

**SELLA CAPITAL MANAGEMENT**  
**Société d'Investissement à Capital Variable (SICAV)**  
**Siège social : 30, boulevard Royal**  
**L-2449 Luxembourg**  
**R.C.S. Luxembourg No. B 96.386**

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**STATUTS COORDONNES à la date du 4 novembre 2013**

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### **Article 1 - Establishment and name**

Pursuant to the present Articles of incorporation (hereinafter "the Articles"), a "Société anonyme" has been incorporated as a "Société d'Investissement à Capital Variable" (SICAV) under Part 1 of the Law of 17th December 2010, as subsequently amended, relating to undertakings for collective investment (hereinafter "the Law"), under the name "**SELLA CAPITAL MANAGEMENT**".

### **Article 2 - Duration**

The company is incorporated for an unlimited period. The Company may be dissolved by a resolution of the general meeting of shareholders adopted in the manner required for the amendment of Articles of Incorporation as defined in Article 30 hereafter.

### **Article 3 - Object**

The exclusive object of the Company is to invest the funds available to it in transferable securities of all types and other assets authorised by the Law with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolios.

Generally, the Company may take any measures and carry out any transaction which it may deem useful in the accomplishment and development of its purpose to the largest extent permitted by Part 1 of the Law.

### **Article 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 the Grand Duchy of Luxembourg or abroad, by simple decision of the Board of Directors.

The registered office may be transferred within the township by simple decision of the Board of Directors.

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

effect on the nationality of the Company which, the temporary transfer of its registered office notwithstanding, shall remain a Luxembourg company.

**Article 5 - Share capital, sub-funds of assets, classes/categories of shares**

Consolidated accounts of the Company, including all sub-funds, shall be expressed in the reference currency of the share capital of the company, to know, the Euro.

At any time, the share capital of the Company shall be equal to the total net asset value of the different sub-funds of the Company. The minimum share capital of the Company shall be as provided by law the equivalent of EUR 1,250,000 (one million two hundred and fifty thousand euro).

This minimum has to be reached within six months after registration of the Company on the official list of Undertakings for Collective Investment. The Board of Directors shall establish a portfolio of assets constituting a sub-fund within the meaning of Article 133 of the Law, corresponding to one or several categories and/or classes of shares in the manner described in Article 6 hereunder.

The proceeds of any issue of shares of a specific category and/or class shall be invested in the sub-fund corresponding to that category and/or class of shares, in various transferable securities and other assets authorised by the Law and according to the investment policy as determined by the Board of Directors for a given sub-fund, taking into account the investment restrictions foreseen by the Law and regulations.

**Article 6 - Form of the shares**

The Board of Directors shall decide, for each sub-fund, whether to issue shares in bearer and/or registered form whether or not in dematerialized form.

Bearer certificates and registered share certificates shall be signed by two Directors. Such signatures shall be either manual or printed or in facsimile. Signatures shall remain valid even in the event that the signatories should lose their right of signature after the shares are printed. However, one of such signatures may be affixed by a person duly authorised thereto by the Board of Directors ; in the latter case it shall be manual.

Upon decision of the Board of Directors, fractions of shares may be issued for registered shares as well as bearer shares, which shall be registered to the credit of the shareholders' securities account at the custodian bank or at correspondent

banks dealing with the financial services of the shares of the Company. For each sub-fund, the Board of Directors shall restrict the number of decimals which shall be mentioned in the prospectus. Portions of shares shall be issued with no voting rights but shall give right to the net assets of the relevant sub-fund for the portion represented by these fractions.

Bearer shares may be issued in the form of bearer certificates for one or several shares. The shareholder having requested the material issue of share certificates may be charged with the remittance and physical delivery of the bearer shares. The price to be applied for such delivery of shares shall be notified in the prospectus.

If the Board of Directors decides to do so, bearer certificates may include a series of vouchers.

Bearer certificates may at any time be exchanged against other bearer certificates for a different number of shares against payment by the bearer of the cost incurred by such exchange.

All registered shares issued by the Company shall be entered in the Register of Shareholders which shall be kept by the Company or by one or more persons designated by the Company. The Register should indicate the name of each shareholder, his residence or elected domicile and the number of registered shares held by him. Every transfer of a registered share between alive persons or because of a death shall be entered in the Register of Shareholders. Registrations in the Register of Shareholders may be certified by the issue of registered share certificates.

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

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

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

Conversion of registered shares into bearer shares shall be carried out by way of the cancellation of the registered share certificates, if any have been issued, and through the issue of one or more bearer share certificates replacing them, and mention of such cancellation shall be recorded in the Register of registered shares. Conversion of bearer shares into registered shares shall be carried out by way of the cancellation of bearer share certificates and, as the case may be, through the issue of registered share certificates replacing them, and mention of such issue shall be recorded in the Register of registered shares.

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

In connection with the sale of the category of Shares of the Fund reserved to institutional investors, the Fund will refuse to issue Shares of such category to persons or companies which cannot be qualified as institutional investors within the meaning of the Luxembourg Law. Furthermore, the Fund will refuse to make any transfer of Shares to the extent that such transfer would result in the legal or beneficial ownership of such Shares to a non-institutional investor.

Within a sub-fund the Board of Directors may create categories and/or classes of shares corresponding to i) a policy of specific distribution, such as giving right to distributions ("distribution shares"), or giving no right to distributions ("capitalization shares"), and/or ii) a specific structure of expenses for the issue or redemption of shares and/or iii) a specific structure of management fees or investment adviser fees, and/or iv) a specific structure of costs to be paid to distributors or to the SICAV, and/or v) any other specificity applicable to a class/category of shares.

Every share shall be fully paid-up.

The Board of Directors may decide to split the shares of a class/category by issuing additional shares to the shareholders concerned which shall be allotted as fully paid up shares by the Board of Directors to such shareholders, in accordance with the split ratio as determined by the Board of Directors.

The Company recognizes only one single owner per share. If one or more shares are jointly owned, sliced up or disputed, all persons claiming a right to such share shall have to appoint one single attorney to represent such share towards the Company.

The Company shall be entitled to suspend the exercise of all and any rights attaching to such share until such attorney shall have been designated.

In the case of a joint account, any notice and other information intended for the shareholders shall be sent to the first holder registered in the Register.

#### **Article 7 - Issue of shares**

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

The Board of Directors may reduce the frequency at which shares shall be issued in a sub-fund. The Board of Directors may, in particular, decide that shares of a sub-fund shall only be issued during one or several determined periods or at such other frequency as provided for in the sales documents of the shares.

Whenever the Company offers shares for subscription, the price per share shall be equal to the net asset value per share of the relevant class/category, as determined in compliance with Article 13 hereunder, on the Valuation Day (i.e., the day on which the net asset value is calculated), in accordance with the policy the Board of Directors may from time to time determine. Such price may be increased, according to a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the share issue and in accordance with applicable sales commissions described in the prospectus, as approved by the Board of Directors. The price so determined shall be payable not exceeding five Bank Business Days within the clauses stipulated in the sales documents of shares.

Subscription requests may be suspended under the terms and in accordance with the provisions of Article 14.

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

In the event that the subscription price of the shares to be issued is not paid, the Company may cancel their issue reserving the right to claim issue expenses and commissions.

#### **Article 8 - Redemption of shares**

Any shareholder may request the Company to redeem all or part of his shares in accordance with the clauses set forth by the Board of Directors in the sales documents of the shares and within the limits provided by the Law and by these Articles.

The redemption price per share shall be payable during a period not exceeding seven Bank Business Days and as determined by the Board of Directors and mentioned in the sales documents, in accordance with a policy determined by the Board of Directors from time to time, provided that the share certificates, if any, and the transfer of documents have been received by the Company subject to the provisions hereunder.

The redemption price shall be equal to the net asset value per share of the relevant class/category, as determined by the provisions of Article 13 less charges and commissions at the rate provided by the sales documents of the shares. The 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 total net asset value of shares held by a shareholder in a category of shares shall fall below such number or such value as determined by the Board of Directors, the Company may request such shareholder to redeem the full amount of his shares belonging to such category of shares.

The Company may accept to deliver transferable securities and Money Market Instruments against a request for redemption in kind, provided that the relevant investor formally agrees to such delivery, that all Luxembourg law provisions have been respected, and in particular the obligation to present an evaluation report from the auditor of the Company. The value of such transferable securities and Money Market Instruments shall be determined according to the

principle used for the calculation of the Net asset value. The Board of Director must make sure that the redemption of such transferable securities and Money Market Instruments shall not be detrimental to the other shareholders.

Further, a redemption of shares may be carried out in accordance with the terms of Article 12 hereafter.

All redeemed shares shall be cancelled.

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

In the case where the aggregate total number of redemption/conversion requests received for one relevant sub-fund at a given Valuation Day exceeds 10% of the net assets of the concerned sub-fund, the Board of Directors may decide to proportionally reduce and/or postpone the redemption/conversion requests, so as to reduce the number of shares reimbursed/converted as at that day down to 10% of the net assets of the concerned sub-fund. Any redemption/conversion request so postponed shall be received in priority to other redemption/conversion requests received at the next Valuation Day, subject to the above mentioned limit of 10% of the net assets.

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

#### **Article 9 - Conversion of shares**

Except when specific restrictions are decided by the Board of Directors and mentioned in the sale documents, any shareholder is authorized to request the conversion within a same sub-fund or between sub-funds of all or part of his shares of one class/category into shares of a same or of another class/category.

The price for the conversion of shares shall be calculated at the net asset value by reference to the two relevant classes/categories, on the same Valuation Day and taking into account of the lump charges applicable to the relevant classes/categories.

The Board of Directors may set such restrictions it shall deem necessary as to the frequency, terms and conditions of conversions and may tender them to the payment of expenses and commissions as it shall determine.

In the event that, as a result of a conversion of shares the number or the total net asset value of the shares held by a shareholder in a specific category of shares



should fall under such number or such value as determined by the Board of Directors, the Company may request that such shareholder convert all of his shares of such category of shares.

The shares which have been converted shall be cancelled.

Conversion requests may be suspended under the terms and in accordance with the provisions of Article 14.

#### **Article 10 - Mislaid or lost share certificates**

When a shareholder can give evidence to the Company that his share certificate has been lost or destroyed, a duplicate may be issued upon the shareholders' request and upon such conditions and guarantees the Company shall determine (and including i.a. the preliminary procedures of protection or via an insurance without any prejudice of any other type of guarantees the Company may choose). At the issue of the new certificate on which it shall be written that it is a duplicate, the original certificate shall be considered as null and void.

If returned to the Company, mislaid share certificates may be exchanged against new certificates at the Company's request. Such mislaid share certificates shall be immediately cancelled.

The company may charge the shareholder for the cost of the duplicate or of the new share certificate and for any expenses incurred by the Company and related to the issue and the registration hereof or the destruction of the old certificate.

#### **Article 11 - Restrictions to the ownership of shares in the Company**

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

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

A) deny to issue shares and register the transfer of shares when it results or may result that the issue or the transfer of such share is in beneficial ownership of a US person

B) request to any person entered in the Shareholders Register, or any other person who wishes to register the transfer of shares, to provide the Company with

all the necessary information and certificates it shall deem appropriate and supported by a statement under oath in order to determine whether or not these shares are owned or shall be owned by US persons, and

C) proceed with a compulsory redemption of all or part of such shares should it appear that a US person, whether alone or together with other persons is the owner of shares in the Company or has provided the Company with forgery certificates and guarantees or has omitted to provide with the certificates and guarantees as determined by the Board of Directors. In this event, the procedure shall be enforced as followed:

1 The Company shall send a notice (the "redemption notice") to the shareholder entered in the register as the owner of the shares ; the redemption notice shall specify the shares to be redeemed, the redemption price to be paid and the place at which the redemption price is payable. The redemption notice may be sent by registered mail addressed to the shareholder's last known address or at the address entered in the register of the shareholders. Such shareholder shall be obliged to remit without any delay the share certificate(s) for the relevant shares (in the event that such share certificate(s) would have been issued) as specified in the redemption notice. Immediately after the close of business on the date specified in the redemption notice, the shareholder shall no longer be the owner of the shares mentioned in such notice, his name shall no longer appear on the shareholders register and the relevant shares shall be cancelled.

2 The price at which the shares mentioned in the redemption notice shall be redeemed, shall be equal to the net asset value of the shares of the Company according to Article 13 hereof.

3 Payment shall be made to the owner of the shares in the currency of denomination of the relevant sub-fund except in times of exchange rates restrictions, and the price shall be deposited with a bank in Luxembourg or elsewhere (as specified in the redemption notice), such bank shall thereafter transfer such price to the relevant shareholder against remittance of the share certificate(s) as indicated in the redemption notice.

Upon payment of the price pursuant to these conditions, no person interested in the shares specified in the redemption notice shall have any future right in these shares and shall have no power to make any claim against the Company and its

assets, except the right for the shareholder appearing as the owner thereof to receive the price paid (with no interest) at the bank against remittance of the certificates.

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

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

Whenever used in these Articles, the term "US person" shall mean a national or resident of the United States of America, a partnership organised or existing under the laws of any state, territory, possession of the USA or a corporation organised under the laws of the USA or any other state, territory or possession of the USA or any trust other than a trust the income of which arising from sources outside the United States of America is not included in the gross income for the purposes of computing of United States federal income tax.

**Article 12 - Close up and merger of sub-funds, categories or Classes**

A) In the event that for any reason whatsoever, the value of assets of a sub-fund should fall down to such an amount considered by the Board of Directors as the minimum level under which the sub-fund may no longer operate in an economic efficient way, or in the event that a significant change in the economic or political situation impacting such sub-fund should have negative consequences on the investments of such sub-fund or when the range of products offered to clients is rationalized, the Board of Directors may decide to conduct a compulsory redemption operation on all shares of a sub-fund, a class or category of shares, at the net asset value per share applicable on the Valuation Day, the date on which the decision shall come into effect (including effective prices and expenses incurred for the realisation of investments). The Company shall send a notice to the shareholders of the relevant sub-fund, class or category of shares before the effective date of compulsory redemption. Such notice shall indicate the reasons for such redemption as well as the procedures to be enforced: registered shareholders shall be informed in writing and bearer shareholders shall be informed by the

Company by means of advertisement in newspapers as determined by the Board of Directors. Unless otherwise stated by the Board of Directors, shareholders of such sub-fund, category or class of shares may not continue to apply for the redemption or the conversion of their shares while awaiting for the enforcement of the decision to liquidate. If the Board of Directors authorizes the redemption or conversion of shares, such redemption and conversion operations shall be carried out according to the clauses provided by the Board of Directors in the sales documents of shares, free of charge (but including actual prices and expenses incurred for the realisation of the investments, closing expenses and non paid-off setting-up expenses) until the effective date of the compulsory redemption.

The assets that were not distributed to their owners upon redemption shall be deposited with the “Caisse des Consignations” for the account of their rightful assigns.

All redeemed shares shall be cancelled.

B) In circumstances similar to those described in the first paragraph of this Article, the Board of Directors, in the interest of the shareholders and in accordance with the provisions of the Law, shall have the power to merge a sub-fund, class or category of shares with another sub-fund, class or category in the Company. The publication of such decision shall be similar to the one described above in the first paragraph of this Article (such publication shall, in addition, include the characteristics of the new sub-fund, class or category). Every shareholder of the relevant sub-funds, classes or categories shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost during a period of 30 days before the effective date of the merger, it being understood that the merger is effective within five business days after the expiry of the 30 days’ period referred to before. At the effective date, the decision shall bind all shareholders who have not used the possibility of requesting the redemption or conversion without any cost.

In the same circumstances as those described in paragraph A) of this Article, the merger of a sub-fund, class or category with another Luxembourg or foreign undertaking for collective investment in transferable securities (UCITS), either of the corporate type or of the contractual type, or with a sub-fund, class or category of such UCITS may be decided by the Board of Directors if this is in the interest

of the shareholders of the relevant sub-fund, class or category. Such decision shall be published in the same manner as described above and, in addition, the publication shall include characteristics of the other UCITS or sub-fund, class or category respectively. Such a publication shall be made in accordance with the provisions of the Law 30 days before the date on which the merger becomes effective, it being understood that the merger is effective within five business days after the expiry of the 30 days' period referred to before so as to allow shareholders to request the redemption of their shares without cost. At the effective date, the decision shall bind all shareholders who have not used the possibility of requesting the redemption or conversion without any cost.

A merger having as an effect to make the Company disappear can only be decided by the shareholders of the Company before Notary, the shareholders being able to decide without presence quorum and at the simple majority of the shares represented and voting.

C) If within a sub-fund different categories/classes of shares have been issued as described in Article 5 hereabove, the Board of Directors may decide that the shares of one category/class be converted into shares of another category/class at the time where the specifications applicable to the shares of a given category/class are no more applicable to such a category/class. Such conversion shall be carried out without costs for the shareholders, based on the applicable net values. Any shareholder of the relevant sub-fund shall have the possibility to request for redemption of his shares without any cost for a period of one month before the effective date of conversion.

#### **Article 13 - Net Asset Value**

The net asset value of the shares of each sub-fund, category and class of shares of the Company as well as the issue and redemption prices shall be determined by the Company pursuant to a periodicity to be defined by the Board of Directors, but at least twice a month. Such net asset value shall be calculated in the reference currency of the relevant sub-fund or in any other currency as the Board of Directors may determine. The net asset value shall be calculated by dividing the net assets of the relevant sub-fund by the number of shares issued in such sub-fund taking into account, if needed, the allocation of the net assets of this

sub-fund into the various categories and classes of shares in this sub-fund (as described in Article 6 of these Articles).

The day on which the net asset value shall be determined is mentioned in these Articles as the "Valuation Day" which will be a Bank Business Day.

The valuation of assets of each sub-fund of the Company shall be calculated in the following manner :

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

2 The value of transferable securities and Money Market Instruments listed on an official Stock Exchange or dealt in on a regulated market which operates regularly and is recognised and open to the public (a Regulated market) as defined by Laws and Regulations in force is based on the latest known price and if such transferable securities and Money Market Instruments are dealt in on several markets, on the basis of the latest known price on the main market for such securities. If the latest known price is not representative, the value shall be determined based on a reasonably foreseeable sales price to be determined prudently and in good faith.

3 In the event that any securities or/ and money market instruments are not quoted or dealt in on a stock exchange or a regulated market operating regularly, recognised and open to the public as defined by the Laws and Regulations in force, or if the price as determined pursuant to paragraph 2 is not representative of the fair market value, the value of such assets shall be assessed on the basis of their foreseeable sales price estimated prudently and in good faith.

4 The liquidating value of futures, forward and options contracts not traded on exchanges or on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established in good faith by the board of directors in a fair and reasonable manner, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward and options contracts traded on exchanges or on other Regulated Markets shall be based upon

the last available settlement prices of these contracts on exchanges and Regulated Markets on which the particular futures, forward or options contracts are traded by the Company; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the board of directors may deem fair and reasonable.

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

6 Units of UCITS and/or other UCI will be evaluated at their last available net asset value per unit.

7 Interest rate swaps will be valued at their market value established by reference to the applicable interest rates curve.

8 All other securities and other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the board of directors. The value of all assets and liabilities not expressed in the reference currency of a Sub-Fund will be converted into the reference currency of such Sub-Fund at rates last quoted by major banks. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the board of directors.

The board of directors, at its sole discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

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

The valuation of the liabilities of each sub-fund of the Company shall be carried out as follows:

Appropriate amounts shall be accrued for expenses incurred by the Company and the liabilities of the Company shall be taken into consideration according to fair and prudent criteria. The Company shall pay for the full amount

of its operating expenses; in particular, the Company shall have to pay for the compensation to the investment adviser(s) and/or manager(s), to the distributors, to the Custodian and including, as the case may be, compensations to the correspondents, and fees of the administrative agent, of the transfer agent, to the agent in charge of keeping the Register, to the paying agent and to the agent for domiciliation ; expenses and fees of the auditor, the fees and repayment of expenses of the directors; publication and listing expenses, notification and any other notices and more generally, any expenses in connection with the information of the shareholders and in particular, costs incurred to print and distribute the prospectus, periodical reports and other documents; any other administrative and/or marketing expenses of the Company in each country for which the Company has received prior approval from the control authorities of the relevant country ; formation expenses, including printing of certificates and necessary expenses related to the creation and closure of sub-funds of the Company, its quotation on the Stock Exchange and authorization from the relevant authorities ; brokerage fees and commissions incurred for the transactions in the portfolio securities ; all taxes and charges to eventually be paid on its revenues; the capital registration tax (“taxe d’abonnement”) as well as royalties due to the control authorities, expenses related to the distribution of dividends ; advisory fees and any other extraordinary expenses, in particular, expertise or action taken in order to protect the interest of the shareholders; annual fees for Stock Exchange quotations; subscriptions to professional bodies and other organizations on the Luxembourg financial market to which the Company may decide to take part.

In addition, any reasonable costs and prepaid expenses, including, and without any limitation, telephone, telex, telegram, postage expenses incurred by the Custodian Bank for the purchase and the sale of portfolio securities of the Company shall be paid by the Company.

The Board of Directors shall establish for each sub-fund a distinctive portfolio of assets. Regarding relationship between shareholders and towards third parties, this portfolio of assets shall be allocated only to the shares issued for the relevant sub-fund, taking into account, if needed, the breakdown of such amounts of assets between the different classes and/or categories of shares of such sub-funds as provided in the present Article.



For the purpose of forming separate portfolios of assets corresponding to a sub-fund or to two or more categories and/or classes of shares, the following rules shall apply:

a) If one or several classes and/or categories of shares relate to one specific sub-fund, the assets applied to those classes and/or categories shall be altogether invested according to the specific investment policy of the related sub-fund. Within a sub-fund, the Board of Directors may periodically establish classes and/or categories of shares corresponding to (i) a policy of specific distribution, such as one class of shares entitled to distribution ("distribution shares"), or one class of shares not entitled to distribution ("capitalization shares"), and/or (ii) a specific structure of issue or redemption fees, and/or (iii) a specific structure of management or investment advisory fees, and/or (iv) a specific structure of distribution expenses;

b) The proceeds to be received from the issue of shares of a class and/or category of shares shall be allocated in the books of the company to the sub-fund established for that class and/or category of shares, provided that, if several classes and/or categories of shares are issued for such sub-fund, then the corresponding amount shall increase the proportion of net assets of this sub-fund attributable to the class and/or category of shares to be issued;

c) Assets, liabilities, income and expenses related to a sub-fund shall be allocated to the class(es) and/or category(ies) of shares of the relevant sub-fund;

d) Where any asset is derived from another asset, such asset shall be allocated in the books of the Company to the same sub-fund from which it was derived and, upon each revaluation of an asset, the increase or decrease in value shall be allocated to the relevant sub-fund;

e) Where the Company incurs a liability which relates to any asset of a particular sub-fund or to any action taken in connection with an asset of a particular sub-fund, such liability shall be allocated to the relevant sub-fund;

f) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular sub-fund, such asset or liability shall be allocated to all sub-funds pro rata the net asset values of the relevant classes and/or categories of shares or, in such other manner as shall be determined by the Board of Directors acting in good faith;

g) Upon distributions made to the shareholders of any class and/or category of shares, the net asset value of such category or class of shares shall be reduced by the amount of such distributions.

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

In the absence of bad faith, gross negligence or obvious error, any decision taken when calculating the net asset value 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.

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

**Article 14 -Suspension of calculation of the net asset value per share, of the issue, conversion and redemption of shares**

Without prejudice to the legal causes of suspension, the Board of Directors of the Company may suspend at any time the determination of the net asset value per share of one or several sub-funds and the issue, redemption and conversion of shares in the following cases :

(a) During any period when a stock exchange providing quotations for a significant part of the assets of one or more sub-funds of the Company is closed otherwise than for ordinary holidays or during which dealings therein are suspended or restricted ;

(b) during any period when the market of a currency in which an important part of the assets of one or more sub-funds of the Company is expressed is closed otherwise than for ordinary holidays or during which dealings therein are either suspended or restricted ;

c) When the means of communication normally used in determining the value of the assets of one or more sub-funds of the Company are suspended or

interrupted or when, for any other reason, the value of an investment of the Company cannot be determined as accurately and rapidly as required;”

(d) during any period when the restrictions on currencies or cash transfers prevent the completion of transactions of the Company or when the purchases and sales on behalf of the Company cannot be achieved at normal exchange rates ;

(e) during any period when factors related to, among others, the political, economic, military, monetary, and fiscal situation and escaping the control, the responsibility and the means of action of the Company prevent it from disposing of the assets of one or more sub-funds or determining the net asset value of one or more sub-funds of the Company in a usual and reasonable way;

(f) following a possible decision to liquidate or dissolve the Company or one or several sub-funds;

(g) following a decision to merge a sub-fund or the Company, if justified with a view to protecting the interest of shareholders; or

(h) in case a sub-fund is a feeder of another UCITS (or a sub-fund thereof), if the net asset value calculation of the master UCITS (or the sub-fund thereof) is suspended.

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

Any suspension of the calculation of the net asset value of the shares in one or several sub-funds which exceeds 3 Bank Business Day, shall be published by any appropriate ways and in particular in the newspapers where these values are usually published.

Along the suspension period, shareholders may recall any application filed for the subscription, redemption or conversion of shares. Lacking such recall, the shares shall be issued, redeemed or converted by reference to the first calculation of the net asset value carried out following the close of such suspension period.

In the absence of bad faith, gross negligence or obvious error, every decision in calculating the net asset value taken by the Board of Directors or by any delegate of the Board shall be final and compulsory for the Company and its shareholders.

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

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

#### **Article 15 - General Meetings of shareholders**

The meeting of shareholders of the Company validly set up shall represent all the shareholders of the Company. It shall have the broadest powers to order, carry out or ratify all acts relating to the operations of the Company.

The annual general meeting of shareholders shall be held in Luxembourg in the registered office of the Company or at any such other place in the Grand-Duchy of Luxembourg, as shall be specified in the notice of meeting, on the third Thursday in the month of May at 11:00 a.m. If this day is a legal public holiday or a banking holiday in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting can be held abroad if, in the absolute judgment of the Board of Directors, exceptional circumstances require this relocation.

Decisions concerning the general interest of the Company's shareholders are taken during a general meeting of all the shareholders and decisions concerning specific rights of the shareholders of one sub-fund or class/category of shares shall be taken during a general meeting of this sub-fund or of this class/category of shares.

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

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

To be admitted at the general meeting, any owner of shares shall deposit his bearer shares 5 clear days before the date of the meeting, at the registered office of the Company or at the places mentioned in the notices.

The holders of registered shares shall inform, in the same delay, in writing, (through a letter or proxy), to the Board of Directors, of their intention of attending the meeting and shall indicate the number of shares for which they want to take part in the vote.

Each whole share of each sub-fund and of each class/category, regardless of its value, is entitled to one vote. Any shareholder may act at any meeting of shareholders by appointing in writing another person who need not be a shareholder, as his proxy.

Co-owners, usufructuaries and bare-owners, creditors and secured debtors shall be respectively represented by a single and same person.

Except as otherwise required by law or as otherwise provided herein, resolutions at meetings of shareholders shall be passed by a simple majority of those present or represented.

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

Shareholders shall meet upon call by the Board of Directors, pursuant to a notice setting forth the location, date, presence and quorum requirements and the agenda, published in accordance with law and sent at least 8 days prior to the meeting to each owner of registered shares at the shareholder's address in the Register.

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

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

The meeting of shareholders shall deal only with the matters contained in the agenda.

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

- either 2 directors
- or by the persons authorized by the Board of Directors.

#### **Article 16 - Directors**

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

The directors shall be elected by the general meeting of shareholders for a period up to six years. They shall be eligible for re-election.

If a legal entity is appointed director, it may appoint an individual through whom it shall exercise its director's duties. In this respect, a third party shall have no right to demand the justification of powers; the mere qualification of representative or of delegate of the legal entity being sufficient.

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

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

Any candidate for the function of Director, whose names do not appear in the agenda of the general meeting of shareholders shall be elected by 2/3 of the votes of the shareholders present or represented.

The Directors proposed for election, whose names appear in the agenda of the annual general meeting, will be elected by the majority of the votes of the shareholders present or represented.

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

#### **Article 17 - Chairmanship and Board Meetings**

The Board of Directors shall choose from among its members a Chairman and may choose from among its members one or more vice-chairmen. It may also appoint a secretary who need not be a director. The Board of Directors shall meet

upon call by the chairman or any two directors, at the place, date and time indicated in the notice of meeting. Any Director may act at any meeting by appointing another director as his proxy, in writing, by telegram, telex or telefax or any other similar written means of communication. Any director may represent one or more of his colleagues.

The Board of Directors meets under the presidency of its chairman, or for lack of, the oldest vice-chairman if any, or for lack of, the managing director if any, or for lack of, the oldest director attending the meeting.

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

Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications whereby all persons participating in a meeting can hear each other. The participation to a meeting by such means is equivalent to a physical presence at such meeting.

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

The minutes of the meetings of the Board of Directors shall be signed by the Chairman or by the person who chaired such meeting.

Copies or extracts of such minutes, intended to be produced in judicial proceedings or otherwise, shall be signed by the Chairman, by the secretary, by two directors or by any person authorised by the Board of Directors.

#### **Article 18 - Powers of the Board of Directors**

The Board of Directors has the most extensive powers to perform all acts of administration and disposition within the Company's interest. All powers not expressly reserved by law or by the present Articles of Incorporation to the general meeting of shareholders are in the competence of the Board of Directors.

### **Article 19 - Investment Policy**

The Board of Directors, based upon the principle of risk spreading, has the power to determine the investment policies to be applied in respect of each sub-fund and the course of conduct of the management of the Company, subject to investment restrictions foreseen by the laws and regulations.

Within all those sub-funds, the Board of Directors may decide that investments be made in all instruments or assets, within the restrictions determined by the Law and regulations in force.

The stock exchanges and regulated markets will be located within any country of Europe, Asia, Oceania, the American continents Australia or Africa.

Within those restrictions, the Board of Directors may decide that the investments of the Company shall be made :

(1) Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market in a Member State of the EU according to the Directive 2004/39/EC;

(2) Transferable Securities and Money Market Instruments dealt in on another market in a Member State of the EU which is regulated, operates regularly and is recognised and open to the public;

(3) Transferable Securities and Money market Instruments admitted to official listing on a stock exchange in a non member State of the EU or dealt in on another market in a non member State of the EU which is regulated, operates regularly and is recognised and open to the public;

(4) Recently issued Transferable Securities and Money Market Instruments, provided that:

- the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market, stock exchange or on another regulated market as described under (1)-(3) above;

- such admission is secured within one year of issue:

(5) Units of UCITS and/or other UCIs within the meaning of Article 1,2. (a) and (b) of Directive 2009/65/EC, whether situated in a Member State of the EU or in a non member State of the EU, provided that:

- such other UCIs are authorised under laws which provide that they are subject to supervision considered by the Regulatory Authority (the "CSSF") to be



equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured

- the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirement of Directive 2009/65/EC;

- the business of the other UCIs is reported in half-yearly and annual report to enable an assessment of the assets and liabilities, income and operation over the reporting period;

- no more than 10 % of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;

A Sub-Fund can, under the conditions provided for in the Law invest in the shares issued by one or several other Sub-Funds of the Company.

Notwithstanding the 10% limit above, the Company can decide, under the conditions provided for in the Law, that a Sub-Fund (“feeder”) may invest at least 85% of its assets in units or shares of another UCITS (“master”) authorised according to Directive 2009/65/EC (or a sub-fund of such UCITS).

(6) In accordance with the principle of risk spreading, up to 100% of the net assets attributable to each Sub-Fund in transferable securities issued or guaranteed by a Member State of the EU, by its local authorities, by any other Member State of the Organisation for Economic Cooperation and Development ("OECD") or by a public international body of which one or more Member State(s) of the EU are member(s), provided that in the case where the Company decides to make use of this provision, it shall, on behalf of the Sub-Fund created for the relevant category or categories of shares, hold securities from at least six different issues and securities from any one issue may not account for more than 30% of the net assets attributable to such Sub-Fund;

(7) Deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State of the EU or, if the registered office of the credit institution is situated in a non member State of the

EU, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;

(8) Financial derivative Instruments, i.e. in particular options, futures, including equivalent cash-settled Instruments, dealt in on a Regulated Market or other market referred to in (1), (2) and (3) above, and/or financial derivative Instruments dealt in over-the-counter (“OTC derivative”), provided that:

(i) the underlying consists of Instruments covered by items (1) to (8), financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to its investment objectives:

- the counterparties to OTC derivatives transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF, and

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund’s initiative;

(ii) Under no circumstances shall these operations cause the Fund to diverge from its investment objectives.

(9) Money Market Instruments other than those dealt in on a Regulated Market, as described under items (1) to (4), to the extent that the issuer or the issuer of such instruments is itself regulated for the purpose of protecting investors and saving, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State of the EU, the European Central Bank, the EU or the European Investment Bank, a non member State of the EU or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or

- issued by an undertaking any securities of which are dealt in, on Regulated Markets referred to in (1), (2) or (3) above, or

- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or

- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (10.000.000 euro) and which presents and publishes its annual accounts in accordance with directive 78/660/EEC, is an entity which, within a Group of Companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

The Company is authorized (i) to employ techniques and instruments relating to transferable securities, money market instruments and all other eligible assets, 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 20 - Daily Management**

The Board of Directors of the Company may delegate its powers related to the daily management of the Company's business (including the right to act as authorized signatory for the Company) and to the representation of the Company regarding this management to a General Manager, to a Secretary General and/or to one or several physical persons or legal entities which need not be directors. Such persons shall have the powers given them by the Board of Directors. They may also, if the Board of Directors authorises it, sub-delegate their powers. The Board of Directors may also give all special mandates by authentic or private power of attorney.

#### **Article 21 - Representation - judicial acts and actions - Commitments of the Company**

The Company is represented in the acts, including those in which a civil servant or a legal officer is involved and in court :

- either by the Chairman of the Board of Directors; or
- jointly by two directors ; or

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

Besides, it is validly committed by specially authorised agents within the limits of their mandates.

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

The Company is bound by the acts accomplished by the Board of Directors, by the directors who are entitled to represent it or by the delegate(s) to the daily management.

#### **Article 22 - Invalidation Clause**

No contract or other transaction between the Company and other companies or firms shall be affected or invalidated by the fact that any one or more of the directors or senior officers of the Company is interested in such other firm or company or by the fact that he would be a director, partner, manager or employee of it. Any director or manager of the Company who serves as a director, manager or employee of any company or firm with which the Company contracts or otherwise engages in business shall not be prevented by that from considering, voting and acting upon any matters with respect to such contract or other business. In the event that any director or manager of the Company would have a personal interest in a transaction of the Company, such director or manager shall make known to the Board of Directors such personal interest and he shall not consider or vote on any such transaction, unless such transaction is effected under normal market conditions; and such transaction and such director's or manager's personal interest shall be reported to the next general meeting of shareholders.

#### **Article 23 - Indemnifications**

Except in case of gross negligence or misconduct, any person who is or was a director or manager may be indemnified by the Company, for the totality of expenses reasonably incurred in connection with any action or suit to which he may be made a party by reason of him being a director or manager of the Company.

#### **Article 24 - Reviseur d'entreprises**

In accordance with law, the books and the preparation of all declarations required by Luxembourg law shall be supervised by an independent auditor ("Réviseur d'Entreprises agréé") who shall be appointed by the General Meeting for the term of office it shall fix and who shall be remunerated by the Company.

**Article 25 - Custody of the assets of the Company**

To the extent required by law, the Company shall enter into a custody agreement with a banking or savings institution as defined by the modified law of April 5, 1993 related to the supervision of the financial sector (the "Custodian").

The custodian shall fulfill the duties and responsibilities as provided for by law.

If the custodian wishes to resign, the Board of Directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such resignation. The Board of Directors may denounce the custody agreement but may not remove the custodian unless a successor Custodian has been found.

**Article 26 - Investment advisers and managers**

The Company may conclude under its overall control and responsibility one or several management or advisory agreements with any Luxembourg or foreign Company by which the above mentioned company or any other previously approved company shall provide the Company with advice, recommendations and management services regarding the investment policy of the Company in accordance with Article 19 of the present Articles.

**Article 27 - Accounting year - Annual and periodical report**

The accounting year shall begin on the 1<sup>st</sup> day of January and shall terminate on the last day of December. The consolidated accounts of the Company shall be expressed in EUR.

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

**Article 28 - Allocation of the annual result**

Upon the Board of Directors' proposal and within legal limits, the general meeting of shareholders of the category(ies)/class(es) issued in any sub-fund shall

determine how the results of such sub-fund shall be allocated and may from time to time declare or authorize the Board of Directors to declare distributions.

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

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

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

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

Any declared distribution that has not been claimed by its beneficiary within five years of its attribution may not be subsequently reclaimed and shall revert to the sub-fund relating to the relevant class(es)/category(ies) of shares.

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

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

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

#### **Article 29 - Dissolution**

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

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

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

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets have fallen below respectively two thirds or one fourth of the minimum capital.

The net proceeds of liquidation shall be distributed by the liquidators to the holders of shares of each sub-fund in proportion of the rights attributable to the relevant category of shares.

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

The present Articles of Incorporation may be amended by a general meeting of shareholders subject to the quorum and vote required by Luxembourg law and by the prescriptions of the present Articles of Incorporation.

#### **Article 31 - Applicable Law**

For all matters not governed by these Articles of Incorporation, the parties shall refer to the law of 10 August 1915 on commercial companies as subsequently amended and to the Law.

**Pour statuts coordonnés,**

**Délivrés à la demande de la Société.**

**Mondorf-les-Bains, le 6 novembre 2013**