Board of Directors may from time to time make further transfers to the Enlarged Asset Pool. It may also transfer assets from the Enlarged Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Enlarged Asset Pool only where they are appropriate to the investment sector of the Enlarged Asset Pool concerned.

2. A Participating Fund's participation in an Enlarged Asset Pool shall be measured by reference to notional units ("Units") of equal value in the Enlarged Asset Pool. On the formation of an Enlarged Asset Pool the Board of Directors shall in its discretion determine the initial value of a Unit which shall be expressed in such currency as the Board of Directors considers appropriate, and shall allocate to each Participating Fund Units having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Fractions of Units, calculated to four decimal places, may be allocated as required. Thereafter the value of a Unit shall be determined by dividing the net asset value of the Enlarged Asset Pool (calculated as provided below) by the number of Units subsisting.

3. When additional cash or assets are contributed to or withdrawn from an Enlarged Asset Pool, the allocation of Units of the Participating Fund concerned will be increased or reduced (as the case may be) by a number of Units determined by dividing the amount of cash or value of assets contributed or withdrawn by the current value of a Unit. Where a contribution is made in cash it may be treated for the purpose of this calculation as reduced by an amount which the Board of Directors considers appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned; in the case of a cash withdrawal a corresponding addition may be made to reflect costs which may be incurred in realising securities or other assets of the Enlarged Asset Pool.

4. The value of assets contributed to, withdrawn from, or forming part of an Enlarged Asset Pool at any time and the net asset value of the Enlarged Asset Pool shall be determined in accordance with the provisions (mutatis mutandis) of Article 23 provided that the value of the assets referred to above shall be determined on the day of such contribution or withdrawal.

5. Dividends, interests and other distributions of an income nature received in respect of the assets in an Enlarged Asset Pool will be immediately credited to the Participating Funds, in proportion to their respective entitlements to the assets in the Enlarged Asset Pool at the time of receipt.

Art. 25. Issue of Shares. Whenever the Company shall offer Shares for subscription, the price per Share at which such Shares shall be offered and sold, shall be based on the Share price for the relevant Class of the relevant Sub-Fund. The Company may levy an initial sales charge of up to 5.5% of the Net Asset Value per Share. Such initial sales charge, if any, shall be disclosed in the Offering Document and it shall also be disclosed therein to whom it shall be payable. The price so determined shall be payable within a period, as determined by the Board of Directors and disclosed in the Offering Document from time to time. The Share price (not including the sales commission) may, upon approval of the Board of Directors, and subject to all applicable laws, namely with respect to a special audit report confirming the value of any assets contributed in specie, be paid by contributing to the Company securities acceptable to the Board of Directors consistent with the investment policy and investment restrictions of the Company.

Art. 26. Distributors. The Board of Directors may permit any company or other person appointed for the purpose of distributing Shares of the Company to charge any applicant for Shares a sales commission of such amount as may be disclosed in the Offering Document.

Art. 27. Accounting Year. The accounting year of the Company shall begin on 1 January of each year and shall terminate on 31 December of the same year. The accounts of the Company shall be expressed in USD or such other currency as the Board of Directors may determine. Where there shall be different Sub-Funds as provided for in Article 5 hereof, and if the accounts within such Sub-Funds are expressed in different currencies, such accounts shall be converted into USD, or such other currency as the Board of Directors may determine, and added together for the purpose of determination of the accounts of the Company.

Art. 28. Custodian. The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the Law of 2007 (the "Custodian") and which shall assume the responsibilities provided by law in respect of the Company and its shareholders. 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. 29. Investment Manager. The Company or its management company, if any, shall enter into an investment management agreement with Fondsmæglerselskabet Maj Invest A/S (also named Maj Invest Asset Management Fondsmæglerselskab A/S) or any affiliated or associated companies (the "Investment Manager") for the management of the assets of

the Company or any Sub-Fund and assistance with respect to its portfolio selection. The Board of Directors or its management company, if any, may authorise the Investment Manager to delegate from time to time the power to implement the investment policy and manage the assets of the Company. In the event of termination of said agreement in any manner whatsoever, the Company will, if applicable, change its name forthwith upon the request of the Investment Manager to another name not resembling the one specified in Article 1 hereof.

Art. 30. Liquidation of a Sub-Fund or of the Company and Mergers. In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation. 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 their holding of Shares in such category of such Class. Any funds to which shareholders are entitled upon the liquidation of the Company and which are not claimed by those entitled thereto prior to the close of the liquidation process shall be deposited for the persons entitled thereto to the Caisse de Consignation in Luxembourg in accordance with the Law of 2007.

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 such amount as determined by the Board of Directors and disclosed in the Offering Document from time to time 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 and such other evidence of discharge as the Board of Directors may reasonably require. This decision will be notified to shareholders as required. No Shares shall be redeemed after the date of the decision to liquidate the Sub-Fund or a Class. Assets, which could not be distributed to shareholders upon the close of the liquidation of the Sub-Fund concerned, will be deposited with the custodian of the Company for a period of six months after the close of liquidation. After this time, the assets will be deposited with the Caisse de Consignation in Luxembourg on behalf of their beneficiaries.

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 such amount as determined by the Board of Directors and disclosed in the Offering Document from time to time 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. This decision will be notified to shareholders as required. Each shareholder of the relevant Sub-Fund or a Class shall be given the option, within a period to be determined by the Board of Directors, but not being less than one month, and specified in said notice, to request free of any redemption charge either the repurchase of its Shares or the exchange of its Shares against Shares of any Sub-Fund or a Class not concerned by the merger. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

A Sub-Fund may be contributed to another Luxembourg investment fund by resolution of the Board of Directors 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 to operate in an economically efficient manner, and with due regard to the best interests of shareholders, that a Sub-Fund should be contributed to another fund. This decision will be notified to shareholders as required. Each shareholder of the relevant Sub-Fund shall be given the possibility within a period to be determined by the Board of Directors, but not being less than one month, and specified in said notice, to request, free of any redemption charge, the repurchase of its Shares. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due. At the close of such period, the contribution shall be binding for all shareholders who did not request a redemption. In the case of a contribution to an unincorporated investment fund, however, the contribution will be binding only on shareholders who expressly agreed to the contribution. When a Sub-Fund is contributed to another investment fund, the valuation of the Sub-Fund's assets shall be verified by an auditor who shall issue a written report at the time of the contribution. A Sub-Fund may be contributed to a non Luxembourg investment fund only when the relevant Sub-Fund's shareholders have unanimously approved the contribution or on the condition that only the shareholders who have approved such contribution are effectively transferred to that foreign fund.

If the Board of Directors determines that it is in the interests of the shareholders of the relevant Sub-Fund or Class or that a change in the economic or political situation relating to the Sub-Fund or Class concerned has occurred which would justify it, the reorganisation of one Sub-Fund or Class, by means of a division into two or more Sub-Funds or Classes, may take place. This decision will be notified to shareholders as required. The notification will also contain information about the two or more new Sub-Funds or Classes. The notification will be made at least one month before the date on which the reorganization becomes effective in order to enable the shareholders to request the sale of their Shares, free of charge, before the operation involving division into two or more Sub-Funds or Classes becomes effective. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

Art. 31. Amendment of Articles of Incorporation. These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and majority requirements provided by the laws of Luxembourg.

Any amendment affecting the rights of the holders of Shares of any Class or Sub30 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. 32. General. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies, as amended, and the Law of 2007.

Transitory provisions

1) The first accounting year shall begin on the date of incorporation of the Company and terminate on 31 December 2012.

2) The first annual general meeting of shareholders shall be held on 26 April 2013.

Subscription and Payment

The subscriber subscribes for the number of Shares of MAJ Invest Alternative – sinAI Fund and pays in cash the amounts as mentioned hereafter:

Fondsmæglerselskabet Maj Invest A/S, prenamed, 450 Shares . . . . . USD 45,000.-

The Shares are all paid up to the extent of one hundred per cent (100 %) by payment in cash, so that the amount of forty-five thousand U.S. Dollars (USD 45,000.-) is from now on at the free disposal of the Company, evidence of which is 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 two thousand five hundred Euros (EUR 2,500.-).

Statements

The undersigned notary states that the conditions provided for in article 26 of the law of 10 August 1915 on commercial companies, as amended, have been observed.

Extraordinary general meeting
Decisions taken by the sole shareholder

The above named party, representing the entire subscribed capital and considering itself as fully convened, immediately proceeded to an extraordinary general meeting.

Having first verified that it is regularly constituted, it passed the following resolutions.

First resolution

The following persons are appointed Directors until the next annual general meeting:

a) Mr. William JONES, born in New York, United States of America, on 11 February 1963, with professional address at 137, avenue du Bois, L-1250 Luxembourg, Grand Duchy of Luxembourg;

b) Mr. Lars KROIJER, born in Copenhagen, Denmark, on 4 February 1972, with professional address at 32 West Temple Sheen, London SW14 7AP, United Kingdom;

c) Mr. Jakob Haldor TOPSØE, born in Gentofte, Denmark, on 27 October 1968, with professional address at Strandvejen 153, 1.tv., 2900 Hellerup, Denmark;

d) Mr. Reginald DUQUESNOY, born in Berlin, Germany, on 30 May 1942, with professional address at Beaufort House, 6 Downleaze, Stoke Bishop, Bristol BS9 1NB, United Kingdom.

Second resolution

The following is appointed auditor until the next annual general meeting:

The private limited liability company KPMG Luxembourg, established and having its registered office in L-2520 Luxembourg, 9, allée Scheffer, Grand Duchy of Luxembourg, registered with the Trade and Companies Registry of Luxembourg, section B, under number 149133.

Third resolution

The registered office of the Company is fixed at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

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

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

Signé: E. D'ANTERROCHES, C. WERSANDT.

Enregistré à Luxembourg A.C., le 2 juillet 2012. LAC/2012/30632. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 6 juillet 2012.

Référence de publication: 2012082230/767.

(120116264) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 juillet 2012.

Credit Suisse Fund I (Lux), Société d'Investissement à Capital Variable.

Siège social: L-1118 Luxembourg, 11, rue Aldringen.

R.C.S. Luxembourg B 89.370.

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Im Jahre zweitausendundzwölf, am fünften Juni.

Vor Notar Henri HELLINCKX, mit Amtssitz zu Luxemburg.

Sind die Aktionäre der Investmentgesellschaft mit variablem Kapital („société d'investissement à capital variable") "CREDIT SUISSE FUND I (LUX)", mit Sitz in Luxemburg, eingetragen im Handels- und Gesellschaftsregister unter der Nummer B 89370, zu einer außerordentlichen Gesellschafterversammlung zusammengetreten.

Die Gesellschaft wurde gegründet gemäß notarieller Urkunde vom 11. Oktober 2002, veröffentlicht im Mémorial C Nummer 1580 vom 4. November 2002. Die Satzung wurde zuletzt abgeändert gemäss Urkunde des unterzeichneten Notars vom 13. März 2012, veröffentlicht im Mémorial C Nummer 1219 vom 15. Mai 2012.

Die Versammlung wird unter dem Vorsitz von Frau Arlette Siebenaler, Privatangestellte, beruflich wohnhaft in Luxemburg, eröffnet.

Zur Schriftführerin wird bestimmt Frau Solange Wolter, Privatangestellte, beruflich wohnhaft in Luxemburg.

Die Versammlung wählt zur Stimmzählerin Frau Annick Braquet, Privatangestellte, beruflich wohnhaft in Luxemburg.

Sodann gab die Vorsitzende folgende Erklärungen ab:

I.- Die anwesenden oder vertretenen Aktieninhaber und die Anzahl der von ihnen gehaltenen Aktien sind auf einer Anwesenheitsliste, unterschrieben von den Aktieninhabern oder deren Bevollmächtigte, dem Versammlungsbüro und dem unterzeichneten Notar, aufgeführt. Die Anwesenheitsliste bleibt gegenwärtiger Urkunde beigefügt um mit derselben einregistriert zu werden.

II.- Da alle Aktien Namensaktien sind, wurde die gegenwärtige Generalversammlung einberufen durch Einladungen mit der hiernach angegebenen Tagesordnung welche durch Einschreibebrief vom 25. Mai 2012 an alle Aktionäre versandt wurde.

III.- Die Tagesordnung hat folgenden Wortlaut:

Tagesordnung

Neufassung der Satzung: Anpassung der Satzung an den Standard der üblichen Dokumentation der Credit Suisse UCITS und insbesondere der Credit Suisse SICAV One (Lux). Massgeblich wird zukünftig allein die englische Fassung der Satzung sein.

Neubesetzung des Verwaltungsrats:

Luca Diener, Managing Direktor, Credit Suisse AG, Zürich

Guy Reiter, Direktor, Credit Suisse Fund Management S. A., Luxemburg

Fernand Schaus, Direktor, Credit Suisse Fund Management S. A., Luxemburg

Germain Trichies, Direktor, Credit Suisse Fund Management S. A., Luxemburg

VI.- Aus der vorbezeichneten Anwesenheitsliste geht hervor, dass von den 18.156.278 sich im Umlauf befindenden Aktien, 15.333.275 Aktien anlässlich der gegenwärtigen Generalversammlung, vertreten sind, und dass somit die gegenwärtige Generalversammlung rechtsgültig zusammengesetzt ist und über die in der Tagesordnung aufgeführten Punkte abstimmen kann.

Alsdann fasst die Generalversammlung einstimmig folgende Beschlüsse:

Erster Beschluss

Die Generalversammlung beschliesst die Satzung an den Standard der üblichen Dokumentation der Credit Suisse UCITS und insbesonderen der Credit Suisse SICAV One (Lux) anzupassen. Massgeblich wird zukünftig allein die englische Fassung der Satzung sein.

Die Generalversammlung beschliesst somit die Satzung mit Wirkung zum 6. Juli 2012 wie folgt neuzufassen:

Art. 1. Name. It is hereby established among the subscribers and all those who may become holders of shares, a corporation in the form of a «société anonyme» qualifying as a «société d'investissement à capital variable» under the

name of Credit Suisse Fund I (Lux) (the «Company») which may designate a management company to assist it in the performance of certain duties, as determined from time to time.

Art. 2. Duration. The Company is established for an undetermined period. The Company may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation (the «Articles»).

Art. 3. Object. The exclusive object of the Company is to place the funds available to it in transferable securities of all types, and other investments permitted by law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operations that it may deem useful in the accomplishment and development of its purpose to the full extent permitted by part I of the law of 17 December 2010 regarding undertakings for collective investment (the «Law of 17 December 2010»).

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

In the event that the Board of Directors determines 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 corporation.

Art. 5. Capital and Certification of Shares. The capital of the Company shall be represented by shares of no par value and will at all time be equal to the total net assets of the Company as defined in Article 21 hereof.

The minimum capital of the Company shall be at least the equivalent of one million two hundred and fifty thousand in Euro (EUR 1,250,000.-) within a period of 6 months following the authorization of the Company.

The Board of Directors is authorized without limitation to issue further shares to be fully paid at any time in accordance with Article 22 hereof without reserving for the existing shareholders a preferential right to subscription of the shares to be issued.

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

Such shares may, as the Board of Directors shall determine, be of different classes and the proceeds of the issue of one or more classes of shares be accounted for in subfunds (the «Subfunds») or pools of assets established pursuant to Article 21 hereof and shall invest in transferable securities and other investments permitted by the Law of 17 December 2010 corresponding to such geographical areas, industrial sectors or monetary zones, or such other areas or sectors, including in units of other undertakings for collective investments as the Board of Directors shall from time to time determine in respect of each Subfund.

The Board of Directors may further decide, in connection with each such Subfund or pool of assets to create and issue new classes of shares within any Subfund that will be commonly invested pursuant to the specific investment policy of the Subfund concerned but where a specific sales and redemption charge structure or hedging policy or currency denomination or other distinguishing feature is applied to each class. For the purpose of determining the capital of the Company, the assets and liabilities of the Subfund shall be allocated to the individual classes of shares. If not expressed in Swiss franc respectively, they shall be converted into Swiss franc respectively and the capital shall be the total net assets of all the classes.

Shares are issued in registered form. The Directors may however in their discretion decide to issue shares in bearer form. In respect of bearer shares, certificates will be issued in such denominations as the Board of Directors shall decide. If a bearer shareholder requests the exchange of his certificates for certificates in other denominations or the conversion into registered shares, he may be charged the cost of such exchange. The Board of Directors may in its discretion decide whether to issue certificates in respect of registered shares or not. In case the Board of Directors has elected to issue no certificates in respect of registered shares, the shareholder will receive a confirmation of its shareholding. In case the Board of Directors has elected to issue certificates in respect of registered shares and a shareholder does not elect to obtain share certificates, the shareholder will receive instead a confirmation of its shareholding. If a registered shareholder desires that more than one share certificate be issued for its shares, the cost of such additional certificates may be charged to such shareholder. Share certificates shall be signed by two Directors. Both such signatures may be either manual, or printed, or by facsimile.

However, one of such signatures may be by a person delegated to this effect by the Board of Directors. In such latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may from time to time determine. The Company reserves the right to reject any subscription application for shares, whether in whole or in part, at its own discretion for whatever reason.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the price as set forth in Article 22 hereof. The subscriber will, without undue delay, obtain delivery of definitive share certificates or a confirmation of his shareholding.

Payments of dividends will be made to shareholders, in respect of registered shares, at their addresses in the register of shareholders (the «Register of Shareholders») and, in respect of bearer shares, upon presentation of the relevant dividend coupons to the agent or agents appointed by the Company for such purpose.

All issued shares of the Company other than bearer shares shall be inscribed in the Register of Shareholders, which shall be kept by the Company or by one or more persons designated therefore by the Company and such Register of Shareholders shall contain the name of each holder of inscribed shares, his residence or elected domicile so far as notified to the Company, the number and class of shares held by him and the amount paid in on each such share. Every transfer of a share other than a bearer share shall be entered in the Register of Shareholders, and every such entry shall be signed by one or more officers of the Company or by one or more persons designated by the Board of Directors.

Transfer of bearer shares shall be effected by delivery of the relevant bearer share certificates. Transfer of registered shares shall be effected (a) if share certificates have been issued, by inscription of the transfer to be made by the Company upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company, and (b), if no share certificates have been issued, by written declaration of transfer to be inscribed in the Register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the Register of Shareholders.

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

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered in the Register of Shareholders. It shall not be entitled to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend. In the case of bearer shares, only certificates evidencing full shares will be issued. Any balance of bearer shares for which no certificate may be issued because of the denomination of the certificates, as well as fractions of such shares may either be issued in registered form or the corresponding payment will be returned to the shareholder as the Board of Directors of the Company may from time to time determine.

Art. 6. Replacement of Certificates. If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance Company but without restriction thereto, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

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

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

Art. 7. Restrictions of ownership. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body.

More specifically, the Company may restrict or prevent the ownership of shares in the Company by any U.S. Person, as defined hereafter, or any person who is holding shares in breach of any legal or regulatory requirement or whose holding would affect the tax status of the Company or would otherwise be detrimental to the Company or its shareholders, (hereafter «Restricted Persons»), and for such purposes the Company may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in beneficial ownership of such share by a Restricted Person,

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on, the Register of Shareholders to furnish it with any representations and warranties or any information, supported by an affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's shares rests or will rest in Restricted Persons and

c) where it appears to the Company that any Restricted Person either alone or in conjunction with any other person is a beneficial owner of shares or is in breach of its representations and warranties or fails to make such representations and warranties as the Board of Directors may require, compulsorily purchase from any such shareholder all or part of the shares held by such shareholder in the following manner:

1) The Company shall serve a notice (hereinafter called the «Purchase Notice») upon the shareholder appearing in the Register of Shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the price to be paid for such shares, and the place at which the purchase price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the Purchase Notice. Immediately after the close of business on the date specified in the Purchase Notice, such shareholder shall cease to be the owner of the shares specified in such notice and his name shall be removed as to such shares in the Register of Shareholders.

2) The price at which such shares specified in any Purchase Notice is to be purchased (herein called the «Purchase Price»), shall be equal to the redemption price of shares in the Company, determined in accordance with Article 20 hereof.

3) Payment of the Purchase Price will be made to the owner of such shares, except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) for payment to such owner upon surrender of the share certificate or certificates representing the shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such Purchase Notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective surrender of the share certificate or certificates as aforesaid.

4) The exercise by the Company of the powers conferred by this article shall not be questioned or invalidated in any case on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any Purchase Notice, provided that in such case the said powers were exercised by the Company in good faith; and

d) decline to accept the vote of any U.S. Person at any meeting of shareholders of the Company.

Art. 8. U.S. Person. Whenever used in these Articles, U.S. Person (the «U.S. Person»), subject to such applicable law and to such changes as the Directors shall notify to shareholders, shall mean a national or resident of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction, including the States and the Federal District of Columbia (the «United States») (including any corporation, partnership or other entity created or organised in, or under the laws, of the United States or any political sub-division thereof), or any estate or trust, other than an estate or trust the income of which from sources outside the United States (which is not effectively connected with the conduct of a trade or business within the United States) is not included in gross income for the purpose of computing United States federal income tax, provided, however, that the term «U.S. Person» shall not include a branch or agency of a United States bank or insurance company that is operating outside the United States as a locally regulated branch or agency engaged in the banking or insurance business and not solely for the purpose of investing in securities under the United States Securities Act 1933, as amended.

Art. 9. Powers of shareholders meetings. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 10. Shareholders meetings. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Thursday of February of each year at 10.00 a.m. (Central European Time). If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

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

Art. 11. Notices and agenda. The form, quorum and time required by law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share of whatever class and regardless of the net asset value (the «Net Asset Value») per share within its class, is entitled to one vote, subject to the limitations imposed by Luxembourg law.

The convening notices to general meetings may provide that the quorum and the majority requirements at the general meeting shall be determined according to the shares issued and outstanding at midnight (Central European Time) on the fifth day prior to the general meeting (the «Record Date»). The right of a shareholder to attend a general meeting and to exercise the voting rights attached to his shares are determined in accordance with the number of shares held by the relevant shareholder at the Record Date.

A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable or telegram, telex or facsimile transmission.

Except as otherwise required by Luxembourg 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 entitled to vote at the meeting.

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

Shareholders will meet upon call by the Board of Directors, pursuant to notice setting forth the agenda sent by mail at least eight days prior to the meeting to each shareholder at the shareholder's address in the Register of Shareholders.

If any bearer shares are outstanding, notice shall, in addition, be published twice at eight-day intervals provided that the second publication must occur at least eight days prior to the meeting, in the Mémorial, Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspaper as the Board of Directors may decide.

If however, all of the shareholders are present or represented at a meeting of shareholders, and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice of publication.

Art. 12. Board of Directors. The Company shall be managed by a Board of Directors composed of not less than three members, who need not be shareholders of the Company.

The Directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

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

Art. 13. Procedures of Board Meeting. The Board of Directors may choose from among its members a chairman and one or more vice-chairmen.

It may also choose a secretary, who needs not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors. The Board of Directors shall meet upon call by the chairman, or two directors, at the place indicated in the notice of meeting. The chairman shall preside at all meetings of shareholders and at all meetings of the Board of Directors. But in his absence or inability to act, the shareholders or the Directors may appoint another Director or any other person as chairman pro tempore by vote of the majority present at any such meeting. The Directors may only act at duly convened meetings of the Board of Directors.

Art. 14. Powers of the Board Meeting. The Board of Directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy as well as the course and conduct of the management and business affairs of the Company.

The Board of Directors is authorized to determine the investment policy of the Subfunds in compliance with the rules and restrictions as determined from time to time in these Articles and the Company's prospectus (the «Prospectus»). The specific investment objectives, policies and restrictions applicable to each particular Subfund shall be determined by the Board of Directors and disclosed in the Prospectus.

In particular, the investments of the Company may include transferable securities and any other assets permitted by and within the restrictions of the Law of 17 December 2010

Each Subfund is allowed to invest, in accordance with the principle of risk spreading, 100% of its net assets in transferable securities and money market instruments issued or guaranteed by a member state of the European Union, one or more of its local authorities, a non-member state of the European Union, accepted by the CSSF and specified in the Prospectus, or public international body to which one or more member states of the European Union belong, provided that in such case, the Subfund concerned holds securities or money market instruments from at least six different issues, and the securities or money market instruments of any single issue shall not exceed 30% of the Subfund's total assets.

Unless specified otherwise in the Prospectus, no Subfund may in aggregate invest more than 10% of its net assets in units of other UCITS and/or UCIs.

The Company will also be entitled to adopt master-feeder investment policies and thus a Subfund may invest at least 85% of its assets in other UCITS or subfunds of other UCITS in compliance with the provisions of the Law of 17 December 2010 and under the condition that such policy is specifically permitted by the investment policy applicable to the relevant Subfund as disclosed in the Prospectus.

A Sub-Fund may subscribe, acquire and/or hold units to be issued or issued by one or more Sub-Funds of the Company in compliance with the Law of 17 December 2010 and the conditions set out in the Prospectus.

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

The Board of Directors from time to time shall appoint the officers of the Company, including a general manager, any assistant general managers, or other officers considered necessary for the operation and management of the Company, who need not be Directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in the Articles, shall have the powers and duties given to 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 such officers of the Company or to other contracting parties.

Furthermore, the Board of Directors may appoint one or more investment managers and/or investment advisors with respect to the implementation of the investment policy of the Company.

The Board of Directors may also delegate any of its powers to any committee, consisting of such person or persons (whether a member of the Board of Directors or not) as it thinks fit.

Any such appointment may be revoked by the Board of Directors at any time.

Notice of any meeting of the Board of Directors shall be given in writing, or by cable, telegram, telex, facsimile or by other electronic means of transmission to all Directors at least twenty-four hours in advance of the day set for such meeting. The notice shall specify the purposes of and each item of business to be transacted at the meeting, and no business other than that referred to in such notice may be conducted at any such meeting and no action shall be taken by the board not referred to in such notice be valid. This notice may be waived by the consent in writing or by cable or telegram or facsimile or by other electronic means of transmission of each director and shall be deemed to be waived by any director who is present in person or represented by proxy at the meeting. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the board of directors.

Any Director may act at any duly convened meeting of the Board of Directors by appointing in writing or by cable or telegram, telex or facsimile another Director as his proxy. Any Director may attend a meeting of the Board of Directors by using teleconference, video means or any other audible or visual means of communication. A Director attending a meeting of Board of Directors by using such means of communication is deemed to be present in person at this meeting.

A meeting of the Board of Directors held by teleconference or videoconference or any other audible or visual means of communication, in which a quorum of Directors participate shall be as valid and effectual as if physically held, provided that a minute of the meeting is made and signed by the chairman of the meeting.

The Board of Directors can deliberate or act validly only if at least a majority of the directors is present or represented at a meeting of the Board of Directors. Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. Directors who are not present in person or represented by proxy may vote in writing or by cable or telegram or telex or facsimile or by other electronic means of communication.

In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Circular Resolutions signed by all Directors will be as valid and effectual as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution and may be evidenced by letters or facsimiles. Such resolutions shall enter into force on the date of the Circular Resolution as mentioned therein. In case no specific date is mentioned, the Circular Resolution shall become effective on the day on which the last signature of a board member is affixed.

Resolutions taken by any other electronic means of communication e.g. e-mail, cables, telegrams or telexes shall be formalized by subsequent Circular Resolution. The date of effectiveness of the then taken Circular Resolution shall be the one of the latest approval received by the Company via electronic means of communication. Such approvals received by all Directors shall remain attached to and form an integral part of the Circular Resolution endorsing the decisions formerly approved by electronic means of communication.

Any Circular Resolutions may only be taken by unanimous consent of all the members of the Board of Directors.

Art. 15. Minutes of the Board Meetings. The minutes of any meeting of the Board of Directors shall be signed by the chairman of the meeting.

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

Art. 16. Conflicts of interest. No contract or other transaction between the Company and any other corporation or firm shall be affected or invalidated by the fact that one or more of the Directors or officers of the Company is interested in, or is a Director, associate, officer or employee of such other corporation or firm. Any Director or officer of the Company who serves as a Director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, such Director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders. The term «personal interest», as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving CREDIT SUISSE GROUP, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors at its discretion.

Art. 17. Indemnity. 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 corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct.

Art. 18. Signatory Powers. The Company will be bound by the joint signature of any two Directors, officers or of any other persons to whom authority has been delegated by the Board of Directors.

Art. 19. Audit. The Company shall appoint an independent auditor («réviseur d'entreprises») who shall carry out the duties prescribed by law. The independent auditor shall be elected by the annual general meeting of shareholders. His mandate will remain valid until his successor has been elected.

Art. 20. Redemption of shares. As more specifically described below, the Company has the power to redeem its own shares at any time within the sole limitations set forth by Luxembourg law.

A shareholder of the Company may request the Company to redeem all or any part of his shares of the Company by notification to be received by the Company prior to the date on which the applicable Net Asset Value shall be determined. In the event of such request, the Company will redeem such shares subject to the limitations set forth by law and subject to any suspension of this redemption obligation pursuant to Article 21 hereof. Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

The shareholder will be paid a price per share based on the Net Asset Value per share of the relevant share class of the Subfund as determined in accordance with the provisions of Article 21 hereof. There may be deducted from the Net Asset Value a redemption charge, or any deferred sales charge payable to a distributor of shares of the Company and an estimated amount representing the costs and expenses which the Company would incur upon realization of the relevant percentage of the assets in the relevant pool to meet redemption requests of such size, as contemplated in the Prospectus of the Company. Payments of the redemption proceeds will be made not later than 10 bank business days as defined in the Prospectus after the next valuation day as defined in Article 21 hereof, following the date on which the request for redemption has been received or after the date on which all the relevant documentation has been received by the Company unless otherwise provided by the Articles.

Any redemption request must be filed by such shareholder at the registered office of the Company in Luxembourg, or at the office of such person or entity as shall be designated by the Company in connection with the redemption of shares, in such form and accompanied by such documents as the Board of Directors may prescribe in the Prospectus of the Company.

If a redemption or conversion of some shares of a class would reduce the holding by any shareholder of shares of such class below the minimum holding requirement as the Board of Directors shall determine from time to time, or, if the minimum subscription amount was waived at the time of subscribing for the relevant class, below the aggregate value of the shares of the relevant class for which the shareholder originally subscribed, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such class.

Further, if redemption requests and conversion requests relate to more than a certain percentage of the shares in issue of a specific class, to be determined from time to time by the Directors and published in the Prospectus of the Company, the Board of Directors may decide that part or all of such shares for redemption or conversion will be deferred for a period that the Board of Directors considers to be in the best interest of the Company. On such deferred date these redemption and conversion requests will be met in priority to later requests.

The Company may at any time and at its own discretion proceed to redeem Shares held by shareholders who are not entitled to acquire or possess these shares as described in Article 7 hereof. In particular, the Company is entitled to compulsorily redeem all shares held by a shareholder where any of the representations and warranties made in connection with the acquisition of the shares was not true or has ceased to be true or such shareholder fails to comply with any applicable eligibility condition for a share class. The Company is also entitled to compulsorily redeem all shares held by a shareholder in any other circumstances in which the Company determines that such compulsory redemption would avoid material legal, regulatory, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Company, including but not limited to the cases where such shares are held by shareholders who are not entitled to acquire or possess these shares or who fail to comply with any obligations associated with the holding of these shares under the applicable regulations.

Art. 21. Calculation of Net Asset Value. For the purpose of determining the issue, redemption and conversion price thereof, the Net Asset Value of shares in the Company shall be determined in respect of each class of shares by the Company from time to time, but in no instance less than twice a month, as the Board of Directors by resolution may direct (every such day or time for determination of Net Asset Value being referred to herein as a «Valuation Day»), provided that in any case where any Valuation Day would fall on a day observed as a holiday as stated in the Prospectus or in any other place to be determined by the Board of Directors, such Valuation Day shall then be the next bank business day following such holiday. For the avoidance of doubt, only full bank business days shall be considered as Valuation Days, as further described in the Prospectus.

If a Valuation Day falls on a day which is a holiday in countries whose stock exchanges or other markets are decisive for valuing the majority of a Subfunds assets, the Company may decide, by way of exception, that the Net Asset Value of the shares in this Subfund will not be determined on such days.

The Company may at any time and from time to time suspend the determination of the Net Asset Value of shares of any particular Subfund and the issuance and redemption of shares of such Subfund from its shareholders as well as conversions from and to shares of each Subfund,:

a) where a substantial proportion of the assets of the Subfund cannot be valued because a stock exchange or market is closed other than a usual public holidays, or when trading on such stock exchange or market is restricted or suspended; or

b) where a substantial proportion of the assets of the Subfund is not freely disposable because a political, economic, military, monetary or any other event beyond the control of the Company does not permit the disposal of the Subfund's assets, or such disposal would be detrimental to the interests of shareholders; or

c) where a substantial proportion of the assets of the Subfund cannot be valued because of disruption to the communications network or any other reason makes valuation impossible; or

d) where a substantial proportion of the assets of the Subfund is not available for transactions because restrictions on foreign exchange or other types of restrictions make asset transfers impracticable or it can be objectively demonstrated that transactions cannot be effected at normal foreign exchange rates; or

e) in any other circumstance or circumstances beyond the control and responsibility of the Board of Directors, where a failure to do so might result in the Fund or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the Fund or its shareholders might not otherwise have suffered.

Any such suspension shall be published, if appropriate, by the Company and shall be notified to investors applying for the issue, the conversion or the repurchase of shares by the Company at the time of the filing of the respective written request.

Such suspension as to any Subfund of shares shall have no effect on the calculation of the Net Asset Value, the issue, redemption and conversion of the shares of any other Subfund if such circumstances justifying the suspension are not applicable to the investments made on behalf of such Subfund.

Unless otherwise stated in the Prospectus or otherwise decided upon by the Board of Directors, the Net Asset Value of shares of each Subfund in the Company shall be expressed as a per share figure in the reference currency of the relevant Subfund and shall be determined as of any Valuation Day. For determining the Net Asset Value, the assets and liabilities of the Company shall be allocated to the Subfunds (and to the individual share classes within each Subfund), the calculation is carried out by dividing the Net Asset Value of the Subfund by the total number of shares outstanding for the relevant Subfund or the relevant share class. If the Subfund in question has more than one share class, that portion of the Net Asset Value of the Subfund attributable to the particular class will be divided by the number of issued shares of that class, all in accordance with the following valuation regulations or in any case not covered by them, in such manner as the Board of Directors shall think fair and equitable.

The Net Asset Value of an Alternate Currency Class shall be calculated first in the reference currency of the relevant Subfund. Calculation of the Net Asset Value of the Subfund attributable to the particular class will be divided by the number of issued shares of that class, except otherwise provided for by the Prospectus.

In order to protect existing shareholders and subject to the conditions set out in the Prospectus, the Board of Directors may decide to adjust the Net Asset Value per share class of a Subfund upwards or downwards in the event of a net surplus of subscription or redemption applications on a particular Valuation Day. In such case the same Net Asset Value applies to all incoming and outgoing investors on that particular Valuation Day. The adjustment of the Net Asset Value aims to cover in particular but not exclusively transaction costs, tax charges and bid/offer spreads incurred by the relevant Subfunds due to subscriptions, redemptions and/or conversions in and out of the Subfund.

As specified for the relevant Subfunds in the Prospectus, the Net Asset Value may either be adjusted on every Valuation Day on a net deal basis regardless of the size of the net capital flow or only if a predefined threshold of net capital flows is exceeded.

In the event that on any calendar quarter the aggregate net redemption orders (incl. aggregated net subscriptions over the quarter) do exceed 10% of the Net Asset Value of the initial total net assets of the relevant Subfund as of the beginning of the relevant calendar quarter, the Net Asset Value of the relevant Subfund will be decreased by an amount as specified in the current Prospectus on the relevant Valuation Day. Such amount reflects both the dealing costs that may be incurred by the relevant Subfund and the increased estimated bid/offer spread of (i) the assets in which the relevant Subfund invests and (ii) the constituents of the underlying of the relevant OTC swap transaction. In the event that on any calendar quarter the aggregate net redemption orders (incl. aggregated net subscriptions over the quarter) do exceed 20% of the Net Asset Value of the initial total net assets of the relevant Subfund as of the beginning of the relevant calendar quarter, the Net Asset Value of the relevant Subfund may be determined on the basis of bid prices (instead of the fixed spread as disclosed in the current Prospectus) reasonably quoted to market participants.

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

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

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

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

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

c) all bonds, time notes shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading exdividends, ex-rights, or by similar practices)

d) all units or shares in undertakings for collective investments

e) all stock, stock dividends, cash dividends and cash distributions receivable by the Company;

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

g) 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, and

h) all other assets of every kind and nature, including prepaid expenses.

Unless otherwise set forth in the Prospectus or otherwise decided upon by the Board of Directors, the value of such assets of each Subfund shall be determined as follows:

a) Securities which are listed on or regularly traded on a stock exchange shall be valued at the last available traded price. If such a price is not available for a particular trading day, the closing mid-price (the mean of the closing bid and ask prices) or alternatively the closing bid price, may be taken as a basis for the valuation.

b) If a security is traded on several stock exchanges, the valuation shall be made by reference to the exchange which is the main market for this security.

c) If a security is traded on a secondary market with regulated trading among securities dealers (with the effect that the price reflects market conditions), the valuation may be based on this secondary market.

d) Securities traded on a regulated market shall be valued in the same way as those listed on a stock exchange.

e) Securities that are not listed on a stock exchange and are not traded on a regulated market shall be valued at their last available market price. If no such price is available, the Company shall value these securities in accordance with other criteria to be established by the Board of Directors and on the basis of the probable sales price, the value of which shall be estimated with due care and in good faith.

f) Derivatives shall be treated in accordance with the above. OTC swap transactions will be valued on a consistent basis based on bid, offer or mid prices as determined in good faith pursuant to procedures established by the Board of Directors. When deciding whether to use the bid, offer or mid-prices, the Board of Directors will take into consideration the anticipated subscription or redemption flows, among other parameters. If, in the opinion of the Board of Directors, such values do not reflect the fair market value of the relevant OTC swap transactions, the value of such OTC swap transactions will be determined in good faith by the Board of Directors or by such other method as it deems in its discretion appropriate.

g) The valuation price of a money market instrument which has a maturity or remaining term to maturity of less than twelve months and does not have any specific sensitivity to market parameters, including credit risk, shall, based on the net acquisition price or on the price at the time when the investment's remaining term to maturity falls below twelve months, be progressively adjusted to the repayment price while keeping the resulting investment return constant. In the event of a significant change in market conditions, the basis for the valuation of different investments shall be brought into line with the new market yields.

h) Units or shares of UCITS or other UCIs shall be valued on the basis of their most recently calculated Net Asset Value, where necessary by taking due account of the redemption fee. Where no Net Asset Value and only buy and sell prices are available for units or shares of UCITS or other UCI, the units or shares of such UCITS or other UCIs may be valued at the mean of such buy and sell prices.

i) Fiduciary and fixed-term deposits shall be valued at their respective nominal value plus accrued interest.

The amounts resulting from such valuations shall be converted into the reference currency of each Subfund at the prevailing mid-market rate. Foreign exchange transactions conducted for the purpose of hedging currency risks shall be taken into consideration when carrying out this conversion.

If a valuation in accordance with the above rules is rendered impossible or incorrect due to particular or changed circumstances, the Company's Board of Directors shall be entitled to use other generally recognized and auditable valuation principles in order to reach a proper valuation of the Subfund's assets.

Investments which are difficult to value (in particular those which are not listed on a secondary market with a regulated price-setting mechanism) are valued on a regular basis using comprehensible, transparent criteria. For the valuation of

private equity investments, the Company may use the services of third parties which have appropriate experience and systems in this area. The Board of Directors and the auditor shall monitor the comprehensibility and transparency of the valuation methods and their application.

The net asset value of a share shall be rounded up or down, as the case may be, to the next smallest unit of the reference currency which is currently used unless otherwise stated in the Prospectus.

The Net Asset Value of one or more share classes may also be converted into other currencies at the mid market rate should the Company's Board of Directors decide to effect the issue and redemption of shares in one or more other currencies. Should the Board of Directors determine such currencies, the Net Asset Value of the respective shares in these currencies shall be rounded up or down to the next smallest unit of currency.

B. Unless otherwise decided upon by the Board of Directors, the liabilities of the Company shall be deemed to include:

a) all loans, bills and accounts payable;

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

c) all accrued or payable expenses;

d) 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 where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;

e) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the Board of Directors and

f) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles, except liabilities represented by shares in the Company.

In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company comprising, among others, formation expenses, fees payable to its investment advisers or investment managers including incentive fees, administrative fees, fees and expenses of accountants, custodian and correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in the countries of registration, any other agent employed by the Company, fees incurred for collateral management in relation to derivative transactions, fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the Prospectus, key investor information documents, explanatory memoranda or registration statements, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature and on estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. The Company shall establish pools of assets in the following manner:

a) the proceeds to be received from the issue of shares of a specific class shall be applied in the books of the Company to the pool established for that class of shares, and, as the case may be, the relevant amount shall increase the proportion of the net assets of such pool attributable to the class of shares to be issued, and the assets and liabilities and income and expenditure attributable to such class shall be applied to the corresponding pool subject to the provisions of this article;

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same pool as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant pool;

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

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated equally to all the pools and within each pool pro rata to the Net Asset Values of the relevant classes of shares provided that insofar as justified by the amounts, the allocation among the pools may also be made on the basis of the Net Asset Value of the pools, and provided further that all liabilities, whatever pool they are attributable to, shall, be incurred solely by the pool they were attributed to;

e) when class-specific expenses are paid for any class and/or higher dividends are distributed to shares of a given class, the Net Asset Value of the relevant class of shares shall be reduced by such expenses and/or by any excess of dividends (thus decreasing the percentage of the total net asset value of the relevant pool, as the case may be, attributable to such class of shares) and the Net Asset Value attributable to the other class or - classes of shares shall remain the same (thus increasing the percentage of the total Net Asset Value of the relevant pool, as the case may be, attributable to such other class or classes of shares);

f) when class-specific assets, if any, cease to be attributable to one or several classes only, and/or when income or assets derived there from are to be attributed to all classes of shares issued in connection with the same pool, the share of the relevant class shall increase in the proportion of such contribution; and

g) whenever shares of any class are issued or redeemed, the entitlement to the pool of assets attributable to the corresponding class of shares shall be increased or decreased by the amount received or paid, as the case may be, by the Company for such issue or redemption.

D. For the purposes of this Article:

a) shares of the Company to be redeemed under Article 20 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;

b) shares to be issued by the Company pursuant to subscription applications received shall be treated as being in issue as from the close of business on the Valuation Day on which the issue price thereof was determined and such price, until received by the Company, shall be deemed a debt due to the Company;

c) all investments, cash balances and other assets of the Company not expressed in the currency in which the Net Asset Value of any class is denominated, 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 asset value of shares and

d) 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.

E. The Board of Directors may invest and manage all or any part of the pools of assets referred to in section C. of this article 21 (hereafter referred to as «Participating Funds») on a pooled basis where it is appropriate with regard to their respective investment sectors to do so in accordance with the following provisions.

a) Any such enlarged asset pool («Asset Pool») shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter, the Directors may from time to time make further transfers to the Asset Pool. They may also transfer assets from the Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Asset Pool only where they are appropriate to the investment sector of the Asset Pool concerned.

b) The assets of the Asset Pool to which each Participating Fund shall be entitled, shall be determined by reference to the allocations and withdrawals of assets by such Participating Funds and the allocations and withdrawals made on behalf of the other Participating Funds.

c) Dividends, interests and other distributions of an income nature received in respect of the assets in an Asset Pool will be immediately credited to the Participating Funds in proportion to their respective entitlements to the assets in the Asset Pool at the time of receipt.

Art. 22. Subscription Price. Whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be the Net Asset Value as hereinabove defined for the relevant class of shares together, if the Directors so decide, with such sum as the Directors may consider represents an appropriate provision for duties and charges (including stamp and other duties, taxes, governmental charges, brokerage, bank charges, transfer fees, registration and certification fees and other similar duties and charges) which would be incurred if all the assets held by the Company and taken into account for the purposes of the relative valuation were to be acquired at the values attributed to them in such valuation and taking into account any other factors which it is in the opinion of the Directors proper to take into account, plus such commission as the Prospectus may provide, such price to be rounded up to the nearest whole unit of the currency in which the Net Asset Value of the relevant shares is calculated, if the Directors so decide, subject to such notice period and procedures as the Board of Directors may determine and publish in the Prospectus of the Company. The price so determined shall be payable not later than seven business days after the date on which the application was accepted or within such shorter delay as the Board of Directors may determine from time to time.

The Company may in the interest of the shareholders accept transferable securities and other assets permitted by the law of 17 December 2010 as payment for subscription («contribution in kind»), provided, the offered transferable securities and other assets correspond to the investment policy and restrictions of the relevant Subfund. Each payment of shares in return for a contribution in kind is subject to a valuation report issued by the auditor of the Company. The Board of Directors may at its sole discretion, reject all or several offered transferable securities and assets without giving reasons. All costs caused by such contribution in kind (including the costs for the valuation report, broker fees, expenses, commissions, etc.) shall be borne by the relevant investor.

In the event of an issue of a new class of shares, the initial issue price shall be determined by the Board of Directors.

Art. 23. Accounting Year. The accounting year of the Company shall begin on the 1 st October and shall terminate on the 30 September of the following year. The accounts of the Company shall be expressed in Swiss franc. When there shall be different classes as provided for in Article 5 hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be converted into Swiss franc and added together for the purpose of the determination of the accounts of the Company.

Art. 24. Dividends. The allocation of the annual results and any other distributions shall be determined by the annual general meeting upon proposal by the Board of Directors. Any resolution of a general meeting of shareholders deciding on whether or not dividends are declared to the shares of any class or whether any other distributions are made in respect of each class of shares shall, in addition, be subject to a prior vote, at the majority set forth above, of the shareholders of such class.

Interim dividends may, subject to such further conditions as set forth by law, be paid out on the shares of any class of shares out of the assets attributable to such class of shares upon decision of the Board of Directors.

No distribution may be made if as a result thereof the capital of the Company became less than the minimum prescribed by the Law of 17 December 2010. The dividends declared will be paid in such currencies at such places and times as shall be determined by the Board of Directors.

Dividends may further, in respect of any class of shares, include an allocation from an equalization account which may be maintained in respect of any such class and which, in such event, will, in respect of such class be credited upon issue of shares and debited upon redemption of shares, in an amount calculated by reference to the accrued income attributable to such shares.

Art. 25. Custody. The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the law regarding collective investment undertakings (the «Custodian»). All securities and cash of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its shareholders the responsibilities provided by the Law of 17 December 2010.

In the event of the Custodian desiring to retire, the Board of Directors shall use their best endeavours to find a corporation to act as custodian and upon doing so the Directors shall appoint such corporation to be custodian in place of the retiring Custodian. The 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. Liquidation and Merger. In the event of dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation, as required by Luxembourg law.

The net proceeds of liquidation corresponding to each class of shares shall be distributed by the liquidators to the holders of shares of each class in proportion to their holding of shares in such class.

The dissolution of a Subfund by a compulsory redemption of shares related to such Subfund shall be made upon a resolution of the Board of Directors, if the dissolution is deemed appropriate as the Subfund may no longer be appropriately managed within the interests of the shareholders.

In such an event, having regard to the interests of shareholders, the Company may elect to distribute either cash and/or the other assets to shareholders.

The dissolution of a Subfund may also be made upon a resolution of a general meeting of shareholders in the relevant Subfund. The quorum and majority requirements prescribed by Luxembourg law for decisions regarding amendments to the Articles are applicable to such meetings.

In that event, the Company may upon a one month prior notice to the holders of shares of such Subfund proceed to a compulsory redemption of all shares of the given class at the Net Asset Value calculated (taking into account actual realization prices of investments and realization expenses) at the Valuation Day at which such decision shall take effect.

Registered holders shall be notified in writing. The Company shall inform holders of shares which are not registered by publication of a redemption notice in newspapers to be determined by the Board of Directors, unless all such shareholders and their addresses are known to the Company.

In accordance with the definitions and conditions set out in the Law of 17 December 2010, any Subfund may, either as a merging Subfund or as a receiving Subfund, be subject to mergers with another Subfund of the Company or another UCITS, on a domestic or cross-border basis. The Company itself may also, either as a merging UCITS or as a receiving UCITS be subject to cross-border and domestic mergers.

Furthermore, a Subfund may as a receiving Subfund be subject to mergers with another UCI or subfund thereof, on a domestic or crossborder basis.

In all cases, the Board of Directors of the Company will be competent to decide on the merger. Insofar as a merger requires the approval of the shareholders pursuant to the provisions of the Law of 17 December 2010, the meeting of shareholders deciding by simple majority of the votes cast by shareholders present or represented at the meeting is competent to approve the effective date of such a merger. No quorum requirement will be applicable. Only the approval of the shareholders of the Subfunds concerned by the merger will be required.

Mergers shall be announced at least thirty days in advance in order to enable shareholders to request the redemption or conversion of their shares.

Art. 27. Amendments to Articles. These Articles may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided for by the laws of Luxembourg. Any amendment affecting the rights of the holders of shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

Art. 28. Miscellaneous. All matters not governed by these Articles shall be determined in accordance with the Law of 17 December 2010 as amended and the law of 10 August 1915 on commercial companies as amended.

Zweiter Beschluss

Die Generalversammlung nimmt den Rücktritt der bestehenden Verwaltungsratsmitglieder mit Wirkung zum 6. Juli 2012 an und beschliesst den Vewaltungsrat wie folgt neuzubesetzen mit Wirkung zum 6. Juli 2012:

- Luca Diener, Managing Direktor, Credit Suisse AG, Zürich, geschäftlich ansässig in CH-8405 Zürich, Kalandergasse 4, geboren in Zürich am 11. September 1964

- Guy Reiter, Direktor, Credit Suisse Fund Management S.A., Luxemburg, geschäftlich ansässig in L-2180 Luxemburg, 5, rue Jean Monnet, geboren in Luxemburg am 30. Juni 1966

- Fernand Schaus, Direktor Credit Suisse Fund Management S.A., Luxemburg, geschäftlich ansässig in L-2180 Luxemburg, 5, rue Jean Monnet geboren in Sandweiler am 26. April 1967

- Herr Germain Trichies, Direktor, Credit Suisse Fund Management S.A., Luxemburg, geschäftlich ansässig in L-2180 Luxemburg, 5, rue Jean Monnet geboren in Petingen am 23. November 1954

Das Mandat der somit ernannten Verwaltungsratsmitglieder endet mit der jährlichen Generalversammlung des Jahres 2013, welche über den Jahresabschluss des vorherigen Jahres bestimmt.

Da hiermit die Tagesordnung erschöpft ist, wird die Versammlung aufgehoben.

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

Nach Vorlesung und Erklärung alles Vorstehenden an die Erschienenen, dem beurkundenden Notar nach Namen, gebräuchlichen Vornamen, sowie Stand und Wohnort bekannt, haben die Erschienenen mit dem Versammlungsvorstand und dem beurkundenden Notar gegenwärtige Urkunde unterschrieben.

Gezeichnet: A. SIEBENALER, S. WOLTER, A. BRAQUET und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 14 juin 2012. Relation: LAC/2012/27596. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

Für gleichlautende Ausfertigung erteilt zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 20. Juni 2012.

Référence de publication: 2012071550/705.

(120102125) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juin 2012.

Niramore International S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 44.463.

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

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

NIRAMORE INTERNATIONAL S.A.
Signatures
Administrateur / Administrateur

Référence de publication: 2012073212/12.

(120103216) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

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

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

R.C.S. Luxembourg B 47.499.

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Extrait des résolutions prises lors de l'assemblée générale ordinaire du 25 août 2011

Les mandats des Administrateurs et du Commissaire aux Comptes sont venus à échéance. Monsieur Norbert SCHMITZ adresse professionnelle au 3, Avenue Pasteur, L-2311 Luxembourg, et les sociétés S.G.A. SERVICES S.A., siège social au 39, allée Scheffer, L-2520 Luxembourg, et FMS SERVICES S.A., siège social au 3, avenue Pasteur, L-2311 Luxembourg, sont réélus Administrateurs pour une nouvelle période de 6 ans.

Monsieur Eric HERREMANS adresse professionnelle au 39, Allée Scheffer, L-2520 Luxembourg, est réélu Commissaire aux Comptes pour une nouvelle période de 6 ans.

Pour la société
FUTURE INVEST S.A., SPF

Référence de publication: 2012071654/16.

(120102467) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juin 2012.

Valotel Europe S.A., Société Anonyme.

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

R.C.S. Luxembourg B 140.078.

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Monsieur Dominique MOINIL, né le 28 décembre 1959 à Namur (B), adresse professionnelle au 3, Avenue Pasteur, L-2311 Luxembourg, a été nommé en tant que Représentant Permanent de la société S.G.A. SERVICES S.A. lors de l'Assemblée Générale Extraordinaire du 27 juin 2008;

Monsieur Daniel FELLER, né le 23 mars 1956 à Ixelles (B), adresse professionnelle au 3, Avenue Pasteur, L-2311 Luxembourg a été nommé en tant que Représentant Permanent de la société FMS SERVICES S.A. lors de l'Assemblée Générale Extraordinaire du 27 juin 2008.

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

Pour la société
VALOTEL EUROPE S.A.

Référence de publication: 2012071939/16.

(120102437) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juin 2012.

Nova Express S.A., Société Anonyme Soparfi.

Siège social: L-2172 Luxembourg, 29, rue Alphonse Munchen.

R.C.S. Luxembourg B 66.132.

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Les comptes annuels au 31.12.2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012073214/10.

(120103485) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Nova Express S.A., Société Anonyme Soparfi.

Siège social: L-2172 Luxembourg, 29, rue Alphonse Munchen.

R.C.S. Luxembourg B 66.132.

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Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012073215/10.

(120103486) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Opti-Growth Fund, Société d'Investissement à Capital Variable.

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 118.183.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 19 juin 2012.

Référence de publication: 2012073218/10.

(120102913) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

O-Medias S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-6947 Niederanven, 5, Zone Industrielle Bombicht.

R.C.S. Luxembourg B 57.959.

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Rectificatif des comptes déposés au RCS le 20/06/2012 sous la référence L120102366

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

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

Signature.

Référence de publication: 2012073216/12.

(120102726) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Ocean Wave S.àr.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 134.097.

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

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

Référence de publication: 2012073217/9.

(120103301) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Olex SA, Société Anonyme.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 63.469.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 11 juin 2012.

Référence de publication: 2012073222/10.

(120103015) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Racine Investissement S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 108.298.

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Extrait des résolutions prises lors de la réunion du Conseil d'Administration du 21 mai 2012

- La démission de Monsieur Philippe STANKO, Administrateur, est acceptée

- Monsieur Christian MOGNOL, employé privé, domicilié professionnellement au 412F, route d'Esch, L- 2086 Luxembourg, est coopté en tant qu'Administrateur en remplacement de Monsieur Philippe STANKO, démissionnaire. Il terminera le mandat de son prédécesseur, mandat venant à échéance lors de l'Assemblée Générale Statutaire de l'an 2017. La cooptation de Monsieur Christian MOGNOL sera ratifiée à la prochaine Assemblée.

Fait à Luxembourg, le 21 mai 2012.

Certifié sincère et conforme

RACINE INVESTISSEMENT S.A.

N. VENTURINI / A. BOULHAIS

Administrateur / Administrateur et Président du Conseil d'Administration

Référence de publication: 2012073272/18.

(120103222) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

RC Immo S.A., Société Anonyme.

Siège social: L-8325 Capellen, 98, rue de la Gare.

R.C.S. Luxembourg B 155.468.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012073276/9.

(120103641) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Optique Berg S.A., Société Anonyme.

Siège social: L-1118 Luxembourg, 19, rue Aldringen.

R.C.S. Luxembourg B 23.938.

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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.

Mandataire

Référence de publication: 2012073224/10.

(120102728) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Aero Technical Support & Services Holdings, Société à responsabilité limitée.

Capital social: CAD 36.416.257,00.

Siège social: L-2440 Luxembourg, 59, rue de Rollingergrund.

R.C.S. Luxembourg B 128.997.

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EXTRAIT

L'associé unique de la Société a pris note de la résignation de Joseph C. Kolshak en tant que gérant de la Société au 18 juin 2012.

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

Pour la Société

Stefan Lambert

Gérant

Référence de publication: 2012073361/15.

(120102982) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Axbau S.A., Société Anonyme.

Siège social: L-5887 Alzingen, 477, route de Thionville.

R.C.S. Luxembourg B 167.612.

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EXTRAIT

Par décision de l'Assemblée Générale Extraordinaire du 19 juin 2012:

- Est confirmé avec effet immédiat la révocation du mandat d'administrateur de Mr Joäo Paulo DA COSTA RENDO, administrateur de société, né à Sabugal (Portugal),demeurant à L-3780 Tétange,77, rue des Légionnaires

- Est confirmé la nomination de Mme Joscely PEREIRA DUTRA, sans état, né à Imperatiz Maranhão(Brasil) demeurant à F-54190 VILLERUPT,2,rue des Merles en qualité d'administrateur unique.

- La société reste valablement engagée par la signature individuelle de l'administrateur unique.

Alzingen, le 19 juin 2012. Signature.

Référence de publication: 2012073367/15.

(120103182) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

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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Extrait des résolutions circulaires prises par le conseil d'administration de la société en date du 12 juin 2012

Monsieur Elias SAKELLIS, né le 7 juillet 1976 à Thessalonique, Grèce, demeurant professionnellement à 10 Brook Street, Londres W1S 1BG, Grande Bretagne a été nommé administrateur de la Société avec effet au 11 juin 2012 et jusqu'à la tenue de l'assemblée générale annuelle qui se tiendra en 2013.

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

Référence de publication: 2012073227/12.

(120102964) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Pinto Invest S.A., Société Anonyme.

Siège social: L-3270 Bettembourg, 53, route de Peppange.

R.C.S. Luxembourg B 116.947.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012073229/10.

(120102868) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Prospector Finance S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 11-13, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 163.602.

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Extrait des résolutions prises par l'associée unique en date du 22 mai 2012

1. M. Koenraad VAN DER HAEGEN a démissionné de son mandat de gérant B.

2. M. Andrew O'SHEA, administrateur de sociétés, né à Dublin (Irlande), le 13 août 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé avec effet au 21 juin 2012 comme gérant B pour une durée indéterminée.

Luxembourg, le 21.6.2012.

Pour extrait sincère et conforme

Pour Prospector Finance S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2012073232/16.

(120103071) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Prospector New Building S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 11-13, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 165.372.

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Extrait des résolutions prises par l'associée unique en date du 22 mai 2012

1. M. Koenraad VAN DER HAEGEN a démissionné de son mandat de gérant B.

2. M. Andrew O'SHEA, administrateur de sociétés, né à Dublin (Irlande), le 13 août 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé avec effet au 21 juin 2012 comme gérant B pour une durée indéterminée.

Luxembourg, le 21.6.2012.

Pour extrait sincère et conforme

Pour Prospector New Building S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2012073233/16.

(120103063) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Roundwood Three S.à r.l., Société à responsabilité limitée,

(anc. Wigham House (Barking) S.à r.l.).

Capital social: GBP 20.000,00.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 140.400.

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In the year two thousand and twelve, on the thirteenth of June.

Before Us maître Martine SCHAEFFER, notary residing in Luxembourg.

THERE APPEARED:

Longwalk, a société à responsabilité limitée incorporated and existing under the laws of the Grand Duchy of Luxembourg, with registered office at 11-13, boulevard de la Foire, L-1528 Luxembourg, registered with the Luxembourg trade and companies' register under number B 165.166, duly represented by one of its managers Mrs Cécile GADISSEUR.

Such appearing party is the sole shareholder (the "Sole Shareholder") of Wigham House (Barking) S.à r.l., a société à responsabilité limitée having its registered office at 11-13, boulevard de la Foire, L-1528 Luxembourg, registered with the Luxembourg trade and companies' register under number B 140.400, incorporated pursuant to a deed of the undersigned notary, on July 8 th , 2008, published in the Mémorial C, Recueil des Sociétés et Associations on August 13 th , 2008, number 1980 (the "Company"). The Articles of Association have been amended for the last time pursuant to a deed of the same notary on July 22 nd , 2011 published in the Luxembourg Mémorial C, Recueil Spécial des Sociétés et Associations, number 2209 of September 20 th , 2011.

The Sole Shareholder, representing the entire capital, takes the following resolutions:

First resolution

The Sole Shareholder resolves to change the name of the Company into "Roundwood Three S.a r.l.".

Second resolution

As a consequence of the above resolution, the Sole Shareholder resolves to amend article 4 of the articles of association, which will henceforth have the following wording:

" **Art. 4.** The Company will have the name Roundwood Three S.a r.l.. "

Third resolution

The Sole Shareholder resolves to amend the financial year of the Company so that it will from now on start on January 1 st and end on December 31 st of each year.

Therefore the current financial year which started on June 1 st , 2012 will end on December 31 st , 2012.

Furthermore the Sole Shareholder resolves to amend article 21 and 22 of the articles of incorporation of the Company which shall henceforth read as follows:

" **Art. 21.** The Company's financial year commences on the first of January and ends on the thirty-first of December of each year."

" **Art. 22.** Each year on the thirty-first of December, the accounts are closed and the manager(s) prepare an inventory including an indication of the value of the Company's assets and liabilities. Each shareholder may inspect the above inventory and balance sheet at the Company's registered office."

Estimation of costs

The costs, expenses, fees and charges, in any form whatsoever, which are to be borne by the Company or which shall be charged to it in connection with the present deed, have been estimated at about one thousand two hundred euro (EUR 1,200).

There being no further business, the meeting is terminated.

The undersigned notary, who knows English, states that on request of the appearing party, the present deed in worded in English, followed by a German version and in case discrepancies between the English and the German, the English version will be binding.

Whereof, the present deed is drawn up in Luxembourg, on the day stated at the beginning of this document.

The document having been read to the person appearing known to the notary by his name, first name, civil status and residence, this person signed together with the notary the present deed.

Folgt die Deutsche Übersetzung:

Im Jahre zweitausendundzwölf, am dreizehnten Juni.

Vor dem unterzeichneten Notar Maître Martine SCHAEFFER, mit Amtssitz in Luxemburg.

Ist erschienen:

Longwalk, eine Gesellschaft mit beschränkter Haftung nach luxemburgischem Recht, mit Sitz in 11-13, boulevard de la Foire, L-1528 Luxembourg, eingetragen im luxemburgischen Handelsregister unter der Nummer B 165.166, hier rechtsmäßig vertreten durch einer ihrer Geschäftsführer Frau Cécile GADISSEUR.

Die Erschienene handelt in ihrer Eigenschaft als alleiniger Gesellschafter (der „alleinige Gesellschafter") der Wigham House (Barking) S.à r.l. (die "Gesellschaft") einer société à responsabilité limitée (Gesellschaft mit beschränkter Haftung) unter luxemburgischem Recht, mit Sitz in L-1528 Luxemburg, 11-13, boulevard de la Foire (die „Gesellschaft") eingetragen im luxemburgischen Handelsregister unter der Nummer B 140.400, gegründet am 8. Juli 2008 gemäß einer Urkunde des unterzeichnenden Notars, veröffentlicht am 13. August 2008 im Mémorial C, Recueil des Sociétés et Associations, unter Nummer 1980. Die Satzung wurde zum letzten Mal durch Urkunde vom 22. Juli 2011, aufgenommen durch denselben Notar veröffentlicht im Mémorial C, Recueil des Sociétés et Associations, Nummer 2209 vom 20. September 2011, geändert.

Der alleinige Gesellschafter, Eigentümer des gesamten Gesellschaftskapitals, fasst die folgenden Beschlüsse:

Erster Beschluss

Der alleinige Gesellschafter beschließt den Firmennamen der Gesellschaft in "Roundwood Three S.à r.l." zu ändern.

Zweiter Beschluss

Als Resultat des obigen Beschlusses, beschließt der alleinige Gesellschafter Artikel 4 der Satzung wie folgt zu ändern:

" **Art. 4.** Die Gesellschaft wird den Firmennamen Roundwood Three S.à r.l. tragen."

Dritter Beschluss

Der alleinige Gesellschafter beschließt das Geschäftsjahr der Gesellschaft abzuändern, so dass es von nun am 1. Januar eines jeden Jahres beginnt und am 31. Dezember desselben Jahres endet.

Demzufolge wird das laufende Geschäftsjahr welches am 1. Juni 2012 begonnen hat am 31. Dezember 2012 enden.

Des Weiteren beschließt der alleinige Gesellschafter Artikel 21 und 22 der Satzung wie folgt zu ändern:

„ **Art. 21.** Das Geschäftsjahr der Gesellschaft beginnt am 1. Januar eines jeden Jahres und endet am 31. Dezember desselben Jahres."

„ **Art. 22.** Am einunddreißigsten Dezember eines jeden Jahres werden die Konten geschlossen und der oder die Geschäftsführer stellen ein Inventar auf, in dem sämtliche Vermögenswerte und Verbindlichkeiten der Gesellschaft aufgeführt sind. Jeder Gesellschafter kann am Gesellschaftssitz Einsicht in das Inventar und die Bilanz nehmen."

Kosten

Die Kosten, Ausgaben und Gebühren jeglicher Art, die der Gesellschaft entstehen oder ihr in Zusammenhang mit der vorliegenden Urkunde in Rechnung gestellt werden, belaufen sich auf ungefähr eintausendzweihundert Euro (1.200,- EUR).

Da es keine weiteren Tagesordnungspunkte zu besprechen gibt, wird die Versammlung geschlossen.

Der unterzeichnende Notar, der die englische Sprache versteht, bestätigt, dass auf Verlangen der erscheinenden Partei, die Urkunde auf englisch verfasst wird, gefolgt von einer deutschen Übersetzung, und dass im Falle von Diskrepanzen die englische Version bindend sein soll.

Worüber Urkunde, Aufgenommen in Luxemburg, am Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an die Erschienenen, alle dem Notar nach Namen, gebräuchlichen Vornamen, sowie Stand und Wohnort bekannten, haben dieselben mit dem Notar gegenwärtige Urkunde unterschrieben.

Signé: C. Gadisseur et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 15 juin 2012. LAC/2012/27777. Reçu soixante-quinze euros EUR 75,-

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 20 juin 2012.

Référence de publication: 2012071954/99.

(120102403) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juin 2012.

Prospector Offshore Drilling Rig Construction S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 11-13, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 165.643.

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Extrait des résolutions prises par l'associée unique en date du 22 mai 2012

1. M. Koenraad VAN DER HAEGEN a démissionné de son mandat de gérant B.

2. M. Andrew O'SHEA, administrateur de sociétés, né à Dublin (Irlande), le 13 août 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé avec effet au 21 juin 2012 comme gérant B pour une durée indéterminée.

Luxembourg, le 21.6.2012.

Pour extrait sincère et conforme

Pour Prospector Offshore Drilling Rig Construction S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2012073234/16.

(120103112) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Prospector Rig 1 Contracting Company S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 11-13, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 168.393.

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Extrait des résolutions prises par l'associée unique en date du 22 mai 2012

1. M. Koenraad VAN DER HAEGEN a démissionné de son mandat de gérant B.

2. M. Andrew O'SHEA, administrateur de sociétés, né à Dublin (Irlande), le 13 août 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé avec effet au 21 juin 2012 comme gérant B pour une durée indéterminée.

Luxembourg, le 21.6.2012.
Pour extrait sincère et conforme
Pour Prospector Rig 1 Contracting Company S.à r.l.
Intertrust (Luxembourg) S.A.

Référence de publication: 2012073235/16.

(120103074) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

PEP GCO Co-Invest S.à r.l., Société à responsabilité limitée.

Siège social: L-1661 Luxembourg, 31, Grand-rue.

R.C.S. Luxembourg B 111.764.

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

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

Signature.

Référence de publication: 2012073250/10.

(120103673) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Prospector Rig 2 Owning Company S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 11-13, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 165.648.

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Extrait des résolutions prises par l'associée unique en date du 22 mai 2012

1. M. Koenraad VAN DER HAEGEN a démissionné de son mandat de gérant B.

2. M. Andrew O'SHEA, administrateur de sociétés, né à Dublin (Irlande), le 13 août 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé avec effet au 21 juin 2012 comme gérant B pour une durée indéterminée.

Luxembourg, le 21.6.2012.
Pour extrait sincère et conforme
Pour Prospector Rig 2 Owning Company S.à r.l.
Intertrust (Luxembourg) S.A.

Référence de publication: 2012073237/16.

(120103004) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Degroof Alternative, Société d'Investissement à Capital Variable.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 113.782.

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

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

Luxembourg, le 22 juin 2012.
Pour Degroof Alternative
BANQUE DEGROOF LUXEMBOURG S.A.
Agent Domiciliataire
Valérie GLANE / Corinne ALEXANDRE
Fondé de pouvoir / -

Référence de publication: 2012073568/15.

(120104245) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Prospector Rig 3 Owning Company S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 11-13, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 165.730.

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Extrait des résolutions prises par l'associée unique en date du 22 mai 2012

1. M. Koenraad VAN DER HAEGEN a démissionné de son mandat de gérant B.

2. M. Andrew O'SHEA, administrateur de sociétés, né à Dublin (Irlande), le 13 août 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé avec effet au 21 juin 2012 comme gérant B pour une durée indéterminée.

Luxembourg, le 21.6.2012.

Pour extrait sincère et conforme

Pour Prospector Rig 3 Owning Company S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2012073238/16.

(120103021) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Prospector Rig 5 Owning Company S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 11-13, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 165.657.

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Extrait des résolutions prises par l'associée unique en date du 22 mai 2012

1. M. Koenraad VAN DER HAEGEN a démissionné de son mandat de gérant B.

2. M. Andrew O'SHEA, administrateur de sociétés, né à Dublin (Irlande), le 13 août 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé avec effet au 21 juin 2012 comme gérant B pour une durée indéterminée.

Luxembourg, le 21.6.2012.

Pour extrait sincère et conforme

Pour Prospector Rig 5 Owning Company S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2012073240/16.

(120103038) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

RTL Belux S.A., Société Anonyme.

Siège social: L-1543 Luxembourg, 45, boulevard Pierre Frieden.

R.C.S. Luxembourg B 164.961.

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EXTRAIT

Il résulte des délibérations et décisions du Conseil d'administration tenu au siège social le 5 juin 2012 que:

Le Conseil d'administration décide de désigner Monsieur Guillaume de Posch, administrateur du Groupe A, en qualité de président du Conseil d'administration, pour une durée équivalente à celle de son mandat d'administrateur, renouvellements compris.

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

Référence de publication: 2012073283/13.

(120102996) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Prospector Rig 6 Owning Company S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 11-13, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 165.654.

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Extrait des résolutions prises par l'associée unique en date du 22 mai 2012

1. M. Koenraad VAN DER HAEGEN a démissionné de son mandat de gérant B.

2. M. Andrew O'SHEA, administrateur de sociétés, né à Dublin (Irlande), le 13 août 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé avec effet au 21 juin 2012 comme gérant B pour une durée indéterminée.

Luxembourg, le 21.6.2012.

Pour extrait sincère et conforme

Pour Prospector Rig 6 Owning Company S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2012073241/16.

(120103053) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

PEP GCO HL Co-Invest, S.à r.l., Société à responsabilité limitée.

Siège social: L-1661 Luxembourg, 31, Grand-rue.

R.C.S. Luxembourg B 111.680.

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

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

Signature.

Référence de publication: 2012073251/10.

(120103719) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

PLD Promotions S.A., Société Anonyme.

Siège social: L-3270 Bettembourg, 53, route de Peppange.

R.C.S. Luxembourg B 145.836.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012073254/10.

(120102866) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Seneca Lux 2 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 154.182.

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Extrait des résolutions prises lors de la réunion du Conseil de Gérance en date du 17 avril 2012

En date du 17 avril 2012, le Conseil de Gérance de la Société a décidé comme suit:

- D'élire Monsieur Richard Brekelmans, Gérant B, en tant que Président du Conseil de Gérance, avec effet immédiat et pour une durée indéterminée.

- D'élire Monsieur Johan Dejans, Gérant B, en tant que Vice-Président du Conseil de Gérance, avec effet immédiat et pour une durée indéterminée

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

Luxembourg, le 20 juin 2012.

Stijn CURFS

Mandataire

Référence de publication: 2012073298/18.

(120102946) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

IVG Praterstrasse Beteiligungs GmbH, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 146.715.

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Koordinierte Statuten hinterlegt beim Handels- und Gesellschaftsregister Luxembur

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 18. Juni 2012.

Für gleichlautende Abschrift

Für die Gesellschaft

Maître Carlo WERSANDT

Notar

Référence de publication: 2012073257/14.

(120102971) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

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

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

R.C.S. Luxembourg B 138.361.

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

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

Pour Pyrotex S.à r.l.

BNP Paribas Real Estate Investment Management Luxembourg S.A.

Signatures

Référence de publication: 2012073262/12.

(120103170) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

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

Siège social: L-8011 Strassen, 283, route d'Arlon.

R.C.S. Luxembourg B 145.337.

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

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

Signature.

Référence de publication: 2012073263/10.

(120103073) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Cartayat S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 121.884.

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Extrait du procès-verbal de la réunion de l'Assemblée Générale Ordinaire des Actionnaires tenue extraordinairement de façon anticipée au siège social à Luxembourg, le 9 mai 2012 à 13.00 heures

Reconduction des mandats de Monsieur Karl Guénard, Monsieur Reinald Loutsch et Madame Elise Lethuilllier en tant qu'Administrateurs et H.R.T. Révision S.A. en tant que Commissaire aux Comptes, demeurant professionnellement au 168 rue du Kiem L-8030 Strassen et inscrit au RCS Luxembourg sous le numéro B51238, pour une durée de six ans. Leur mandat prendra fin à l'assemblée générale statuant sur les comptes de l'année 2017.

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

Luxembourg, le 9 mai 2012.

Pour la Société

Signature

Un Administrateur

Référence de publication: 2012073380/18.

(120102917) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

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

Capital social: EUR 40.905,00.

Siège social: L-5326 Contern, rue Général Patton.

R.C.S. Luxembourg B 78.029.

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In the year two thousand twelve, on the twenty-first day of the month of May.

Before us Maître Joseph ELVINGER, Civil. Law Notary, residing in Luxembourg, Grand Duchy of Luxembourg.

An extraordinary general meeting was held of the shareholders of DPC (Luxembourg) S.à.r.l., (the "Company"), a société à responsabilité limitée having its registered office at Rue Général Patton, L-2984 Contern, Grand Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 78029, incorporated by deed of Maître Frank Baden, notary residing in Luxembourg, Grand Duchy of Luxembourg dated 22 September 2000, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 193 of 14 March 2001.

The articles of association of the Company were amended for the last time on 12 December 2011 by deed of the undersigned notary and published in the Mémorial number 274 of 1 February 2012.

The meeting was presided by Mr. Paul Steffes, manager, residing in Hassel, Luxembourg.

The chairman appointed as secretary and scrutineer Maître Linda Funck, maître en droit, residing in Luxembourg.

The bureau having thus been constituted, the chairman declared and requested the notary to state that:

I. That the agenda of the meeting is as follows:

A) Increase of the issued share capital of the Company from seventeen thousand three hundred and eighty-two Euros and fifty cents (EUR 17,382.50) to forty thousand nine hundred five Euros (EUR 40,905.-) by the issue of nine thousand four hundred nine (9,409) new shares of a nominal value of two Euros and fifty cents (EUR 2.50) per share.

B) Subscription and payment of the new shares to be issued together with a share premium by contribution in kind by DuPont Acquisition S.àr.l. of all its shares in DuPont Denmark Holding ApS, and in DuPont Acquisition LLC.

C) Approval of the value of the contribution in kind and allocation out of the subscription price of an amount of twenty-three thousand five hundred twenty-two Euro and fifty cents (EUR 23,522.50) to the share capital and the balance of three billion three hundred seventy-seven million four hundred four thousand nine hundred twenty-one Euro and fifty cents (EUR 3,377,404,921.50) to the freely distributable share premium account and consequential amendment of the first sentence of article 6 of the articles of association of the Company.

II. The shareholders represented and the number of their shares are shown on an attendance list; such attendance list, signed by the represented parties, the board of the meeting and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

III. It appears from the attendance list referred to in II above that, the whole corporate capital is represented at the present meeting. The present meeting is thus regularly constituted and may validly deliberate on all items of the agenda.

After deliberation, the meeting unanimously resolved as follows:

First resolution

It is resolved to increase the issued capital of the Company from seventeen thousand three hundred and eighty-two Euros and fifty cents (EUR 17,382.50) to forty thousand nine hundred five Euros (EUR 40,905.-) by the issue of nine thousand four hundred nine (9,409) new shares of a nominal value of two Euros and fifty cents (EUR 2.50) per share.

With the approval of all the shareholders, the nine thousand four hundred nine (9,409) new shares are subscribed by DuPont Acquisition S.àr.l., a company incorporated under the laws of Luxembourg, having its registered office at Contern, Luxembourg, here represented by Mr Paul Steffes, previously named.

The total subscription price of the new shares has been fully paid up by way of a contribution in kind consisting of:

(i) all shares in DuPont Denmark Holding ApS, a company incorporated under the laws of Denmark, registered under number CVR- no 33 38 21 54, such shares representing the entire issued capital of DuPont Denmark Holding ApS and which is valued at two billion seven hundred thirty-one million four hundred thirty-four thousand six hundred ninety-nine Euro (EUR 2,731,434,699.-);

(ii) all of the outstanding membership interests in DuPont Acquisition LLC, a limited liability company formed under the laws of Delaware, United States of America, with registered office at 1209 Orange Street, Wilmington, Delaware 19801 c/o The Corporation Trust Company, Federal Identification Number 37-1668264, representing the entire issued capital of DuPont Acquisition LLC, and which is valued at six hundred forty-five million nine hundred ninety-three thousand seven hundred forty-five Euro (EUR 645,993,745.-).

The above assets contributed have been valued together at three billion three hundred seventy-seven million four hundred twenty-eight thousand four hundred forty-four Euro (EUR 3,377,428,444.-) as described in a report of the board of managers of the Company dated 18 May 2012 (which valuation report shall be annexed hereto to be registered with this deed).

The meeting approved the valuation of the contribution in kind and decided that an amount of twenty-three thousand five hundred twenty-two Euro and fifty cent (EUR 23,522.50) is allocated to the share capital of the Company and an amount of three billion three hundred seventy-seven million four hundred four thousand nine hundred twenty-one Euro and fifty cent (EUR 3,377,404,921.50) to the freely distributable share premium account of the Company.

The contributor declares that it is the sole owner of the assets contributed, that they are free of any pledge or other charges and that there is no impediment to the contribution to the present Company.

Proof of the existence of the contribution in kind and the transfer to the Company of that contribution in kind was shown to the undersigned notary.

Second resolution

As a result of the preceding increase of capital, the meeting resolved to amend the first sentence of Article 6 of the articles of association of the Company so as to read as follows:

"The capital of the Company is fixed at forty thousand nine hundred five Euros (EUR 40,905.-) divided into sixteen thousand three hundred sixty-two (16,362) shares with a par value of two Euros and fifty cent (EUR 2.50) each."

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

Expenses

The appearing parties estimate the expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of its increase of capital at seven thousand Euro (EUR 7,000.-).

The undersigned notary who understands and speaks English acknowledges that, at the request of the parties hereto, these minutes are drafted in English, followed by a French translation; at the request of the same parties, in case of divergences between the English and the French version, the English version shall be prevailing.

Done in Luxembourg on the day aforementioned. And after reading of these minutes, the members of the bureau signed together with the notary the present, deed.

Suit la traduction française du texte qui précède:

L'an deux mille douze, le ving-et-unième jour du mois de mai.

Par-devant Maître Joseph Elvinger, notaire, demeurant à Luxembourg, Grand-Duché de Luxembourg,

a été tenue une assemblée générale extraordinaire des actionnaires " DPC (Luxembourg) S.à.r.l.", (la "Société"), une société à responsabilité limitée ayant son siège social rue Général Patton, L-2984 Contern, Grand-Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés sous le numéro B 78029 et constituée par acte notarié de Maître Frank Baden, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, en date du 22 septembre 2000, publié au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial») numéro 193 du 14 mars 2001.

Les statuts de la Société ont été modifiés pour la dernière fois le 12 décembre 2011 par acte du notaire soussigné publié au Mémorial numéro 274 du 1 er février 2012.

L'assemblée est présidée par M. Paul Steffes, gérant, demeurant à Hassel, Luxembourg.

Le président a nommé comme secrétaire et scrutateur Maître Linda Funck, maître en droit, demeurant à Luxembourg.

Le bureau de l'assemblée ayant ainsi été constitué, le président déclara et demanda au notaire instrumentant d'acter.

I. Que l'ordre du jour de l'assemblée est comme suit:

A) Augmentation du capital émis de la Société de dix-sept mille trois cent quatre-vingt-deux euros et cinquante cents (EUR 17.382,50) à quarante mille neuf cent cinq euros (EUR 40.905.-) par l'émission de neuf mille quatre cent neuf (9.409) nouvelles parts sociales, ayant une valeur nominale de deux euros et cinquante cents (EUR 2,50) chacune.

B) Souscription et libération des nouvelles parts sociales à émettre ensemble avec une prime d'émission en contrepartie d'un apport en nature de Dupont Acquisition S.àr.l. de toutes les actions de DuPont Denmark Holding ApS, et de DuPont Acquisition LLC.

C) Approbation de la valeur de l'apport en nature et attribution sur le prix de souscription de vingt-trois mille cinq cent vingt-deux euros et cinquante cents (EUR 23.522,50) au capital social et du solde de trois milliards trois cent soixante-dix-sept millions quatre cent quatre mille neuf cent vingt et un euros et cinquante cents (EUR 3.377.404.921,50) au compte de la prime d'émission librement distribuable et modification subséquente de la première phrase de l'article 6 des statuts de la Société.

II. Les associés représentés, et le nombre des parts sociales sont repris sur une liste de présence. Cette liste de présence signée par les parties représentées, le bureau de l'assemblée et le notaire soussigné restera annexée au présent acte pour être soumise à l'enregistrement.

III. Il ressort de la liste de présence mentionnée sub II ci-dessus que l'intégralité du capital social est représentée à la présente assemblée. L'assemblée est dès lors régulièrement constituée et peut valablement délibérer sur tous les points de l'ordre du jour.

Après délibération, l'assemblée a pris à l'unanimité les résolutions suivantes:

Première résolution

Il est décidé d'augmenter le capital émis de la Société de dix-sept mille trois cent quatre-vingt-deux euros et cinquante cents (EUR 17.382,50) à quarante mille neuf cent cinq euros (EUR 40.905.-) par l'émission de neuf mille quatre cent neuf (9.409) nouvelles parts sociales, ayant une valeur nominale de deux euros et cinquante cents (EUR 2,50) chacune.

Moyennant l'approbation de tous les associés, les neuf mille quatre cent neuf (9.409) nouvelles parts sociales sont souscrites par DuPont Acquisition S.àr.l., une société constituée sous le droit luxembourgeois, ayant son siège social à Contern, Luxembourg, représentée par M. Paul Steffes, prénommé.

Le prix total de souscription des nouvelles parts sociales a été intégralement libéré au moyen d'un apport en nature constitué de:

(i) toutes les actions de DuPont Denmark Holding ApS, une société constituée sous les lois du Danemark, enregistrée sous le numéro CVR- n º 33 38 21 54, représentant l'entièreté du capital social émis de DuPont Denmark Holding ApS, qui est évalué à deux milliards sept cent trente et un millions quatre cent trente-quatre mille six cent quatre-vingt-dix-neuf euros (EUR 2.731.434.699.-);

(ii) toutes les actions de DuPont Acquisition LLC, une limited liability company constituée sous les lois de l'Etat de Delaware, Etats-Unis d'Amérique, ayant son siège social à 1209 Orange Street, Wilmington, Delaware 19801 c/o The

Corporation Trust Company, Fédéral Identification Number 37-1668264, représentant l'entièreté du capital social émis de DuPont Acquisition LLC, qui est évalué à six cent quarante-cinq millions neuf cent quatre-vingt-treize mille sept cent quarante-cinq euros (EUR 645,993,745).

Ces avoirs faisant l'objet de l'apport en nature ont été évalués ensemble à trois milliards trois cent soixante-dix-sept millions quatre cent vingt-huit mille quatre cent quarante-quatre euros (EUR 3.377.428.444.-) tel que décrit dans un rapport du conseil de gérance de la Société daté du 18 mai 2012 (rapport d'évaluation qui sera annexé et enregistré avec le présent acte).

L'assemblée a approuvé l'évaluation de l'apport en nature et a décidé qu'un montant de vingt-trois mille cinq cent vingt-deux euros et cinquante cents (EUR 23.522,50) serait affecté au compte capital social et un montant de trois milliards trois cent soixante-dix-sept millions quatre cent quatre mille neuf cent vingt et un euros et cinquante cents (EUR 3.377.404.921,50) serait affecté au compte de la prime d'émission librement distribuable de la Société.

L'apporteur déclare et certifie qu'il est l'unique propriétaire des avoirs faisant l'objet de l'apport en nature, et que ces actions sont libres de tous gages, ou de toutes autres charges et qu'il n'y a aucun empêchement pour procéder à l'apport dans la Société.

Preuve de l'existence de l'apport en nature et du transfert à la Société de cet apport en nature a été donnée au notaire instrumentant.

Deuxième résolution

A la suite de l'augmentation de capital qui précède, l'assemblée a décidé de modifier la première phrase de l'article 6 des statuts de la Société pour lui donner la teneur suivante:

"Le capital de la Société est fixé à quarante mille neuf cent cinq euros (EUR 40.905) représenté par seize mille trois cent soixante-deux (16.362) parts sociales ayant une valeur nominale de deux euros et cinquante cents (EUR 2,50) chacune."

Plus rien n'étant à l'ordre du jour, l'assemblée a été dissoute.

Dépenses

Les dépenses, frais, rémunérations et charges de toutes espèces qui incombent à la Société à la suite de son augmentation de capital s'élèvent à approximativement sept mille Euro (EUR 7.000,-).

Le Notaire soussigné, qui comprend et parle l'anglais, reconnaît par les présentes qu'à la requête des comparants, le présent procès-verbal est rédigé en anglais, suivi d'une traduction française, à la requête des mêmes comparants et en cas de divergences entre la version anglaise et française, la version anglaise fera foi.

Dont procès-verbal, fait et passé à Luxembourg, date qu'en tête des présentes.

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

Signé: P. Steffes, L. Funck, J. Elvinger.

Enregistré à Luxembourg Actes Civils, le 24 mai 2012. Relation: LAC/2012/24002. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): I. Thill.

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

Luxembourg le 15 juin 2012. J. ELVINGER.

Référence de publication: 2012072613/165.

(120102075) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juin 2012.

QGX Metals S.àr.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2522 Luxembourg, 6, rue Guillaume Schneider.

R.C.S. Luxembourg B 138.488.

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

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

Référence de publication: 2012073265/11.

(120103065) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Rasec International Holding, Société Anonyme.

Siège social: L-1643 Luxembourg, 4, rue de la Grève.

R.C.S. Luxembourg B 116.166.

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Extrait des résolutions prises par le conseil d'administration le 11 juin 2012

Le conseil d'administration de la Société a décidé de coopter Monsieur Pierre KONAREFF, né le 19 mai 1955 à Oullins (France), demeurant 6, rue de la Riotte 25410 ROSET FLUANS (France), en tant qu'administrateur de la Société en remplacement de M. Dominique ENGASSER, démissionnaire, pour une durée expirant à l'issue de l'assemblée générale des actionnaires de la Société appelée à statuer sur les comptes de l'exercice clos au 31 décembre 2016.

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

Senningerberg, le 20 juin 2012.

Référence de publication: 2012073274/14.

(120103147) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Reynolds Group Issuer (Luxembourg) S.A., Société Anonyme.

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 148.957.

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

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

Pour la Société

Un administrateur

Référence de publication: 2012073268/11.

(120103022) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Roper Luxembourg Sàrl, Société à responsabilité limitée.

Capital social: EUR 426.350,00.

Siège social: L-2220 Luxembourg, 560A, rue de Neudorf.

R.C.S. Luxembourg B 103.066.

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Le bilan au 31 décembre 2009 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 14 juin 2012. Signature.

Référence de publication: 2012073269/10.

(120102692) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Lux-Habitat Concept Holding S.A., Société Anonyme.

Siège social: L-1637 Luxembourg, 43, rue Goethe.

R.C.S. Luxembourg B 96.907.

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LIQUIDATION JUDICIAIRE

Par jugement rendu en date du 21 juin 2012, le Tribunal d'arrondissement de et à Luxembourg, siégeant en matière commerciale, a ordonné en vertu de l'article 203 de la loi du 10 août 1915 concernant les sociétés commerciales, la dissolution et la liquidation de la société suivante:

- LUX-HABITAT CONCEPT HOLDING S.A., ayant son siège social à L-1637 Luxembourg, 43, Rue Goethe, B96907

Le même jugement a nommé juge commissaire Monsieur Thierry SCHILTZ, juge au Tribunal d'Arrondissement de Luxembourg, et liquidateur Maître Adriana FREYERMUTH, avocat à la cour, demeurant à Luxembourg.

Ils ordonnent aux créanciers de faire la déclaration de leurs créances avant le 13 juillet 2012 au greffe du Tribunal de Commerce de Luxembourg.

Pour extrait conforme

Maître Adriana FREYERMUTH.

Le Liquidateur

Référence de publication: 2012073345/19.

(120103329) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Roper Luxembourg Sàrl, Société à responsabilité limitée.

Capital social: EUR 426.350,00.

Siège social: L-2220 Luxembourg, 560A, rue de Neudorf.

R.C.S. Luxembourg B 103.066.

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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 14 juin 2012. Signature.

Référence de publication: 2012073270/10.

(120102704) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Roundwood One S.à r.l., Société à responsabilité limitée.

Capital social: GBP 20.000,00.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 140.401.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 10 juin 2012.

Référence de publication: 2012073271/10.

(120103705) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Shepherd Capital, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 151.295.

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

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

Luxembourg, le 20 juin 2012.
CREDIT SUISSE FUND SERVICES (LUXEMBOURG) S.A.
Georges Beckene / Alain Thilmany

Référence de publication: 2012073300/13.

(120102838) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Immo Steichen, Société Anonyme.

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

R.C.S. Luxembourg B 109.428.

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Les comptes annuels au 31.12.2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 12. Juin 2012.
Immo Steichen
Société anonyme
308, route d'Esch
L-1471 Luxembourg
Signatures

Référence de publication: 2012073696/15.

(120104085) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2012.

Raphael Magic Inc.S.A., Société Anonyme.

Siège social: L-2165 Luxembourg, 26-28, Rives de Clausen.

R.C.S. Luxembourg B 97.968.

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EXTRAIT

Il résulte de l'assemblée générale ordinaire du 15 mai 2012 que:

- le siège social de notre société est transféré de son ancienne adresse au 26-28 Rives de Clausen à L-2165 Luxembourg;

- l'adresse professionnelle de Monsieur Riccardo Moraldi, administrateur et Président du conseil d'administration, est également transférée au 26-28 Rives de Clausen à L- 2165 Luxembourg.

Il est également à noter que le siège de CERTIFICA Luxembourg Sàrl, société en charge du contrôle de nos comptes, est désormais établi au 1, rue des Glacis à L-1628 Luxembourg.

Pour extrait conforme,
Luxembourg, le 15 mai 2012.

Référence de publication: 2012073273/16.

(120103067) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

RE Barrier Solutions S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 163.557.

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

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

MAZARS ATO

Référence de publication: 2012073277/10.

(120102804) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Roix Fin S.A., Société Anonyme.

Siège social: L-1325 Luxembourg, 3, rue de la Chapelle.

R.C.S. Luxembourg B 90.349.

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Le Bilan au 31.12.2011 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.

Référence de publication: 2012073280/9.

(120103046) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Ridley Finance Europe S.A., Société Anonyme.

Siège social: L-2172 Luxembourg, 29, rue Alphonse Munchen.

R.C.S. Luxembourg B 53.244.

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Les comptes annuels au 31.12.2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012073281/10.

(120103514) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

Ridley Finance Europe S.A., Société Anonyme.

Siège social: L-2172 Luxembourg, 29, rue Alphonse Munchen.

R.C.S. Luxembourg B 53.244.

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Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012073282/10.

(120103515) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

RT3 S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 118.676.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012073284/10.

(120102799) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

RW-DC Energy Investments S.A., Société Anonyme Soparfi.

Siège social: L-2172 Luxembourg, 29, rue Alphonse München.

R.C.S. Luxembourg B 58.058.

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Les comptes annuels au 31.12.2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012073285/10.

(120103494) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 juin 2012.

BCSP IV Lux Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-1840 Luxembourg, 30, boulevard Joseph II.

R.C.S. Luxembourg B 115.568.

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In the year two thousand and twelve, on the fifth day of June.

Before Maître Edouard DELOSCH, notary, residing in Diekirch, Grand Duchy of Luxembourg.

There appeared:

1. Me Michel Marques Pereira, lawyer, professionally residing in Luxembourg, Grand Duchy of Luxembourg,

acting as proxyholder of the Sole Shareholder of BCSP IV Lux Holdings S.à r.l.,a société à responsabilité limitée governed by the laws of Luxembourg, with registered office at 30, boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg, incorporated following a deed of Maître Joseph Elvinger, notary residing in Luxembourg, of 3 April 2006, published in the Mémorial C, Recueil des Sociétés et Associations number 1206 of 21 June 2006 and registered with the Luxembourg Register of Commerce and Companies under number B 115.568 (the "Company"), the articles of incorporation of which have for the last time been amended by deed of the undersigned notary, then residing in Rambrouch, on 19 July 2011, published in the Mémorial C, Recueil des Sociétés et Associations, number 2464, of 13 October 2011,

by virtue of a proxy given under private seal remained attached to the deed of the undersigned notary, of 19 July 2011, registered in Redange/Attert, on 25 July 2011, Relation: RED/2011/1553, published in the Mémorial C, Recueil des Sociétés et Associations number 2464 of 13 October 2011, filed with the Register of commerce and companies on 17 August 2011 under reference L110134103 (the "Notarial Deed").

The said appearing person, acting in his above stated capacity, has requested the undersigned notary to record his declarations and statements as follows:

- that one clerical error appears in the Notarial Deed, in the English version, in relation to the number of Ordinary Shares resulting from the capital increase. The number of Ordinary Shares resulting from the capital increase indeed amounted to five hundred and eighteen thousand eight hundred and fifty (518,850) shares instead of five hundred and eighteen thousand two hundred and fifty (518,250) as stated in the Notarial Deed.

That as a consequence, on page 3 (English version) of the Notarial Deed, the amended article 5 of the articles of incorporation of the Company under the second resolution shall be corrected so that it shall instead read as follows:

" **Art. 5. Share capital.** The issued share capital of the Company is set at twelve million nine hundred and seventy-one thousand two hundred and fifty Euro (EUR 12,971,250.-) divided into five hundred and eighteen thousand eight hundred and fifty (518,850) shares with a nominal value of twenty-five Euro (EUR 25.-) each.".

The said appearing person, acting in his above stated capacity, declared that all other articles and clauses of the Notarial Deed remain unchanged and the same appearing person has required the notary to mention the present rectification wherever necessary.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille douze, le cinquième jour de juin.

Par-devant Maître Edouard DELOSCH, notaire de résidence à Diekirch, Grand-Duché de Luxembourg.

A comparu:

Maître Michel Marques Pereira, Avocat, demeurant professionnellement à Luxembourg, Grand-Duché de Luxembourg,

agissant en sa qualité de mandataire de l'associé unique de BCSP IV Lux Holdings S.à r.l., une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, avec siège social au 30, Boulevard Joseph II, L-1840 Luxembourg, Grand-Duché de Luxembourg, constituée par acte de Maître Joseph Elvinger, notaire de résidence à Luxembourg en date du 3 avril 2006, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 1206 du 21 juin 2006 et immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 115.568 (la «Société»). Les statuts de la Société ont été modifiés pour la dernière fois par acte du notaire soussigné, alors notaire de résidence à Rambrouch, en date du 19 juillet 2011, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 2464 du 13 octobre 2011,

en vertu d'une procuration donnée sous seing privé, restée annexée à un acte rédigé par le notaire soussigné, alors notaire de résidence à Rambrouch, le 19 juillet 2011, enregistré à Redange/Attert, le 25 juillet 2011, Relation: RED/2011/1553, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 2464 du 13 octobre 2011, déposé au Registre de Commerce et des Sociétés en date du 12 mai 2011 sous la référence L110072791 (l'«Acte Notarié»).

Lequel comparant, agissant en sa susdite qualité, a requis le notaire soussigné de documenter ainsi qu'il suit ses déclarations et constatations:

- qu'une erreur de plume s'est glissée dans l'Acte Notarié, dans la version anglaise, concernant le nombre d'Actions Ordinaires résultant d'une augmentation de capital. Le nombre d'Actions Ordinaires résultant de l'augmentation de capital s'élevait en effet à cinq cent dix-huit mille huit cent cinquante (518.850) parts sociales au lieu de cinq cent dix-huit mille deux cent cinquante (518.250) parts sociales comme déclaré dans l'Acte Notarié.

En conséquence, à la page 3 (version anglaise) dudit Acte Notarié, l'article 5 modifié des statuts de la Société sous la deuxième résolution doit être corrigé afin qu'il soit dorénavant rédigé comme suit:

« **Art. 5. Share capital.** The issued share capital of the Company is set at twelve million nine hundred and seventy-one thousand two hundred and fifty Euro (EUR 12,971,250.-) divided into five hundred and eighteen thousand eight hundred and fifty (518,850) shares with a nominal value of twenty-five Euro (EUR 25.-) each.»

Lequel comparant, agissant en sa susdite qualité, déclare que tous les autres articles et rubriques de ladite assemblée générale extraordinaire restent inchangés et il a prié le notaire de faire mention de la présente rectification partout où besoin sera.

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

Et après lecture et interprétation en langue française donnée à la personne comparante, connue du notaire instrumentant par ses nom, prénom, état et demeure, elle a signé le présent acte avec le notaire.

Signé: M. M. Pereira, DELOSCH.

Enregistré à Diekirch, le 7 juin 2012. Relation: DIE/2012/6713. Reçu douze (12.-) euros.

Le Receveur (signé): THOLL.

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

Diekirch, le 7 juin 2012.

Référence de publication: 2012071518/78.

(120102538) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juin 2012.

Starwood International Licensing Company S.à r.l., Société à responsabilité limitée.

Capital social: USD 5.018.706,00.

Siège social: L-2220 Luxembourg, 560A, rue de Neudorf.

R.C.S. Luxembourg B 133.098.

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Le bilan au 31 décembre 2009 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 20 juin 2012. Signature.

Référence de publication: 2012074505/10.

(120105416) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2012.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck