



## **UBP Dedicated SICAV-SIF**

Investment Company with Variable Capital (*société d'investissement à capital variable*)  
under the legal form of a limited liability company (*société anonyme*)  
organized as a specialized investment fund (*fond d'investissement spécialisé*)  
Registered office : 287-289 route d'Arlon - L-1150 Luxembourg

### **Incorporation deed of July 5; 2013 2013**

#### **Me SCHAEFFER n°1410/2013**

In the year two thousand and thirteen, on the fifth day of July.

Before Us, Maître Martine SCHAEFFER, notary, residing in Luxembourg, Grand Duchy of Luxembourg

There appeared the following:

Union Bancaire Privée, UBP SA, a company incorporated in Switzerland, having its registered office at 96-98 rue du Rhône, CH-1211 Geneva

represented by Mrs Isabelle ASSERAY, Managing Director, residing professionally at 287-289 route d'Arlon, L-1150 Luxembourg, by virtue of a proxy given under private seal dated July 1<sup>st</sup>, 2013, which proxy has been initialled "ne varietur" by the proxyholder and the undersigned notary will remain attached to the present deed to be filed at the same time,

who has requested the undersigned notary to draw up as follows the deed of formation of a Luxembourg company that it desires to incorporate and the articles of incorporation of which (the "Articles of Incorporation" or the "Articles") shall be as follows:

#### **Title I**

#### **NAME - REGISTERED OFFICE - DURATION - PURPOSE**

##### **Article 1. - Name**

There is hereby established among the subscribers and all those who may become owners of shares hereafter issued, a public limited company ("*société anonyme*") qualifying as an investment company with variable share capital ("*société d'investissement à capital variable*") under the name of "**UBP Dedicated SICAV-SIF**" (hereinafter the "Company").

## **Article 2. - Registered Office**

The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the board of directors of the Company (the "Board of Directors").

In the event that the Board of Directors determines that extraordinary political or military events have occurred or are imminent which 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 provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg corporation.

## **Article 3. - Duration**

The Company is established for an unlimited period of time.

## **Article 4. - Purpose**

The purpose of the Company is to invest the funds available to it in transferable securities as well as in other assets and financial instruments authorized by law with the aim of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under the law of 13 February 2007 on specialized investment funds (the "2007 Law").

## **Title II**

### **SHARE CAPITAL - SHARES - NET ASSET VALUE**

#### **Article 5. - Share Capital - Classes of Shares - Sub-Funds**

The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 11 hereof. The minimum capital shall be as provided by law i.e. the equivalent of one million two hundred and fifty thousand Euro (EUR 1,250,000).

The initial capital is thirty-one thousand Euro (EUR 31'000,-) divided into three hundred and ten (310) shares of no par value. The minimum capital

of the Company must be achieved within twelve months after the date on which the Company has been authorized as an undertaking for collective investment under Luxembourg law.



The shares to be issued pursuant to Article 7 hereof may, as the Board of Directors shall determine, be of different classes. The proceeds of the issue of each class of shares shall be invested pursuant to the investment policy determined by the Board of Directors for each Sub-Fund (as defined hereinafter) established in respect of the relevant class or classes of shares, subject to the investment restrictions provided by law or determined by the Board of Directors.

The Board of Directors shall establish a portfolio of assets constituting a sub-fund (each a "Sub-Fund" and together the "Sub-Funds") within the meaning of Article 71 of the 2007 Law for one class of shares or for multiple classes of shares in the manner described in Article 11 hereof. As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant class or classes of shares. The Company shall be considered as one single legal entity. However, with regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

The Board of Directors may create each Sub-Fund for an unlimited period or a limited period of time. In the latter case, at the expiry of the duration of a Sub-Fund, the Company shall redeem all the shares in the relevant class(es) of shares, in accordance with Article 8 below, notwithstanding the provisions of Article 24 below. In respect of the relationships between the shareholders, each Sub-Fund is treated as a separate entity.

The sales documents for the shares of the Company shall indicate the duration of each Sub-Fund.

Within each Sub-Fund, the Company may, at any time, issue different classes of shares, as described in Article 11-III below.

For the purpose of determining the capital of the Company, the net assets attributable to each class of shares shall, if not expressed in Euro, be converted into Euro and the capital of the Company shall be the total of the net assets of all the classes of shares.

#### **Article 6. - Form of Shares**

(1) The Board of Directors shall determine whether the Company shall issue shares in bearer and/or in registered form. If bearer shares are to be issued, the Board of Directors will determine whether such shares shall be issued under the form of individual or multiple certificates or of global certificates. Such certificates shall provide on their face that they may not be transferred to any U.S. person, resident, citizen of the United States of

America or entity organized by or for a U.S. person (as defined in Article 10 hereinafter).

If bearer shares are to be issued under the form of individual or multiple certificates, such certificates will be issued in such denominations as the Board of Directors shall prescribe.

If bearer shares are to be issued under the form of global certificates, such certificates will be deposited with a clearing system or a similar institution in order to permit the clearing of the shares, inter alia in view of the trading of the shares on stock exchanges or other markets. Global certificates may not be converted into individual or multiple certificates.

All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of record of registered shares, his residence or elected domicile as indicated to the Company, the number of registered shares held by the owner of record and the amount paid up on each fractional share.

The inscription of the shareholder's name in the register of shares evidences the shareholder's right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding. Global certificates may also be issued at the discretion of the Board of Directors.

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request of the holder of such shares. A conversion of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, representation that the transferee is not a U.S. person and issuance of one or more bearer share certificates in lieu thereof, and an entry shall be made in the register of shareholders to evidence such cancellation. A conversion of bearer shares into registered shares will be effected by cancellation of the bearer share certificate, and, if applicable, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of shareholders to evidence such issuance. At the option of the Board of Directors, the costs of any such conversion may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be converted into bearer shares, the Company may require assurances satisfactory to the Board of Directors that such issuance or conversion shall not result in such shares being held by a "U.S. person".

Share certificates shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such

signatures may be made by a person duly authorized thereto by the Board of Directors; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may determine.



(2) If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant share certificates. Transfer of registered shares shall be effected (i) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company and (ii) if no share certificates have been issued, by a 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. Any transfer of registered shares shall be entered into the register of shareholders; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons duly authorized thereto by the Board of Directors.

(3) Shareholders entitled to receive registered shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change the address as entered into 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.

(4) If any shareholder can prove to the satisfaction of the Company that the shareholder's share certificate has been mislaid, mutilated or destroyed, then, at the shareholder's request, a duplicate share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, 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 replacement of which the new one has been issued shall become void.

Mutilated share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the shareholder the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the annulment of the original share certificate.

(5) The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of shares is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of the exercise of all rights attached to such shares.

(6) The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant class of shares on a pro rata basis.

### **Article 7. - Issue of Shares**

The Board of Directors is authorized without limitation to issue an unlimited number of fully paid up shares at any time without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued.

The Board of Directors may impose restrictions on the frequency at which shares shall be issued in any class of shares; the Board of Directors may, in particular, decide that shares of any class shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents for the shares of the Company.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the net asset value per share of the relevant class in the relevant Sub-Fund as determined in compliance with Article 11 hereof as of such Valuation Day as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the Board of Directors. The price so determined shall be payable within a period as determined by the Board of Directors. The Board of Directors may delegate to any director, manager, officer or other duly authorized agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

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

If subscribed shares are not paid for, the Company may cancel their issue whilst retaining the right to claim its issue fees and commissions.

The Board of Directors may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report



from the Auditor of the Company ("*réviseur d'entreprises agréé*") (as defined in Article 21 herein below) and provided that such securities comply with the investment objectives, policies and restrictions of the relevant Sub-Fund.

### **Article 8. - Redemption of Shares**

Any shareholder may at any time require the redemption of all or part of his shares by the Company, under the terms and procedures set forth by the Board of Directors in the sales documents for the shares and within the limits provided by law and these Articles.

The Board of Directors may impose restrictions on the frequency at which shares may be redeemed in any class of shares; the Board of Directors may, in particular, decide that shares of any class shall only be redeemed on such Dealing Days (each a "Redemption Day" and together the "Redemption Days") as provided for in sales documents for the shares of the Company.

The redemption price per share shall be paid within a period as determined by the Board of Directors and /or the sales documents, provided that the share certificates, if any, and the transfer documents have been received by the Company, subject to the provision of Article 12 hereof. Shares in any Sub-Fund will not be redeemed if the calculation of the net asset value per share in such Sub-Fund is suspended in accordance with Article 12 hereof.

The redemption price shall be equal to the net asset value per share of the relevant class in the relevant Sub-Fund, as determined in accordance with the provisions of Article 11 hereof, less such charges and commissions (if any) at the rate provided by the sales documents for the shares. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine.

If as a result of any request for redemption, the number or the aggregate net asset value of the shares held by any shareholder in any class of shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares in such class. At the Company's discretion, the Company reserves the right to transfer any existing shareholder who falls below the minimum shareholding requirement for one class of shares into another appropriate class of shares without charge.

Further, if on any given Redemption Day, redemption requests pursuant to this Article and conversion requests pursuant to the Article 9 hereof exceed a certain level determined by the Board of Directors in relation to the number or value of shares in issue, the Board of Directors may decide

that all or part, on a pro rata basis for each shareholder asking for the redemption of his Shares, of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interest of the Company. On the next Redemption Day following that period, these redemption and conversion requests will be met in priority to later requests.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder who agrees, in specie by allocating to the holder investments from the relevant Sub-Fund which shall be equal in value (calculated in the manner described in Article 11), as of the Redemption Day on which the redemption price is calculated, to the value of the shares to be redeemed. If there are several shareholders in the relevant Sub-Fund, the nature and/or type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other shareholders of the relevant Sub-Fund and the valuation used shall be confirmed by a special report of the Auditor of the Company. If there is only a sole shareholder in the relevant Sub-Fund, the nature and type of assets to be transferred shall be determined on a fair and reasonable basis; there shall however be no need for a special report of the Auditor of the Company confirming the valuation used. The costs of any such transfers shall be borne by the transferee.

All redeemed shares may be cancelled.

#### **Article 9.- Conversion of Shares**

Unless otherwise determined by the Board of Directors for certain classes of shares or Sub-Funds, any shareholder may ask to convert all or part of the shares which they hold in a class of a given Sub-Fund into shares of another class in the same Sub-Fund, but may not ask to convert all or part of the shares which they hold in a class of a given Sub-Fund into shares of the same class of another Sub-Fund or into shares of another class of another Sub-Fund, subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the Board of Directors shall determine.

The price for the conversion of shares from one class into another class shall be computed by reference to the respective net asset value of the two classes of shares or Sub-Funds, calculated on the same Valuation Day.

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





Company's discretion, the Company reserves the right to transfer any existing shareholder who falls below the minimum shareholding requirement for one class of shares into another appropriate class of shares or without charge. Shares of any class will not be converted in circumstances where the calculation of the net asset value per share of such class is suspended by the Company pursuant to Article 12 hereof.

The shares which have been converted into shares of another class may be cancelled.

#### **Article 10. - Restrictions on Ownership of Shares**

The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such persons, firms or corporate bodies to be determined by the Board of Directors being herein referred to as "Prohibited Persons").

For such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a Prohibited Person; and

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 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 Prohibited Person, or whether such registry will result in beneficial ownership of such shares by a Prohibited Person; and

C.- decline to accept the vote of any Prohibited Person at any meeting of shareholders of the Company; and

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

(1) The Company shall serve a second notice (the "purchase notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such 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 any, 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; in the case of registered shares, his name shall be removed from the register of shareholders, and the certificate or certificates representing such registered shares will be cancelled.

(2) The price at which each such share is to be purchased (the "purchase price") shall be an amount based on the net asset value per share of the relevant class as at the Valuation Day specified by the Board of Directors for the redemption of shares in the Company next preceding the date of the purchase notice or next succeeding the surrender of the share certificate or certificates representing the shares specified in such notice, whichever is lower, all as determined in accordance with Article 8 hereof, less any service charge provided therein.

(3) Payment of the purchase price will be made available to the former owner of such shares normally in the currency fixed by the Board of Directors for the payment of the redemption price of the shares of the relevant class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the purchase price following surrender of the share certificate or certificates specified in such notice and unmatured dividend coupons attached thereto. Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any redemption proceeds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the relevant class/ Sub-Fund or classes of shares/ Sub-Funds. The Board of Directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorize such action on behalf of the Company.



(4) The exercise by the Company of the power 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 in such case the said powers were exercised by the Company in good faith.

"Prohibited Person" as used herein does neither include any subscriber to shares of the Company issued in connection with the incorporation of the Company while such subscriber holds such shares nor any securities dealer who acquires shares with a view to their distribution in connection with an issue of shares by the Company.

U.S. Persons as defined in this Article may constitute a specific category of Prohibited Persons.

Where it appears to the Company that any Prohibited Person is a U.S. Person, who either alone or in conjunction with any other person is a beneficial owner of shares, the Company may compulsorily redeem or cause to be redeemed from any shareholder all shares held by such shareholder without delay. In such event, Clause D (1) here above shall not apply.

Whenever used in these Articles, the terms "U.S. Person" mean with respect to individuals, any U.S. citizen (and certain former U.S. citizens as set out in relevant U.S. Income Tax laws) or "resident alien" within the meaning of U.S. income tax laws and in effect from time to time.

With respect to persons other than individuals, the term "U.S. Person" means (i) a corporation or partnership or other entity created or organised in the United States or under the laws of the United States or any state thereof; (ii) a trust where (a) a U.S. court is able to exercise primary jurisdiction over the trust and (b) one or more U.S. fiduciaries have the authority to control all substantial decisions of the trust and (iii) an estate (a) which is subject to U.S. tax on this worldwide income from all sources; or (b) for which any U.S. Person acting as executor or administrator has sole investment discretion with respect to the assets of the estate and which is not governed by foreign law. The term "U.S. person" also means any entity organised principally for passive investment such as a commodity pool, investment company or other similar entity (other than a pension plan for the employees, officers or principals of any entity organised and with its principal place of business outside the United States) which has as a principal purpose the facilitating of investment by a United States person in a commodity pool with respect to which the operator is exempt from certain requirements of part 4 of the United States Commodity Futures Trading Commission by virtue of its participants being non United States persons. "United States" means the United States of America (including the States and the District of Columbia), its territories, its possessions and any other areas subject to its jurisdiction.

Shares of the Company may only be issued to well-informed investors within the meaning of the 2007 Law. A well-informed investor within the meaning of the 2007 Law is an institutional investor, a professional investor or any other investor who has confirmed in writing that he adheres to the status of a well-informed investor and (i) invests a minimum of EUR 125.000 in the Company or (ii) has been the subject of an assessment made by a credit institution within the meaning of Directive 2004/48/EC, by an investment firm within the meaning of Directive 2001/107/EC certifying his expertise, his experience and his knowledge in adequately appraising an investment in the Company. Any person who is no well-informed investor is also to be considered as a Prohibited Person.

#### **Article 11.- Calculation of Net Asset Value per Share**

The net asset value per share of each class within the relevant Sub-Fund shall be calculated in the reference currency (as defined in the sales documents for the shares) of the relevant Sub-Fund and, to the extent applicable within a Sub-Fund, expressed in the unit currency for the relevant class of shares within such Sub-Fund. It shall be determined as of any Valuation Day (as defined in the sales documents), by dividing the net assets of the Company attributable to each class of shares within such Sub-Fund, being the value of the portion of assets less the portion of liabilities attributable to such class in such Sub-Fund, on any such Valuation Day, by the number of shares in the relevant class within the Sub-Fund then outstanding, in accordance with the valuation rules set forth below. The net asset value per share may be rounded up or down to the nearest cent of the relevant currency as the Board of Directors shall determine and in the case of 0.5 of a cent being rounded up, with any rounding benefit to be retained by the Company. If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant class of shares are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation, in which case all relevant subscription and redemption requests will be dealt with on the basis of that second valuation.

The calculation of the net asset value of the different classes of shares in the relevant Sub-Fund shall be made in the following manner:

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

- (a) all cash in hand or receivable or on deposit, including accrued interest;
- (b) all bills and demand notes and accounts due (including the price of securities sold but not collected);



- (c) all securities, shares, bonds, units/shares in undertakings for collective investment, debentures, options or subscription rights and any other investments and securities belonging to the Company;
- (d) all dividends and distributions due to the Company in cash or in kind receivable by the Company provided that the Board of Directors may make adjustments with regards to fluctuations in the market value of securities due to trading practices such a trading ex-dividend or ex-rights;
- (e) all accrued interest on securities held by the Company except to the extent such interest is comprised in the principal thereof;
- (f) the preliminary expenses of the Company insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Company;
- (g) all other permitted assets of every kind and nature, including prepaid expenses.

**The value of such assets 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 investment 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 (including shares or units of closed-ended investment funds) 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 not traded or dealt in on any stock exchange or other regulated market as well as quoted or non-quoted securities 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 sale prices.

- (d) Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis.
- (e) 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.
- (f) Futures and options are valued by reference to the previous day's closing price on the relevant market; the market prices used are the futures exchanges settlement prices.
- (g) Swaps are valued at fair value based on the last available closing price of the underlying security.
- (h) Investments in open-ended investment funds will be taken at their latest official net assets values or at their latest unofficial net asset values (i.e. which are not generally used for the purposes of subscription and redemption of shares of the underlying investment funds) as provided by the relevant administrators or investment managers if more recent than their official net asset values adjusted as the case may be, by the premium/discount paid upon acquisition.
- (i) If events have occurred which may have resulted in a material change of the net asset value of such shares or units in other investment funds since the day on which the latest official net asset value was calculated, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Board of Directors, such change of value.

In circumstances where one or more pricing sources fails to provide valuations for an important part of the assets to the administrative agent of the Company (the "Administrative Agent") preventing the latter to determine the subscription, conversion and redemption prices, the Administrative Agent shall inform the Board of Directors who may decide to suspend the net asset value calculation. The Board of Directors may, at its discretion, permit some other method of valuation to be used if it considers that such method of valuation better reflects the true value and is in accordance with good accounting practice. The value of assets denominated in a currency other than the reference currency of a class shall be determined by taking into account the rate of exchange prevailing at the time of determination of the net asset value.

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



- (a) all loans, bills and accounts payable;
- (b) all accrued or payable administrative expenses (including management fee, custodian fee and corporate agents' insurance premiums fee and any other fees payable to representatives and agents of the Company, as well as the costs of incorporation and registration, legal publications and prospectus printing, financial reports and other documents made available to shareholders, marketing and advertisement costs as well as costs incurred in relation to structures which may be required by law or regulations in the jurisdictions in which the shares are marketed);
- (c) 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 date of valuation falls on the record date for determination of the person entitled thereto or is subsequent thereto;
- (d) an appropriate provision for future taxes based on capital and income as at the date of the valuation and any other reserves, authorised and approved by the Board of Directors; and
- (e) all other liabilities of the Company of whatsoever kind and nature except liabilities related to shares in the relevant class toward third parties. In determining the amount of such liabilities the Company may take into account all administrative and other expenses of a regular or periodical nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

**C. The Board of Directors shall establish a class of shares in respect of each Sub-Fund and may establish multiple classes of shares in respect of each Sub-Fund in the following manner:**

- (a) If multiple classes of shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned provided however, that within a Sub-Fund, the Board of Directors is empowered to define classes of shares so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific assignment of distribution, shareholder services or other fees and/or (v) a specific type of investor, and/or (vi) the currency or currency unit in which the class may be quoted and based on the rate of exchange between such currency or currency unit

and the reference currency of the relevant Sub-Fund and/or (vii) such other features as may be determined by the Board of Directors from time to time in compliance with applicable law;

- (b) The proceeds to be received from the issue of shares of a class shall be applied in the books of the Company to the relevant class of shares issued in respect of such Sub-Fund, and, as the case may be, the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the class of shares to be issued;
- (c) The assets, liabilities, income and expenditure attributable to a Sub-Fund shall be applied to the class or classes of shares issued in respect of such Sub-Fund, subject to the provisions here above under (a);
- (d) Where any asset is derived from another asset, such derivative asset shall be attributable in the books of the Company to the same class or classes of shares as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant class or classes of shares;
- (e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular class of shares, such asset or liability shall be allocated to all the classes of shares pro rata to their respective net asset values or in such other manner as determined by the Board of Directors acting in good faith, provided that (i) where assets, on behalf of several Sub-Funds are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Board of Directors, the respective right of each class of shares shall correspond to the prorated portion resulting from the contribution of the relevant class of shares to the relevant account or pool, and (ii) the right shall vary in accordance with the contributions and withdrawals made for the account of the class of shares, as described in the sales documents for the shares of the Company;
- (f) Upon the payment of distributions to the holders of any class of shares, the net asset value of such class of shares shall be reduced by the amount of such distributions.

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

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the net asset value taken by the Board of Directors or by any bank, company 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.

**Article 12. - Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue and Redemption of Shares**

With respect to each class of shares, the net asset value per share and the price for the issue, redemption and conversion of shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least once a month at a frequency determined by the Board of Directors, such date being referred to herein as the "Valuation Day".

The Company may temporarily suspend the determination of the net asset value per share of any particular class and the issue, redemption and conversion of its shares from its shareholders from and to shares of each class:

- (a) during any period when any one of the stock exchanges or other principal markets on which a substantial portion of the assets of the Company attributable to such Sub-Fund(s), from time to time, is quoted or dealt in is closed (otherwise than for ordinary holidays) or during which dealings therein are restricted or suspended provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such Sub-Fund(s) quoted thereon; or
- (b) during any period when, as a result of political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the Board of Directors, or the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors, disposal or valuation of the assets held by the Company attributable to such Sub-Fund(s) is not reasonably practicable without this being seriously detrimental to the interests of shareholders, or if in the opinion of the Board of Directors, the issue and, if applicable, redemption prices cannot fairly be calculated; or
- (c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the Company attributable to such Sub-Fund(s) or the current prices or values on any stock exchanges or other markets in respect of the assets attributable to such Sub-Fund(s); or
- (d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares of such Sub-Fund(s) or during which any transfer of funds involved in the realisation or acquisition of investments or

payments due on redemption of shares of the Company cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange; or

- (e) during any period when the net asset value of a Sub-Fund cannot be calculated because the net asset value of one or more investment funds in which the Sub-Fund has invested a substantial portion of its net assets is suspended; or
- (f) from the time of publication of a notice convening an extraordinary general meeting of shareholders for the purpose of winding up the Company or any Sub-Fund(s), or merging the Company or any Sub-Fund(s), or informing the shareholders of the decision of the Board of Directors to terminate or merge any Sub-Fund(s); or
- (g) when for any other reason, the prices of any investments owned by the Company attributable to such Sub-Fund cannot be promptly or accurately ascertained; or
- (h) during any period when in the opinion of the Board of Directors there exist circumstances outside the control of the Board of Directors where it would be impracticable or unfair towards the shareholders to continue dealing in shares of any Sub-Fund.

Any such suspension shall be published, if appropriate, by the Company and may be notified to shareholders having made an application for subscription, conversion or redemption of shares for which the calculation of the net asset value has been suspended.

Such suspension as to any class of shares shall have no effect on the calculation of the net asset value per share in the relevant Sub-Fund, the issue, conversion and redemption of shares of any other class of shares if the assets within such other class of shares are not affected to the same extent by the same circumstances.

Any request for subscription, conversion or redemption may be revocable (i) with the approval of the Board of Directors or (ii) in the event of a suspension of the calculation of the net asset value, in which case shareholders may give notice that they wish to withdraw their application. If no such notice is received by the Company, such application will be dealt with on the first Valuation Day, as determined for each class of shares, following the end of the period of suspension.

### **Title III**

## **ADMINISTRATION AND SUPERVISION**

### **Article 13. - Directors**

The Company shall be managed by the Board of Directors which is composed of not less than three members, who need not be shareholders of the Company. They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Directors proposed for election listed in the agenda of the general meeting of shareholders shall be elected by the majority of the votes of the shares present or represented. Any candidate for director not proposed in the agenda of the meeting shall be elected only by vote of the majority of the shares outstanding.

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

In the event of a vacancy in the office of director, the remaining directors may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

#### **Article 14. - Board Meetings**

The Board of Directors will choose from among its members a chairman. It may choose a secretary, who needs not to be a director, who shall write and keep 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 the meetings of the directors and of the shareholders. In his absence, the shareholders or the board members shall decide by a majority vote that another director, or in case of a shareholders' meeting, that any other person shall be in the chair of such meetings.

The Board of Directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these Articles, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, telefax or any other similar means of communication. Separate notice shall not be required for

meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Any director may act at any meeting by appointing in writing, by telegram, telex or telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the Board of Directors.

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

The Board of Directors can deliberate or act validly only if at least the majority of the directors, or any other number of directors that the board may determine, are present or represented.

Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

Resolutions are taken by a majority vote of the directors present or represented at such meeting. In the event that at any meeting the number of votes for or against a resolution are equal, the chairman of the meeting shall have a casting vote.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing, by telegram, telex, telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

#### **Article 15. - Powers of the Board of Directors**

The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in Article 18 hereof.

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

#### **Article 16. - Corporate Signature**

Vis-à-vis third parties, the Company is validly bound by the joint signature of any two directors, by the joint signature of any officers of the Company or by the joint signatures of a director and an officer of the Company or of any person(s) to whom authority has been delegated by the Board of Directors.

#### **Article 17. - Delegation of Power**

The Board of Directors of the Company may delegate under its responsibility its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the board, who shall have the powers determined by the Board of Directors and who may, if the Board of Directors so authorises, sub-delegate their powers.

The Company may enter into an investment management agreement (the "Investment Management Agreement") with one or several investment managers, as further described in the sales documents for the shares of the Company, who shall supply the Company with recommendations, advice and reports in connection with the management of the assets of the Company and shall advise the Board of Directors as to the selection of transferable securities and other assets pursuant to Article 18 hereof and have discretion, on a day-to-day basis and subject to the overall control of the Board of Directors of the Company to purchase and sell such investment funds and other assets and otherwise to manage the Sub-Fund's portfolios.

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

#### **Article 18. - Investment Policies and Restrictions**

The Board of Directors, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-Fund, (ii) the currency hedging strategy to be applied to specific classes of shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the Company, all within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations.

The Board of Directors, acting in the best interest of the Company, may decide, in the manner described in the sales documents of the shares of the Company, that (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their sub-funds, or that (ii) all or part of the assets of two or more Sub-Funds of the Company be co-managed amongst themselves on a segregated or on a pooled basis.

The Company is authorized (i) to employ techniques and instruments relating to transferable securities provided that such techniques and instruments are used for the purpose of efficient portfolio management and (ii) to employ techniques and instruments intended to provide protection against exchange risks in the context of the management of its assets and liabilities.

#### **Article 19. - Conflict of 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. Any director or officer of the Company who serves as a director, associate, 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 affiliation with such other company 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 in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the Board of Directors such opposite 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 general meeting of shareholders.

The term "opposite interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving any person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

#### **Article 20. - Indemnification of Directors**

The Company may indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the

Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

#### **Article 21. - Auditor**

The accounting data related in the annual report of the Company shall be examined by an auditor ("*réviseur d'entreprises agréé*", the "Auditor") appointed by the general meeting of shareholders and remunerated by the Company.

The Auditor shall fulfil all duties prescribed by the 2007 Law.

### **Title IV**

#### **GENERAL MEETINGS - ACCOUNTING YEAR - DISTRIBUTIONS**

#### **Article 22. - General Meetings of Shareholders of the Company**

The general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless of the class 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.

The general meeting of shareholders shall meet upon call by the Board of Directors.

It may also be called upon the request of shareholders representing at least one tenth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law in Luxembourg, Grand Duchy of Luxembourg at a place specified in the notice of meeting, each year on the 3<sup>rd</sup> Tuesday in the month of June at 11 a.m. (Luxembourg time).

If such day is not a business day in Luxembourg, the annual general meeting shall be held on the next following business day.

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

Shareholders shall meet upon call by the Board of Directors pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the Board of Directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the Board of Directors may prepare a supplementary agenda.

Given that all shares are in registered form and if no publications are made, notices to shareholders may be mailed by registered mail only.

If all shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of meeting.

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

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

Each share of whatever class is entitled to one vote, in compliance with Luxembourg law and these Articles. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

**Article 23. - General Meetings of Shareholders in a Sub-Fund or in a Class of Shares**

The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any class of shares may hold, at any time, general meetings for any matters which are specific to such class.

The provisions of Article 22, paragraphs 2, 3, 7, 8, 9, 10 and 11 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company.



Unless otherwise provided for by law or herein, the resolutions of the general meeting of shareholders of a Sub-Fund or of a class of shares are passed by a simple majority vote of the shareholders present or represented.

**Article 24. - Termination and Amalgamation of Sub-Funds or Classes of Shares**

In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such class of shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization, the Board of Directors may decide to redeem all the shares of the relevant class or classes at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. The Company shall serve a notice to the holders of the relevant class or classes of shares prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations: registered holders shall be notified in writing. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the class of shares concerned may continue to request redemption of their shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

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

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Custodian for a period of nine months thereafter; after such period, the assets will be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

All redeemed shares may be cancelled.

Under the same circumstances as provided by the first paragraph of this Article, the Board of Directors may decide to allocate the assets of any Sub-Fund to those of another existing Sub-Fund within the Company or to another undertaking for collective investment organized under the provisions of the 2007 Law or to another sub-fund within such other undertaking for collective investment (the "new Fund") and to redesignate the shares of the class or classes concerned as shares of another class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this Article one month before its effectiveness (and, in addition, the publication will contain information in relation to the new Fund), in order to enable shareholders to request redemption of their shares, free of charge, during such period.

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

Furthermore, in other circumstances than those described in the first paragraph of this Article, a contribution of the assets and of the liabilities attributable to any Sub-Fund to another undertaking for collective investment referred to in the fifth paragraph of this Article or to another sub-fund within such other undertaking for collective investment shall require a resolution of the shareholders of the class or classes of shares issued in the Sub-Fund concerned taken with a 50% quorum requirement of the shares in issue and adopted at a 2/3 majority of the shares present or represented and voting, except when such an amalgamation is to be implemented with a Luxembourg undertaking for collective investment of the contractual type ("*fonds commun de placement*") or a foreign based undertaking for collective investment, in which case resolutions shall be binding only on such shareholders who have voted in favor of such amalgamation.

#### **Article 25. - Accounting Year**

The accounting year of the Company shall commence on the first day of January of each year and shall terminate on the thirty-first day of December of the same year.

## **Article 26. - Distributions**

The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal of the Board of Directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorize the Board of Directors to declare, distributions.

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

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders.

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

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

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the relevant class or classes of shares issued in respect of the relevant Sub-Fund.

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

## **Title V**

### **FINAL PROVISIONS**

## **Article 27. - Custodian**

To the extent required by law, the Company will enter into a custody agreement with a banking or saving institution as defined by the law of April 5, 1993 on the financial sector, as amended (herein referred to as the "Custodian").

The Custodian shall fulfil the duties and responsibilities as provided for by the 2007 Law.

If the Custodian desires to retire, the Board of Directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. 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 to act in the place thereof.

### **Article 28. - Dissolution of the Company**

The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 30 hereof.

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

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

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

### **Article 29. - Liquidation**

Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

### **Article 30. - Amendments to the Articles of Incorporation**

These Articles may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

### **Article 31. - Statement**

Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships associations and any other organized group of persons whether incorporated or not.

### **Article 32. - Applicable Law**

All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 on commercial companies and the 2007 Law as such laws have been or may be amended from time to time.

## TRANSITORY DISPOSITIONS

- (a) The first accounting year will begin on the date of the incorporation of the Company and will end on 31<sup>st</sup> December 2013.
- (b) The first annual general meeting will be held in 2014.

## SUBSCRIPTION AND PAYMENT

The Articles of Incorporation of the Company having thus been drawn up by the appearing parties, the appearing parties have subscribed and entirely paid up the following shares:

<b>Subscriber</b>	<b>Number of Shares</b>	<b>Subscribed Capital</b>	<b>Amount paid in upon incorporation</b>
Union Bancaire Privée, UBP SA, Geneva, Switzerland	31	EUR 31'000	EUR 31'000

Proof of all such payments has been given to the undersigned notary by a bank certificate.

## EXPENSES

The expenses, costs, remunerations or charges in any form whatsoever shall be borne by the Company and amount to EUR 2500.

## STATEMENTS

The undersigned notary states that the conditions provided for in article twenty-six of the Luxembourg law of 10 August 1915 on commercial companies, as

## EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The above named persons representing the entire subscribed capital and considering themselves as duly convened, have immediately proceeded to an extraordinary general meeting. Having verified that it was regularly constituted, the meeting took the following resolutions:

## FIRST RESOLUTION

The following persons are appointed Members of the Board of Directors for a period ending on the date of the annual general meeting to be held in 2014.

**Mr Pierre Berger**

Managing Director of UBP Gestion Institutionnelle S.A.  
8, rue Robert-Estienne CH-1211 Geneva 1, Switzerland  
Chairman of the Board of Directors

**Mr Alan Mudie**

Senior Managing Director of Union Bancaire Privée, UBP SA  
96-98, rue du Rhône, CH-1211 Geneva 1, Switzerland  
Member of the Board of Directors

**Mrs Nathalie Wolff-Steinmetz**

Managing Director of Union Bancaire Privée (Europe) S.A.  
287-289 route d'Arlon, 1150 Luxembourg, Grand Duchy of Luxembourg  
Member of the Board of Directors

**Mr Bernard Schuster**

Managing Director of Union Bancaire Privée, UBP SA  
96-98, rue du Rhône, CH-1211 Geneva 1, Switzerland  
Member of the Board of Directors

**SECOND RESOLUTION**

The following is appointed *réviseur d'entreprises agréé* of the Company for a period ending on the date of the annual general meeting to be held in 2014:

**Deloitte Audit, S. à r. l.**, 560, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg.

**THIRD RESOLUTION**

The registered office of the Company is fixed at 287-289 route d'Arlon, L-1150 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 the proxyholder of the appearing party, known to the notary by name, first name, and residence, the said proxyholder of the appearing party signed together with the notary this deed.

Signé: I. Asseray et M. Schaeffer.

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Enregistré à Luxembourg A.C., le 5 juillet 2013.

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LAC/2013/31405

Reçu soixante-quinze euros (75.- €)

Le receveur/signée/Irène Thill

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POUR EXPEDITION CONFORME

délivrée à la demande de la prédite société.

Luxembourg, le 16 juillet 2013

  
