

**«AMUNDI MONEY MARKET FUND»**

Société d'Investissement à Capital Variable

**L-2520 Luxembourg**

**5, allée Scheffer**

R.C.S. Luxembourg, section B numéro 156.478

Constituée suivant acte reçu par Maître Carlo WERSANDT, notaire de résidence à Luxembourg, ayant agi en remplacement de Maître Henri HELLINCKX, notaire de résidence à Luxembourg en date du 29 octobre 2010, publié au Mémorial Recueil des Sociétés et Associations C numéro 2529 du 22 novembre 2010.

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29-06-2012 (Refonte)	H. HELLINCKX	C n°

**STATUTS COORDONNES**

**Au 29 juin 2012**

## **DENOMINATION**

### **Article 1:**

There exists among the subscribers and all those who may become holders of shares, a company in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of "**AMUNDI MONEY MARKET FUND**" (the "**Fund**").

## **DURATION**

### **Article 2:**

The Fund is established for an unlimited duration.

## **OBJECT**

### **Article 3**

The exclusive object of the Fund is to place, the monies available to it in transferable securities of all types and all other permitted assets such as referred to in Part I of the law of 17 December 2010 regarding undertakings for collective investment or any legislative replacements or amendments thereof (the « 2010 Law ») with the purpose of spreading investment risks and affording its shareholders (the "Shareholders") the results of the management of its sub-funds.

The Fund may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the 2010 Law.

## **REGISTERED OFFICE**

### **Article 4**

The registered office of the Fund is established in Luxembourg City, in the Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors of the Fund (the "Board").

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

The registered office may be transferred within the municipality of the City of Luxembourg by decision of the Board of the Fund.

## **SHARE CAPITAL - SHARES - CLASSES OF SHARES**

### **Article 5**

The capital of the Fund shall be represented by shares of no par value (the "Shares") and shall at any time be equal to the total net assets of the Fund as defined in Article 23 hereof.

The minimum capital of the Fund will be, from six months following the approval of the Fund as Undertaking for Collective Investment in Transferable Securities (UCITS), of one million two hundred and fifty thousand EUR (EUR 1,250,000.-). The initial capital is thirty five thousand EUR (EUR 35, 000.-) divided into thirty five (35) fully paid up shares of no par value.

The Board is authorised without limitation to allot and issue fully paid Shares and, as far as Registered Shares are concerned, fractions thereof, at any time in accordance with Article 24 hereof, based on the Net Asset Value per Share of the respective sub-fund determined in accordance with Article 23, hereof without reserving the existing Shareholders a preferential right to subscription of the Shares to be issued. The Board may delegate to any duly authorised director or officer of the Fund or to any other duly authorised person the duty of accepting subscriptions and of delivering and receiving payment for such Shares, however always remaining within the limits imposed by law.

Such Shares may, as the Board shall determine, be of different sub-funds ("Sub-funds") (which may, as the Board shall determine, be denominated in different currencies) and the proceeds of the issue of the Shares of each Sub-fund (after the deduction of any initial charge and

notional dealing costs which may be charged to them from time to time) shall be invested in accordance with the objectives set out in Article 3 hereof in securities or other assets permitted by the 2010 Law, corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, as the Board shall from time to time determine in respect of each Sub-fund.

Within each Sub-fund, shares may be divided into several classes ("Classes") and/or categories ("Categories") which may differ, inter alia, in respect of their distribution policy or other special features, as the Board may decide to issue. In accordance with the above, the Board may decide to issue within the same Sub-Fund or Class of Shares two Categories where one Category is represented by accumulation Shares ("Accumulation Shares") and the second Category is represented by distribution Shares ("Distribution Shares"). The Board may decide if and from what date shares of any such Categories shall be offered for sale, those shares to be issued on the terms and conditions as shall be decided by the Board.

For the purpose of determining the capital of the Fund, the net assets attributable to each Sub-fund shall in the case of a Sub-fund not denominated in EUR, be notionally converted into EUR in accordance with Article 25 and the capital shall be the total of the net assets of all the Sub-funds.

The Fund shall prepare consolidated accounts in EUR.

#### **Article 6**

Shares are issued in registered form only.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the Dealing Price per Share as set forth in Article 24 hereof. The subscriber will, without undue delay, obtain delivery of a confirmation of his shareholding.

Payments of dividends, if any, will be made to Shareholders at their mandated addresses in the Register of Shareholders or to such other address as given to the Board in writing.

All issued Shares of the Fund shall be inscribed in the Register of Shareholders, which shall be kept by the Fund or by one or more persons designated therefore by the Fund and such Register shall contain the name of each holder of Shares, his residence or elected domicile (and in the case of joint holders the first named joint holder's address only) so far as notified to the Fund and the number of Shares and Sub-fund held by him. Every transfer of a Share shall be entered in the Register of Shareholders upon payment of such customary fee as shall have been approved by the Board for registering any other document relating to or affecting the title to any Share.

Shares shall be free from any restriction on the right of transfer and from any lien in favour of the Fund.

Transfer of Shares shall be effected by inscription of the transfer by the Fund in the Register of Shareholders upon delivery of the certificate or certificates, if any, representing such Shares, to the Fund along with other instruments and preconditions of transfer satisfactory to the Fund.

Every Shareholder must provide the Fund with an address to which all notices and announcements from the Fund may be sent. Such address will be entered in the Register of Shareholders. In the event of joint holders of Shares (the joint holding of Shares being limited to a maximum of four persons) only one address will be inserted and any notices will be sent to that address only.

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

If payment made by any subscriber results in the issue of a fraction of a Share, such fraction shall be entered into the Register of Shareholders. Fractions of Shares shall not carry a vote but

shall, to the extent the Fund shall determine, be entitled to a corresponding fraction of the dividend.

## **RESTRICTIONS ON SHAREHOLDING**

### **Article 7**

The Board may restrict or prevent ownership of its Shares by or on behalf of any person physical or moral, if such ownership, in the opinion of the Board, may lead to a breach of the laws or requirements of any country or governmental or regulatory authority or may generates any liability to taxation, or suffering any other pecuniary disadvantage which the Fund might not otherwise have incurred or suffered.

More specifically, the Board may restrict or prevent the ownership of Shares in the Fund by any person, firm or corporate body, and without limitation, by any "U.S. Person", as defined from time to time by the Board in the Prospectus of the Fund.. For such purposes, the Fund may:

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

(b) at any time require any person whose name is entered in the Register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests in a person who is precluded from holding Shares in the Fund, and

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

(1) the Fund shall serve a notice (hereinafter called the "Redemption Notice") upon the Shareholder holding such Shares or appearing in the Register of Shareholders as the owner of the Shares to be redeemed, specifying the Shares to be redeemed as aforesaid, the price to be paid for such Shares, and the place at which the Redemption Price (as defined below) in respect of such Shares is payable. Any such Redemption Notice may be served upon such Shareholder by posting the same in a prepaid registered envelope addressed to such Shareholder at his last address known to or appearing in the Register of Shareholders. Immediately after the close of business on the date specified in the Redemption Notice, such Shareholder shall cease to be a Shareholder and the Shares previously held by him shall be cancelled. The said Shareholder shall thereupon forthwith be obliged to deliver to the Fund the Share certificate or certificates (if issued) representing the Shares specified in the Redemption Notice;

(2) the price at which the Shares specified in any Redemption Notice shall be redeemed (herein called the "Redemption Price") shall be an amount equal to the Dealing Price of Shares in the Fund of the relevant Sub-fund, determined in accordance with Article 21 hereof;

(3) payment of the Redemption Price will be made to the Shareholder appearing as the owner thereof in the currency of denomination of the relevant Sub-fund and will be deposited by the Fund with a bank in Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to such person but only, if a Share certificate shall have been issued, upon surrender of the Share certificate or certificates representing the Shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the Shares specified in such Redemption Notice shall have any further interest in such Shares or any of them, or any claim against the Fund or its assets in respect thereof, except the right of the Shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank as aforesaid;

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

(d) decline to accept the vote of any person who is precluded from holding Shares in the Fund at any meeting of Shareholders of the Fund.

## **POWERS OF THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 8**

Any regularly constituted meeting of the Shareholders of the Fund shall represent the entire body of Shareholders of the Fund. Its resolutions shall be binding upon all Shareholders of the Fund regardless of the Sub-fund held by them. It shall have the broadest powers to order, carry out or ratify all acts whose fulfilment by the General Meeting of Shareholders has expressly been provided for in the Articles or all acts relating to the operations of the Fund, subject in each case to the respect of the applicable imperative laws.

## **GENERAL MEETINGS**

### **Article 9**

The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Fund, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last business day of April of each year at 10.00 a.m. and the first time in the year 2012. The annual general meeting may be held abroad if, in the absolute and final judgement of the Board, exceptional circumstances so require.

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

Special meetings of the holders of Shares of any one Sub-fund, Class or Category or of several Sub-funds, Classes or Categories may be convened to decide on any matters relating to such one or more Sub-funds, Classes or Categories and/or to a variation of their rights.

## **QUORUM AND VOTES**

### **Article 10**

Unless otherwise provided herein, the quorum and delays required by law shall govern the notice for and conduct of the general meetings of Shareholders of the Fund.

As long as the share capital is divided into different Sub-funds, Classes and Categories of Shares, the rights attached to the Shares of any Sub-fund, Class or Category (unless otherwise provided by the terms of issue of the Shares of that Sub-fund, Class or Category) may, whether or not the Fund is being wound up, be varied with the sanction of a resolution passed at a separate general meeting of the holders of the Shares of that Sub-fund, Class or Category by a majority of two-thirds of the votes cast at such separate general meeting. To every such separate meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply.

Each whole Share of whatever Sub-fund and regardless of the Net Asset Value per Share within the Sub-fund, is entitled to one vote, subject to the limitations imposed by these Articles. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing. A corporation may execute a proxy under the hand of a duly authorised officer.

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

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

## **CONVENING NOTICE**

### **Article 11**

Shareholders shall meet upon call by the Board, pursuant to registered notice setting forth the agenda, sent in accordance with the provisions provided by law.

If notices are published in the Mémorial Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspapers as the Board may decide, convening notices may be sent by ordinary mail only.

## **DIRECTORS**

### **Article 12**

The Fund shall be managed by the Board composed of not less than three persons. Members of the Board need not be Shareholders of the Fund.

The directors shall be elected by the Shareholders at their annual general meeting for a period not exceeding six (6) years and until their successors are elected and qualify, provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the Shareholders.

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

## **PROCEEDINGS OF DIRECTORS**

### **Article 13**

The Board shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the Board and of the Shareholders. The Board shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of Shareholders and at the Board, but failing a chairman or in his absence the Shareholders or the Board may appoint any person as chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any meeting of the Board shall be given to all directors at least twenty-four hours in advance of the time 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 the consent in writing or by cable, telegram, telex or telefax of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

Any director may act at any meeting of the Board by appointing in writing or by cable, telegram, telex or telefax another director as his proxy. Directors may also cast their vote in writing or by cable or conference call or visio-conference, telegram, telex or telefax.

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

The Board shall deliberate or act validly only if at least a majority of the directors is present or represented at a meeting of the Board. Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. The chairman of the meeting shall have a casting vote in any circumstances.

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

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

The Board may delegate its powers to conduct the daily management and affairs of the Fund and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the Board. The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are directors of the Fund and that no meeting of

the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Fund.

## **MINUTES OF BOARD MEETINGS**

### **Article 14**

The minutes of any meeting of the Board shall be signed by the chairman who presided over such meeting, by two directors of the Fund or by any person authorised by the Board.

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

## **DETERMINATION OF INVESTMENT POLICIES**

### **Article 15**

The Board is vested with the broadest powers to perform all acts of administration and disposition in the Fund's interest and more specifically to appoint a management company domiciled in Luxembourg in accordance with Chapter 15 of the 2010 Law or in another UE Member State. All powers not expressly reserved by law or by these Articles to the general meeting of Shareholders may be exercised by the Board.

The Board may delegate its powers to conduct the daily management and affairs of the Fund and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the Board, acting under the supervision of the Board.

The Board has, in particular, power to determine the corporate policy. The course of conduct of the management and business affairs of the Fund shall not effect such investments or activities as shall fall under such investment restrictions as may be imposed by the 2010 Law or be laid down in the laws and regulations of those countries where the Shares are offered for sale to the public or as shall be adopted from time to time by resolutions of the Board and as shall be described in any prospectus relating to the offer of Shares.

In the determination and implementation of the investment policy the Board may cause the assets of the Fund to be invested in transferable securities and/or in other liquid financial assets allowed to undertaking for collective investment in transferable securities in accordance with Part I of the 2010 Law.

The Fund may in particular invest in securities and/or money market instruments:

(a) on any Regulated Market as defined within the meaning of the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004;

(b) on another market in a Member State (for the purpose of this Article, Member State shall mean a Member State of the European Union and States that are contracting parties to the Agreement creating the European Economic Area other than Member States of the European Union within the limits set forth by this Agreement and related acts) which is regulated, operates regularly and is recognised and open to the public,

(c) if admitted to official listing on a stock exchange in an Eligible State or dealt in on another regulated market in an Eligible State which operates regularly and is recognised and open to the public.

- Each of the regulated market referred to in a), b) and c) being a "Regulated Market".

- "Eligible State" means a member state of the Organisation for the Economic Cooperation and Development, and any country of Western or Eastern Europe, Africa, Asia, Oceania or the American continents.

(d) recently issued, provided that

- the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market which operates regularly and is recognised and open to the public;

- such admission is secured within one year of issue.

(e) Investments may be made by the Fund in financial derivative instruments, such as equivalent cash-settled instruments, dealt in on a Regulated Market, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- the underlying consists in transferable securities and/or in other liquid financial assets allowed to undertaking for collective investment in transferable securities in accordance with Part I of the 2010 Law,
- the counterparties to OTC derivatives transactions are institutions subject to prudential supervision, and belonging to the categories approved from time to time by the Luxembourg competent authority,
- 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 UCITS' initiative;

By way of derogation from the limit laid down in the Article 43 (1) of the 2010 Law (as may amended from time to time), and as long as the investment policy of the Fund or a Sub-Fund may be to reproduce the composition of a stock or bond index recognised by the Commission de Surveillance du Secteur Financier: in such cases, the limits provided by the 2010 Law for investments in transferable securities or money market instruments will be of maximum 20% of the assets for investments in shares and/or debt securities issued by the same body. This limit can be raised to 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

In accordance with the principle of risk spreading, the Fund is authorised to invest up to 100% of the net assets attributable to each sub-fund in transferable securities or in money market instruments issued or guaranteed by a Member State, by one or more of its local authorities, by a non-Member State of the European Union or a public international body of which one or more Member State(s) of the European Union belongs, provided that in the case where the Fund decides to make use of this provision, it shall hold on behalf of the concerned sub-fund, securities from at least six different issues, and that securities from any one issue may not account for more than 30% of the total assets attributable to such sub-fund.

In order to reduce operational and administrative charges while allowing a wider diversification of the investments, the Board may decide that part or all of the assets of the Fund or one of the Sub-fund will be co-managed with assets belonging to other collective investment schemes as defined in the prospectus or to other Sub-funds of the Fund.

A Sub-fund may subscribe, acquire and hold securities issued by one or more other Sub-fund(s) of the Fund without being subject to the requirements of the Law of 10<sup>th</sup> August 1915 on commercial companies, as amended, with respect to the subscriptions, acquisition and or holding by a company of its own shares, under the conditions set forth in the 2010 Law.

The Fund is also entitled to invest in liquid assets, deposits and other UCITS or UCIs in full compliance with the 2010 Law. In addition, the Fund may also adopt master-feeder investment policy in compliance with the provisions of the 2010 Law and under the condition that such a policy is specifically allowed by the investment policy of the relevant Sub-fund that will act as a feeder fund, as published in the prospectus of the Fund.

For the purpose of this article, and in accordance with the provisions of the 2010 Law, each Sub-fund shall be regarded as a separate UCITS, The investment restrictions applicable to the UCITS under management shall consequently be applicable at Sub-fund level.

### **DIRECTORS' INTEREST**

#### **Article 16**

No contract or other transaction between the Fund 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 Fund has/have a personal interest in, or is a director, associate, officer or employee of such other company or firm. Any director or officer of the Fund who serves as a director, officer or employee of any company or firm with which the Fund shall contract or otherwise engage in business shall



not, by reason of such affiliation with such other company or firm but subject as hereinafter provided, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

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

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving CREDIT AGRICOLE or any of its affiliates, or such other company or entity as may from time to time be determined by the Board at its discretion.

## **INDEMNITY**

### **Article 17**

The Fund 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 Fund or, at its request, of any other company of which the Fund is a shareholder or creditor and from which he is not entitled to be indemnified. Such person shall be so indemnified in all circumstances, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful 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 Fund 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.

## **INVESTMENT MANAGERS**

### **Article 18**

The Fund or the Management Company may enter into one or more investment management or advisory agreements with any company based in Luxembourg or a foreign country (the "Manager(s)") by virtue of which the Manager(s) shall provide the Management Company with advice, recommendations and management services connected with the Fund's investment policy set out in Article 15 of these Articles.

## **REPRESENTATION - JUDICIAL ACTS AND ACTIONS – COMMITMENTS OF THE FUND**

### **Article 19**

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

- either by the chairman of the Board; or
- jointly by two directors; or
- by the representative(s) up to the limit of their powers as determined by the Board.

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 Fund by a member of the Board or by the representative appointed by the Board.

The Fund is bound by the acts accomplished by the Board, by the joint signatures of any two directors or by the signature of any director or representative to whom authority has been delegated by the Board.

## **AUDITOR**

### **Article 20**

The general meeting of Shareholders shall appoint a "réviseur d'entreprises agréé" who shall carry out the duties prescribed by Article 154 of 2010 Law.

## **REDEMPTION AND CONVERSION OF SHARES**

### **Article 21**

As is more specifically prescribed herein below the Fund has the power to redeem its own Shares at any time within the sole limitations set forth by law.

Any Shareholder may request the redemption of all or part of his Shares by the Fund provided that

(i) the Fund may, if compliance with such request would result in a holding of Shares in the Fund of an aggregate amount or number of Shares as the Board may determine from time to time and disclosed in the prospectus, redeem all the remaining Shares held by such Shareholder; and

(ii) the Fund may, in the interest of the Shareholders, decide to defer all or some of the share redemption requests received for a Sub-Fund on a single business day which represent more than a percentage of the net assets of a Sub-Fund determined by the Board, until such time as all or certain investments of the Sub-Fund have been sold. In this case, the redemption shall be deferred until a Dealing Day not more than seven Dealing Days following such time. On such Dealing Day, such request for redemptions will be complied with priority to later requests.

For the purpose of this article, conversions are considered as redemptions.

Whenever the Fund shall redeem Shares, the price at which such Shares shall be redeemed by the Fund shall be the Dealing Price per Share of the relevant Sub-fund (as determined in accordance with the provisions of Article 23 hereof) determined on the Dealing Day when or immediately after a written and irrevocable redemption request is received, less a redemption charge, as may be decided by the Board from time to time and described in the then current prospectus.

The redemption proceeds shall be paid normally within the limit set out in the Appendix to the Prospectus of each sub-Fund (being a day on which the banks in Luxembourg are open for business) after the date on which the applicable Dealing Price was determined. Any such request must be filed or confirmed by such Shareholder in written form at the registered office of the Fund in Luxembourg or with any other person or entity appointed by the Fund as its agent for redemption of Shares. Shares in the capital of the Fund redeemed by the Fund shall be cancelled.

Any Shareholder may request conversion of the whole or part of his Shares of a given Class into Shares of the same Class of another Sub-fund, (or within one Sub-fund into another Category) based on a conversion formula as determined from time to time by the Board and disclosed in the current explanatory memorandum or prospectus of the Fund provided that the Board may impose such restrictions as to, inter alia, frequency of conversion, and may make conversion subject to payment of such reasonable charge, as it shall determine and disclose in the current explanatory memorandum or prospectus. Conversions from Shares of one Class of a Sub-fund to Shares of another Class of either the same or a different Sub-fund are not permitted, except otherwise decided by the Board and disclosed in the prospectus.

If requests for redemption and conversion for any Dealing Day exceed 10% of the Net Asset Value or the number of Shares of a Sub-fund, the Fund reserves the right to postpone redemption and conversion of all or part of such Shares to the following Dealing Day. On the following Dealing Day, such requests will be dealt with in priority to any subsequent requests for redemption and conversion.

## **VALUATIONS AND SUSPENSION OF VALUATIONS**

### **Article 22**

The Net Asset Value of Shares in the Fund shall be determined as to the Shares of each Sub-fund by the Fund from time to time, but in no instance less than twice monthly, as the Board by regulation may direct (every such day or time for determination thereof being a Dealing Day), but so that no day observed as a holiday by banks in Luxembourg shall be a Dealing Day.

During the existence of any state of affairs which, in the opinion of the directors, makes the determination of the Net Asset Value of a Sub-fund in the relevant currency of expression either

not reasonably practical or prejudicial to the Shareholders of the Fund, the Net Asset Value and the Subscription Price and Redemption Price may temporarily be determined in such other currency as the directors may determine.

The Fund may temporarily suspend the determination of the Net Asset Value of any Sub-Fund and the issue and redemption of Shares relating to all or any of the Sub-Funds as well as the right to convert Shares relating to a Sub-Fund into Shares relating to another Sub-Fund:

(a) During any period when any market or stock exchange, which is the principal market or stock exchange on which a material part of the Fund's investments of the relevant Sub-Fund for the time being are quoted, is closed (otherwise than for ordinary holidays) or during which dealings are restricted or suspended; or

(b) During the existence of any state of affairs which in the opinion of the Board of Directors constitutes an emergency, as a result of which disposals or valuation of assets attributable to investments of the relevant Sub-Fund is impractical; or

(c) During any breakdown in, or restriction in the use of, the means of communication normally employed in determining the prices of any of the investments attributable to such Sub-Fund or the current prices or values on any market or stock exchange, or when, for any reason, the value of an investment of the Fund cannot be determined as accurately and rapidly as required; or

(d) During any period when remittance of monies which will or may be involved in the realisation of, or in the payment for, any of the Fund's investments is not possible;

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

(f) 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 Fund 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 Fund in a usual and reasonable way;

(g) In case of a decision to liquidate the Fund or a Sub-Fund thereof on or after the day of publication of the first notice convening the general meeting of the Shareholders for this purpose respectively the notice provided for in the Articles;

(h) In case of a decision to merge the Fund or a Sub-fund thereof provided that any such suspension is justified for the protection of the Shareholders.

Shareholders having requested redemption or conversion of their Shares shall be notified of any such suspension within seven days of their request and will be promptly notified of the termination of such suspension. Shares redeemed or converted after such suspension will be converted or redeemed based on their Net Asset Value on the Valuation Day immediately following such suspension.

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

### **DETERMINATION OF NET ASSET VALUE**

#### **Article 23**

The Net Asset Value of each Sub-fund shall be expressed in the currency of concerned Sub-Fund or in the currency determined by the Board, as a per Share figure, and shall be determined in respect of each Valuation Day by dividing the net assets of the Fund corresponding to the relevant Sub-fund, being the value of the assets of the Fund corresponding to such Sub-fund less its liabilities attributable to such Sub-fund, by the number of outstanding Shares of the relevant Sub-fund.

The valuation of the Net Asset Value of each Sub-fund shall be made in the following manner :

(1) The assets of the Fund shall be deemed to include:

(i) all cash in hand or receivable or on deposit;

- (ii) all bills and notes payable on demand and any amounts due (including the proceeds of securities sold but not yet collected);
  - (iii) all securities, shares, bonds, debentures, options or subscriptions rights and any other investments and securities belonging to the Fund;
  - (iv) all dividends and distributions due to the Fund in cash or in kind to the extent known to the Fund provided that the Fund may adjust the valuation for fluctuations in the market value of securities due to trading practices such as trading ex-dividend or ex-rights;
  - (v) the preliminary expenses of the Fund insofar as the same have not been written off; and
  - (vi) all other permitted assets of any kind and nature including prepaid expenses.
- (2) The value of assets of the Fund shall be determined as follows:
- (i) the value of any cash in hand or on deposit, discount notes, bills and demand notes and accounts receivable, prepaid expenses and cash dividends, shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Board may consider appropriate in such case to reflect the true value thereof;
  - (ii) the value of all portfolio securities which are listed on an official stock exchange or traded on any other regulated market will be valued at the last available price on the principal market on which such securities are traded, as furnished by a pricing service approved by the Board. If such prices are not representative of the fair value, such securities as well as all other permitted assets, including securities which are not listed on a stock exchange or traded on a regulated market, will be valued at a fair value at which it is expected that they may be resold, as determined in good faith by and under the direction of the Board;
  - (iii) the swaps will be valued at the net present value of their cash flows.
  - (iv) At its sole discretion, the Board may permit the use of another valuation method if it believes that it results in a fairer valuation of an asset held by the Fund.
- (3) The liabilities of the Fund shall be deemed to include:
- i) all borrowings, bills and other amounts due;
  - ii) all administrative expenses due or accrued including the costs of its constitution and registration with regulatory authorities, as well as legal, audit, management, custodial, paying agency and corporate and central administration agency fees and expenses, the costs of legal publications, prospectuses, financial reports and other documents made available to Shareholders, translation expenses and generally any other expenses arising from the administration of the Fund;
  - iii) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Fund for which no coupons have been presented and which therefore remain unpaid until the day these dividends revert to the Fund by prescription;
  - iv) any appropriate amount set aside for taxes due on the date of the valuation and any other provisions of reserves authorised and approved by the Board; and
  - v) any other liabilities of the Fund of whatever kind towards third parties.
- (4) The Board shall establish a portfolio of assets for each Sub-fund in the following manner:
- i) the proceeds from the allotment and issue of Shares of each Sub-fund shall be applied in the books of the Fund to that Sub-fund and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Sub-fund, subject to the provisions of the Articles.
  - ii) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Fund to the same Sub-fund as the assets which it was derived and on each valuation of an asset, the increase or diminution in value shall be applied to the relevant Sub-fund;

iii) where the Fund 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; the liabilities shall be segregated on a Sub-fund basis with third part creditors having recourse only to the assets of the Sub-fund concerned;

iv) in the case where any asset or liability of the Fund cannot be considered as being attributable to a particular Sub-fund, such asset or liability shall be allocated by the Board, after consultation with the auditors, in a way considered to be fair and reasonable having regard to all relevant circumstances;

v) upon the record date for the determination of any dividend declared on any Sub-fund, the Net Asset Value of such Sub-fund shall be reduced by the amount of such dividend, but subject always to the provision relating to the calculation of the Dealing Price of the Distribution Shares and Accumulation Shares of each Sub-fund set out in the Articles.

(5) For the purpose of valuation under this Article:

i) Shares of the relevant Sub-fund in respect of which the Board has issued a redemption notice or in respect of which a redemption request has been received, shall be treated as existing and taken into account until immediately after the close of business on the relevant Dealing Day, and from such time and until paid, the redemption price therefore shall be deemed to be a liability of the Fund:

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

iii) effect shall be given on any Dealing Day to any purchases or sales of securities contracted for by the Fund on such Dealing Day, to the extent practicable, and

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

### **SUBSCRIPTION PRICE**

#### **Article 24**

Whenever the Fund shall offer Shares for subscription, the price per Share at which such Shares shall be offered and sold, shall be the Dealing Price as defined herebelow to which a Sales Charge as the Board may from time to time determine, and as shall be disclosed in the Fund's then current prospectus, may be added. The Dealing Price shall be based on the Net Asset Value of the relevant Sub-fund divided by the number of Shares, as adjusted for the number of Distribution Shares and Accumulation Shares of the relevant Sub-fund expected (in the light of information available at such time) to be in issue or deemed to be in issue at that time, rounded at a number of decimal as decided by the board of directors.

The price so determined shall be payable within a period after the date on which the applicable Dealing Price was determined as determined by the Board and set out in the Appendix of the prospectus for each sub-Fund.

### **FINANCIAL YEAR**

#### **Article 25**

The accounting year of the Fund shall begin on the 1st January of each year and shall terminate on the 31st December of the same year. The first accounting year will begin on the date of the constitution and ends December 31, 2011.

The accounts of the Fund shall be expressed in EUR or in respect of any Sub-fund, in such other currency or currencies as the Board may determine. Where there shall be different Sub-funds as provided for in Article 5 hereof, and if the accounts within such Sub-funds are maintained

in different currencies, such accounts shall be converted into EUR and added together for the purpose of determination of the accounts of the Fund.

## **DISTRIBUTION OF INCOME**

### **Article 26**

The general meeting of Shareholders of each Sub-fund shall, upon the proposal of the Board in respect of each Sub-fund, subject to the other provisions of this article and to any interim dividends having been declared or paid, determine how the annual net investment income shall be disposed of in respect of the relevant Sub-fund.

Without prejudice of the rights and obligations of the General Meeting as provided by the law and the Articles, the Meeting of the Shareholders will decide, each year and for each Sub-Fund authorized for distribution in Belgium, to distribute to the holders of distribution shares, the whole of the collected incomes, after deduction of the remunerations, commissions and expenses that proportionally relates to them.

Dividends may, in respect of any Sub-fund, include an allocation from a dividend equalisation account which may be maintained in respect of any such Sub-fund and which, in such event, will, in respect of such Sub-fund, be credited upon issue of Shares to such dividend equalisation account and upon redemption of Shares, the amount attributable to such Share will be debited to an accrued income account maintained in respect of such Sub-fund.

Interim dividends may, at the discretion of the Board, be declared subject to such further conditions as set forth by law, and be paid out on the Shares of any Sub-fund out of the income attributable to the portfolio of assets relating to such Sub-fund upon decision of the Board.

The dividends declared will normally be paid in the currency in which the relevant Sub-fund is expressed or in exceptional circumstances in such other currency as selected by the Board and may be paid at such places and times as may be determined by the Board. The Board may make a final determination of the rate of exchange applicable to translate dividend monies into the currency of their payment. Stock dividends may be declared.

No dividends shall be declared in respect of Accumulation Shares.

## **DISTRIBUTION UPON LIQUIDATION**

### **Article 27**

The Fund may at any time be dissolved by a resolution of the general meeting subject to the quorum and majority requirements referred to in Article 10 of the present Articles of Incorporation.

In the event of a dissolution of the Fund, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation. The liquidators shall realise the Fund's assets in the best interest of the Shareholders and shall distribute the net proceeds of liquidation corresponding to each Sub-fund to the holders of Shares of each Sub-fund in proportion of their holding of Shares in such Sub-fund. If the capital of the Fund falls below two thirds of the minimum legal capital, the directors must submit the question of the dissolution of the Fund 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.

Moneys available for distribution to shareholders in the course of the liquidation that are not claimed by Shareholders will at the close of liquidation be deposited at the Caisse de Consignation in Luxembourg pursuant to the 2010 Law

## **Article 28**

In the event that for any reason whatsoever, the value of the assets of a Sub-fund or Class should fall down to such an amount considered by the Board as the minimum level under which the Sub-fund or the Class may no longer operate in an economic efficient way, or in the event that a significant change in economic or political situation impacting the relevant Sub-fund or Class should have negative consequences on the investments of the relevant Sub-fund or Class or when the range of products offered to clients is rationalized, the Board may redeem all (but not some) Shares of the Sub-fund or of the Class at a price reflecting the anticipated realisation and liquidation costs on closing of the relevant Sub-fund or Class, but with no redemption charge.

Termination of a Sub-fund or a Class by compulsory redemption of all relevant Shares for reasons other than those mentioned in the preceding paragraph, may be effected only upon its prior approval of the Shareholders of the Sub-fund or Class to be terminated, at a duly convened Sub-fund or Class meeting which may be validly held without a quorum and decide by a simple majority of the Shares present or represented.

Each Sub-fund may be liquidated separately without that separate liquidation resulting in the liquidation of another Sub-fund. Only the liquidation of the last remaining Sub-fund of the Fund will result in the liquidation of the Fund as referred to in Article 145 (1) of the 2010 Law. In this case and under penalty of nullity, the issue of Shares shall be prohibited except for the purposes of liquidation/merger.

Liquidation proceeds not claimed by the Shareholders at the close of the liquidation will be deposited at the Caisse de Consignation in Luxembourg pursuant to the 2010 Law.

## **MERGER OF FUND/SUB-FUNDS**

## **Article 29**

The Fund may, either as a merging UCITS or as a receiving UCITS, be subject to cross-border and domestic mergers in accordance with the definitions and conditions set out in the 2010 Law.

The Board of Directors of the Fund will be competent to decide on such a merger, in case the Fund is the receiving UCITS.

The general meeting of Shareholders, deciding by simple majority of the votes cast by Shareholders present or represented at the meeting, shall be competent to decide on the effective date of merger in case the Fund is the merging UCITS. The effective date of merger shall be recorded by notarial deed.

Notice of the merger shall be given to the Shareholders of the Fund. Each Shareholder shall be given the possibility, within a period of one month as of the date of the publication, to request either the repurchase of its Shares, free of any charges, or the conversion of its Shares, free of any charges.

## **Article 30**

The Board of Directors, subject to the conditions set out in the 2010 Law, may decide, to merge the Sub-fund(s) with foreign and or a domestic fund or sub-fund of a foreign fund and / or Luxembourg fund as defined in the 2010 Law, in accordance with the definitions and conditions set out in the 2010 Law. In addition, any Sub-fund may, either as a merging Sub-fund or as a receiving Sub-fund, be merged with another Sub-fund of the Fund in accordance with the definitions and conditions set out in the 2010 Law. The Board of Directors of the Fund will be competent to decide on the effective date of such a merger.

Insofar as the effective date of the merger requires the approval of the Shareholders concerned by the merger pursuant to the provisions of the 2010 Law, the general meeting of Shareholders deciding by simple majority of the votes cast by Shareholders present or represented at the meeting, is competent to approve such an effective date of the merger. No quorum requirement will be applicable.

In all cases, notice of the merger will be given to the Shareholders. Each Shareholder of the relevant Sub-funds or Classes shall be given the possibility, within a period of one month as of the

date of the sending, to request either the repurchase of its Shares, free of any charges, or the conversion of its Shares, free of any charges.

### **AMENDMENT OF ARTICLES**

#### **Article 31**

These Articles may be amended from time to time by a meeting of Shareholders, subject to the quorum and majority requirements provided by the laws of Luxembourg.

### **GENERAL**

#### **Article 32**

All matters not governed by these Articles shall be determined in accordance with the 2010 Law or subjected to the Law of 10th August 1915 on Commercial Companies, as the case may be. In case of contradiction with the provisions of the Articles, the imperative provisions of the 2010 Law will prevail, or as the case may be the imperative provisions of the Law of 10th August 1915.



**POUR STATUTS COORDONNES**

**Henri HELLINCKX**

**Notaire à Luxembourg.**

**Luxembourg, le 25 juillet 2012.**