

**JULIUS BAER MULTIRANGE**  
*Société d'Investissement à Capital Variable*  
**25, Grand-Rue, L-1661 Luxembourg**  
**Companies Register: Luxembourg section B number 152.081**

Established on March 19, 2010 according to a deed executed before notary public Edouard DELOSCH, who at the time was professionally resident in Rambrouch, acting in representation of his colleague, notary public Paul DECKER, who at the time was professionally resident in Luxembourg-Eich, published in the Mémorial C of the Grand-Duchy of Luxembourg, Recueil des Sociétés et Associations (Mémorial C) number 677, dated March 31, 2010.

The articles of association were last amended according to a deed received by notary public Henri HELLINCKX, professionally resident in Luxembourg, on March 5, 2012.

**ARTICLES OF ASSOCIATION**  
**as of 5 March 2012**

## **Company**

**Article 1.-** The company is established as an "investment company with variable capital" (SICAV) under the name "**JULIUS BAER MULTIRANGE**" (the "Company").

## **Term**

**Article 2.-** The Company is established for an indefinite period. It may be dissolved at any time by resolution of the shareholders of the Company, provided the resolution is passed in the form pursuant to article 31 of these articles of association.

## **Object**

**Article 3.-** The sole object of the Company is to invest in transferable securities of any kind and/or in other liquid financial assets within the meaning of article 41(1) of the law of 17 December 2010 on undertakings for collective investment in transferable securities (the "2010 Law"), for the purpose of spreading investment risks and allowing its shareholders to benefit from the income generated from the management of the portfolio. The Company may take any measures and carry out any operations that it deems useful for the accomplishment and development of its object to the extent permitted by the 2010 Law.

## **Registered office**

**Article 4.-** The Company's registered office is in the city of Luxembourg, in the Grand Duchy of Luxembourg. Branch offices or other representative offices may be opened in Luxembourg or in other countries by resolution of the board of directors of the Company (the "Board of Directors").

If the Board of Directors decides that events resulting from *force majeure* have occurred or are imminent which may impair the Company's normal business operations at its registered office or ongoing contact with persons abroad, then the registered office may be moved abroad temporarily until these extraordinary circumstances have come to an end. Such temporary measures will have no effect on the nationality of the Company, which will remain a Luxembourg company.

## **Equity - shares**

**Article 5.-** The Company's equity consists of shares without par value ("Shares") which, taken together, correspond to the net asset value of the Company at any time.

The Company's minimum capital in Swiss francs corresponds to one million two hundred and fifty thousand euros (1,250,000.00). If one or more subfunds (as defined below) are invested in Shares of other subfunds of the Company, the value of the relevant Shares is not to be taken into account for the purpose of verifying the statutory minimum capital.

The Board of Directors is entitled without restriction to issue Shares at any time at the issue price per Share determined pursuant to article 26 of these articles of association, without granting to

existing shareholders in the Company the right to purchase the new Shares. The Board of Directors may transfer to any of its members or to a chief executive of the Company or to any duly empowered person the authority to accept subscriptions, to accept payments for such new Shares and to deliver these Shares.

Such Shares may, according to the resolution of the Board of Directors, belong to different portfolios ("Subfunds") and may also, according to the resolution of the Board of Directors, be quoted in different currencies. The Board of Directors may also determine that, within a Subfund, two or more classes of Shares ("Share Class") are to be issued with differing characteristics, such as a specific distribution or reinvestment policy, a specific fee structure or other specific characteristics as determined by the Board of Directors and set out in the full prospectus ("Full Prospectus" or "Prospectus") issued by the Company.

The proceeds from the issue of each Subfund will be invested pursuant to article 3 of these articles of association in securities (book-entry securities, etc.; hereinafter "Securities") or other liquid financial assets which reflect the investment regulations which the Board of Directors stipulates for the relevant Subfunds.

The Company may from time to time issue bonus Shares; when this is done, the net asset value per Share will then be reduced by way of a split.

To determine the amount of the Company's equity, the net asset value of each Subfund which is not expressed in Swiss francs will be converted into Swiss francs, so that the Company's equity will then correspond to the total of all net asset values of all Subfunds expressed in Swiss francs.

### **Registered Shares**

**Article 6.-** The Board of Directors will issue only registered Shares. Bearer Shares will not be issued.

No certificates will be produced for the Shares issued. Instead, if a shareholder so wishes, a confirmation of the shareholder's shareholding will be issued and sent to the shareholder, for which the shareholder will be charged the usual fees. The Company may issue confirmations of shareholdings in a form to be decided by the Board of Directors.

Fractional Shares may be issued, which will be rounded up or down in accordance with the provisions of the applicable statutory prospectus issued by the Company.

Shares will be issued after acceptance of the subscription and subject to payment of the purchase price (pursuant to article 26 of these articles of association). If requested, the subscriber will receive confirmation of their shareholding within the usual periods stipulated by law.

Payment of dividends to shareholders will be made to their address in the register of shareholders ("Register") or to the address communicated in writing to the Company.

The holders of all registered Shares issued by the Company will be entered in the Register kept by the Company or by one or more persons/firms appointed to do so by the Board of Directors. The name of each shareholder, their place of residence or habitual residence and the number of Shares held by them as well as the Subfunds and Share Classes to which these Shares belong are to be

entered in the Register. The transfer and redemption of registered Shares will be entered in the Register after payment of a usual fee as determined by the Company for registration of such information.

Shares are not subject to restrictions on transfer rights or to claims in favour of the Company.

Transfer of Shares is effected through entry in the Register, or on delivery of the confirmation documents for these Shares (if issued), along with such transfer documents as the Company deems necessary.

All notifications and announcements by the Company to shareholders may be sent to the address which is entered in the Register. If a shareholder fails to provide this address, a corresponding note may be entered in the Register. As a consequence, the Company may assume that the shareholder's address is at the registered office of the Company or at another address as determined by the Company, until the shareholder notifies the Company of another address in writing. Shareholders may amend the address entered for them in the Register at any time by means of written notification to the Company at its registered office or at an address determined by the Company.

In the event of fractional Shares being issued, these fractions will be entered in the Register. Such fractions will bestow no voting rights but will bestow entitlement, to the extent determined by the Company, to a corresponding portion of the dividend and of the liquidation proceeds.

### **Restrictions on shareholdings**

**Article 7.-** The Board of Directors has the right to impose restrictions (excluding restrictions with regard to the transfer of Shares) which it deems necessary to ensure that no Shares in the Company or Shares in a Subfund and/or a Share Class are acquired or held by a person (hereinafter referred to as an "Excluded Person"):

- a) who breaches the laws or regulations of a country and/or official decrees or that is excluded from holding Shares by the provisions of the Full Prospectus;
- b) who, by holding Shares, causes the Company, in the opinion of the Board of Directors, to suffer tax liabilities or other financial disadvantages which it would not otherwise suffer or have suffered.

Accordingly, the Company may restrict or prohibit the holding of Shares by an Excluded Person. For this purpose, the Company may:

- a) refuse to issue Shares or to register Share transfers until it has ascertained whether such issue or registration could lead to de facto ownership of such Shares by an Excluded Person;
- b) require at any time from any person registered by name that they supply the Register with all information which the Company deems necessary for the purpose of clarifying the question as to whether these Shares are or will actually be owned by an Excluded Person;
- c) if the Company believes that an Excluded Person, either alone or jointly with another person, is the legal or de facto owner of the Shares, and if this person does not transfer the Shares to an eligible person, the Company may forcibly redeem all Shares held by this shareholder as follows:

- (1) The Company will send a demand (hereinafter referred to as a "Return Demand") to the shareholder deemed to be the owner of the Shares acquired, whereby the Company will, as described above, determine the Shares to be returned, the price to be paid for these Shares and the place where the purchase price with respect to these Shares is payable. Any such Return Demand may be sent to such a shareholder by post, by prepaid registered letter, to the address for the shareholder entered in the Company's Register. The shareholder will then be obliged, where applicable, to return to the Company the confirmation of shareholdings to which the Return Demand relates. Immediately after the close of business on the day specified in the Return Demand, the shareholder will lose their ownership of the Shares specified in the Return Demand, and the shareholder's name will be deleted from the Register.
  - (2) The price (hereinafter referred to as the "Redemption Price") at which the specified Shares as per the Return Demand are bought will be the amount which corresponds to the net asset value of the Shares per Subfund and Share Class, as calculated in accordance with article 24 of these articles of association, minus any redemption fee pursuant to article 22.
  - (3) Payment of the redemption price will be made to the owner of such Shares in the currency of the relevant Subfund and relevant Share Class, and will be deposited by the Company at a bank in Luxembourg or another place (as specified in the Return Demand) for payment, against presentation of the shareholding confirmations or against presentation of other proof of ownership acceptable to the Company as applicable. After deposit of this purchase price, the person will lose the rights which they possessed, as set out in these articles of association and the Full Prospectus and all other rights to the Shares, as well as any claims on the Company or its assets; this does not include the right of the person who appears to be the eligible owner to receive the deposited redemption price (without interest) from the depository as described above.
  - (4) Exercise of its rights under this article by the Company cannot in any instance be called into question or viewed as invalid on the grounds that there was insufficient proof of ownership of Shares by a person or that the de facto or legal owner of these Shares was not who the owner appeared to the Company to be at the time of the Return Demand, provided that the said rights have been exercised by the Company in good faith;
- d) reject the right of any Excluded Person to vote at a meeting of shareholders.

### **Rights of the general meeting of shareholders**

**Article 8.-** Any duly held general meeting of shareholders represents the highest executive body of the Company. The resolutions thereof are binding on all shareholders, irrespective of Subfund or Share Class, provided these resolutions do not infringe upon the rights of a separate meeting of shareholders in a particular Subfund or a particular Share Class pursuant to the provisions below.

The general meeting of shareholders has the widest authority to order, execute or approve all legal acts which relate to the business of the Company.

If the Company has only a single shareholder, the latter will exercise all powers of the general meeting of shareholders.

### **General meeting**

**Article 9.-** The annual general meeting of shareholders will be held in accordance with Luxembourg law at the registered office of the Company or at another location in Luxembourg as stated in the invitation, and will take place on 20 October of each year at 11.30 a.m. If this day is not a bank business day in Luxembourg, the general meeting will be held on the next bank business day in Luxembourg thereafter. The general meeting may be held abroad if extraordinary circumstances make this necessary according to the decision of the Board of Directors.

Other meetings may be held at a location and time as set out on the relevant invitation.

### **Separate meetings of shareholders**

**Article 10.-** Separate meetings of shareholders in a particular Subfund or a particular Share Class may be convened if requested by the Board of Directors. The rules set down in article 11 of these articles of association apply *mutatis mutandis* with regard to quorum requirements and votes. A separate meeting of shareholders may, with respect to the relevant Subfunds or Share Classes, pass resolutions on all matters which are not reserved for the general meeting or for the Board of Directors by law or according to these articles of association. Resolutions of separate meetings of shareholders must not infringe upon the rights of shareholders in other Subfunds or Share Classes.

### **Quorum and votes**

**Article 11.-** The convening of general meetings or of separate meetings of shareholders shall be subject to the periods of notice and formalities laid down by law.

Each Share in a Subfund or a Share Class carries one vote, irrespective of the net asset value of the Share in question, subject to the restrictions imposed by these articles of association or the law.

A shareholder may participate in each meeting of shareholders or be represented by another shareholder or another person by means of a proxy appointment issued by letter, telegram, telex or fax or in any other form decided on by the Board of Directors.

Subject to legal provisions or provisions under these articles of association which stipulate otherwise, resolutions at a duly convened meeting of shareholders will be passed by simple majority of votes of shareholders present or represented by a proxy and cast. The Board of Directors may set down all other conditions to be met by the shareholders in order to be able to participate in a meeting of shareholders.

If the Company has only a single shareholder, the latter will exercise all rights which fall to shareholders under the Luxembourg law of 10 August 1915 as amended (the "1915 Law") and the present articles of association. The resolutions passed by such a single shareholder will be recorded in minutes.

## **Invitations**

**Article 12.-** The general meeting and other meetings of shareholders will be convened by the Board of Directors by means of an invitation setting out the agenda. The invitation shall be sent by registered letter at least eight (8) days before the general meeting, with the documents and information required by law being sent to the shareholders together with the invitation. Moreover, these documents are available for inspection fifteen (15) days before the general meeting at the registered office of the Company.

Furthermore, the invitation to attend the meeting may provide that the quorum and majority requirements be established on the basis of the Shares which have been issued and are outstanding on the fifth day preceding the general meeting at 12.00 midnight (Luxembourg time). A shareholder's rights to take part in and vote at a general meeting will similarly be determined according to the number of Shares he/she owns at that point in time.

A general meeting must be convened at the request of shareholders representing at least one tenth of the share capital.

Furthermore, one or more shareholders representing at least one tenth of the share capital may request that a general meeting be convened and that items requiring a vote be added to the agenda in order for the general meeting to take place within the one-month time limit.

## **The Board of Directors**

**Article 13.-** The Company is managed by the Board of Directors, which consists of at least three members who do not need to be shareholders.

The members of the Board of Directors are elected by shareholders at the general meeting for a period of at most six (6) years, and may be re-elected. Should the post of a member of the Board of Directors no longer be occupied as a result of death, retirement or for some other reason, the remaining members of the Board of Directors may elect a member to occupy the vacant post until the next general meeting by way of an interim vote at which a simple majority of votes will apply.

A member of the Board of Directors may be dismissed and/or replaced at any time with or without reason by resolution of the general meeting of shareholders. At the general meeting, only one person who has been on the Board of Directors up till this time may be elected as a member of the Board of Directors, unless this person

- (1) is put forward by the Board of Directors for election, or
- (2) a shareholder with full voting rights at the upcoming general meeting which will determine the composition of the Board of Directors, submits to the Chairman — or, if this is not possible, to another member of the Board of Directors — in writing not less than six (6) and not more than thirty (30) days before the date appointed for the general meeting their intention to propose for election or re-election a person other than themselves, together with written confirmation from this person of their desire to put themselves forward for election; the chair of the general meeting may, however, subject to unanimous approval from all shareholders present, resolve to waive the

requirement for the declarations described above and propose the person nominated in such a way for election.

### **Internal organisation of the Board of Directors**

**Article 14.-** The Board of Directors will elect a Chairman from amongst its members, and, if required, one or more vice-chairmen. It may also appoint a secretary, who does not need to be a member of the Board of Directors and who will be responsible for the minutes of Board meetings and of the general meeting.

The Chairman will chair meetings of the Board of Directors. In their absence the Board members will appoint another person as acting Chairman by majority vote of those present.

A meeting of the Board of Directors may be convened by the Chairman or by two Board members at the location stated in the invitation, with details of the agenda included.

Invitations to meetings of the Board of Directors by letter, by telegram, electronically or by fax will be sent to all members at least 24 hours before the beginning of the meeting, except in urgent circumstances, in which case these circumstances are to be set out in the invitation.

Subject to the provisions below, the Board of Directors is quorate only if the meeting has been convened in the correct way.

With the approval of all members of the Board, convening of a meeting in writing may be waived. Meetings the dates of which have been set in advance by resolution of the Board of Directors do not need to be convened.

Every member of the Board of Directors may arrange to be represented at a meeting of the Board by another member of the Board. Proxies will be appointed by letter, telegram, telex or fax or in any other form as decided on by the Board of Directors.

Subject to the exceptions set out below, the Board of Directors may only advise or pass resolutions with legal force if at least half of its members are present or represented; participation by telephone or by video conference or in any other form as decided on by the Board of Directors is permitted. Resolutions will be passed by a majority of votes cast by those members of the Board present or represented at a meeting. The Chairman of the Board of Directors will have the casting vote if votes are tied.

The members of the Board of Directors may also pass a resolution by circular, through written approval indicated on one or more documents with identical wording.

The Board of Directors may, in addition, entrust individual members of the Board or third parties with part or all of the day-to-day management or the representation of the Company with the powers decided on by the Board of Directors. Such appointments may be revoked at any time by the Board of Directors.

The Board of Directors may at its own discretion transfer certain authorisations and competencies to a body which is made up of persons (whether Board members or third parties) appointed by the Board.

## **Minutes of Board meetings**

**Article 15.-** The minutes of each meeting of the Board of Directors will be signed by the Chairman of the same and another member of the Board or by the secretary of the Board of Directors. Copies or excerpts of such minutes, produced for legal proceedings or for other legal purposes, are to be signed by the Chairman of the Board or by two members of the Board or by the secretary of the Board and one member of the Board.

## **Determination of investment policy**

**Article 16.-** The Board of Directors has the authority to carry out all corporate actions and disposals in the interests of the Company which are not expressly reserved by law or by these articles of association for the general meeting of shareholders.

With the exception of those decisions which according to the articles of association are a matter for the shareholders in the general meeting, and subject to the restrictions above, the Board of Directors is empowered in particular to determine the investment policy for each Subfund in accordance with the principle of risk spreading, adhering to the investment restrictions imposed by law, by regulations and by resolutions of the Board of Directors.

The Board of Directors of the Company may determine that the assets of the Company will be invested as follows:

- a) in securities and money market instruments:
  - which are listed or traded on a regulated market (within the meaning of Directive 2004/39/EC);
  - which are traded on another regulated market in a Member State of the European Union ("EU") which is recognised, open to the public and operates regularly;
  - which are officially listed on a securities exchange in a third country or on another regulated market in a third country which is recognised, open to the public and operates regularly. In this connection, "third country" means all European countries which are not member states of the EU and all countries of North and South America, Africa, Asia and the Pacific Rim.
- b) in securities and money market instruments from new issues, provided the issue conditions contain an obligation to apply for official listing on a securities exchange or on another regulated market as in a) which is recognised, open to the public and operates regularly, and provided listing approval is obtained at the latest one year after issue.
- c) in Shares of Undertakings for Collective Investment in Transferable Securities ("UCITS") licensed according to Directive 2009/65/EC and/or other Undertakings for Collective Investment ("UCIs") as defined by article 1 paragraph (2) first and second indents of Directive 2009/65/EC with their registered office in a member state of the EU or a third country, insofar as:
  - such other UCIs have been licensed in accordance with legal provisions that subject them to official supervision which, in the opinion of the *Commission de surveillance*

*du secteur financier* (CSSF), is equivalent to that under community law of the EU, and there is sufficient assurance of cooperation between the authorities;

- the level of protection offered to holders of Shares in other UCIs is equivalent to that of holders of Shares in a UCITS, and in particular the regulations concerning the segregated custody of fund assets, borrowing, lending and short sales of securities and money market instruments are equivalent to the requirements under Directive 2009/65/EC;
  - the business operations of the other UCIs are subject to interim and annual reporting which allows a judgment to be formed with respect to the assets and liabilities, income and transactions, during the reporting period; the UCITS or such other UCI whose Shares are to be acquired may invest up to 10% in aggregate of its assets in Shares of other UCITS or UCIs, in accordance with its incorporation documents.
- d) in sight deposits or callable deposits having maturity dates not exceeding twelve (12) months held with qualified credit institutions which have their registered office in a member state of the EU or in a member state of the OECD or in a country which has ratified the decisions of the Financial Action Task Force ("FATF") (a "qualified credit institution").
- e) in money market instruments which are not traded on a regulated market and which fall within the definition of article 1 of the 2010 Law, provided the issue or the issuer of these instruments are themselves subject to regulations concerning the protection of deposits and investors, and provided they are:
- issued or guaranteed by a central, regional or local institution or the central bank of a member state of the EU, the European Central Bank, the EU or the European Investment Bank, a third country or, in the case of a federal state, a constituent state of the federation, or by an international public institution to which at least one member state of the EU belongs; or
  - issued by a company whose securities are traded on the regulated markets designated in (a); or
  - issued or guaranteed by an institution that is subject to supervision in accordance with the criteria established under EU Community law, or an institution that is subject to supervisory provisions which, in the opinion of the CSSF, are at least as stringent as those under EU Community law and that complies therewith; or
  - issued by other issuers belonging to a category permitted by the CSSF, provided that, with respect to investment in such instruments, regulations apply to the protection of investors which are equivalent to those in the first, second and third indents above, and that the issuer concerned is either a company with equity capital of at least EUR 10 million (ten million euros), which prepares and publishes its annual financial statements in accordance with the regulations of the fourth Directive 78/660/EEC, or a legal entity that is responsible for financing within a group comprising one or more listed companies, or a legal entity that is dedicated to the financing of securitisation vehicles by utilising a line of credit granted by a bank.
- f) in derivatives including equivalent instruments settled in cash which are traded on a regulated

market designated under letter a) above and/or "over the counter" ("OTC") derivatives, provided:

- the underlyings are instruments as defined by article 41 (1) of the 2010 Law, or are financial indices, interest rates, exchange rates or currencies in which the Company may invest according to its investment objectives,
- the counterparties in OTC derivatives trades are institutions that are subject to official supervision in the categories permitted by the CSSF, and
- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and may be sold, liquidated or squared by a countertransaction at any time at the initiative of the Company at fair market value.

However, the Company may invest a maximum of 10% of the net asset value per Subfund in securities and money market instruments other than those designated in a) to e), and, if no further investments in target funds are expressly permitted in the Special Part of the statutory prospectus, a maximum of 10% of the net asset value per Subfund in target funds (i.e. Shares in UCITS and/or other UCI as defined by letter c) above).

However, in accordance with section 9 of the 2010 Law and subject to the prerequisites laid down there, the Board of Directors may decide that a subfund ("Feeder") can invest at least 85% of its assets in Shares/units of another UCITS (or a subfund thereof) which is authorised under EU Directive 2009/65/EC, which is itself not a feeder and which does not hold units/Shares in a feeder. Such a possibility is only open if this is expressly introduced accordingly in the Full Prospectus.

The Company will invest a maximum of 10% of the net asset value per Subfund in securities or money market instruments issued by a single issuer. The Company will invest a maximum of 20% of the net asset value per Subfund in deposits with a single institution.

The upper limit stipulated in the first sentence of the preceding paragraph is raised to 35% if the securities or money market instruments are issued or guaranteed by an EU member state or its territorial authorities, by a third state or by international public institutions to which at least one EU member state belongs.

In derogation of the paragraphs above, the Company is empowered, acting in accordance with the principle of risk spreading, to invest up to 100% of the net asset value per Subfund in different issues of securities and money market instruments which are issued or guaranteed by an EU member state or its territorial authorities, by a member state of the OECD or by international public institutions to which one or more EU member states belong, subject to the proviso that the Subfund must hold securities and money market instruments from at least six (6) different issues; securities and money market instruments from a single issue may account for no more than 30% of the net asset value of the Subfund.

If several Subfunds exist, a Subfund may invest in other Subfunds of the Company subject to the prerequisites laid down in article 181 paragraph 8 of the 2010 Law.

Furthermore, the Company will adhere to all other restrictions which are stipulated by the supervisory authorities of those countries in which Shares are licensed for public sale.

In the event that an amendment to the 2010 Law leads to significant deviations, the Board of Directors may resolve that such new provisions apply.

### **Pooling and co-management**

**Article 17.-** The assets in a Subfund may be managed by means of "pooling".

In this arrangement, the assets of several Subfunds are managed together. Such co-managed assets are referred to as a "pool"; such pools are used only for internal management purposes. The pools have no legal personality of their own and are not directly accessible to shareholders. Every Subfund managed in conjunction with other Subfunds can have its own specific assets allocated to it in the accounting terms.

When the assets of one or more Subfunds are managed together, the assets which are assigned to each participating Subfund are first designated in the pool according to their initial allocation of assets, and in the event of additional subscriptions or redemptions they will be altered in proportion to such subscriptions and redemptions.

The claims of each participating Subfund to the jointly managed assets apply to each and every investment of the pool.

Additional investments which are effected on behalf of jointly managed Subfunds are assigned to these Subfunds in accordance with their respective rights, whilst assets which are sold are withdrawn in the same way from the relevant assets of each participating Subfund.

Furthermore, insofar as is compatible with the investment policy of the relevant Subfunds, the Board of Directors may determine, with a view to ensuring efficient management, that all or part of the assets of one or more Subfunds will be managed jointly with the assets of other UCIs through a "co-management" arrangement, as described in the Full Prospectus. In this case, the above provisions shall apply *mutas mutandis*.

### **Incompatibility provisions**

**Article 18.-** No contract or other activity between the Company and any other company will be impaired or rendered invalid by the circumstance that one or more members of the Board of Directors or chief executives of the Company is a member of the board of directors, shareholder, chief executive or employee of another company or is otherwise personally connected with such a company.

Each member of the Board of Directors or each other member of the Company's management who is a member of the board of directors, shareholder, chief executive or employee of another company with which the Company enters into a contractual relationship or otherwise engages in business will not be prevented by such a connection with the other company from acting for the Company and from making decisions about its legal transactions.

If a member of the Board of Directors or a chief executive of the Company has a personal interest in a transaction of the Company, he or she must notify the Board of Directors of this personal interest and must not be involved with such transactions or vote on them. Such legal transactions and interests of a member of the Board of Directors or chief executive are to be disclosed at the next

general meeting.

If the Company has only one shareholder, the preceding paragraph does not apply; rather, the transactions and the manager thereof, if the latter has an interest in conflict with the Company, will simply be mentioned in a record of these transactions.

The above provisions do not apply if the transactions in question are executed as part of day-to-day business operations at standard terms.

### **Indemnification**

**Article 19.-** The Company will indemnify every member of the Board of Directors or chief executive, or their heirs, executors or administrators against all reasonable costs in connection with any legal dispute/action or judicial proceedings in which they are involved as a party as a result of their capacity as a current or previous member of the Board of Directors or chief executive of the Company, or, at the request of the Company, on the basis of their function at another company with which the Company has a contractual relationship or of which it is a creditor, if they are not released from all responsibility in the case of such a legal dispute or action. This does not apply to incidents in which they are found legally guilty on the basis of an action or legal proceeding for gross negligence or management incompetence. In the event of a settlement, compensation will be paid only in connection with matters which are covered by the settlement and with respect to which the Company receives confirmation from its lawyers that the person liable has not been in breach of duty. The above rights to indemnification do not exclude other rights to which the persons mentioned have a justified claim.

### **Representation**

**Article 20.-** The Company is bound by the joint signatures of two members of the Board of Directors or, where the Board of Directors has adopted the relevant resolutions, by the joint signatures of a member of the Board of Directors with a chief executive, "*Prokurist*" (holder of a special statutory authority) or other authorised representative and/or by the single or joint signature of such authorised persons for certain individual transactions or business areas for which the appropriate authority has been issued by decision of the Board of Directors or by two members of the Board of Directors.

### **Auditor**

**Article 21.-** The general meeting of the Company will appoint an auditor ("*réviseur d'entreprise agréé*") who will carry out the duties towards the Company described in article 154 of the 2010 Law.

### **Redemption and conversion of Shares**

#### **Article 22.-**

##### **Redemption**

As set out below in detail, the Company has the right to redeem its Shares at any time subject to the

legal restriction on minimum capital.

Every shareholder may request that the Company redeem all or some of their Shares, subject to deferral of redemption (as defined below).

The Board of Directors may resolve to defer the redemption or conversion of Shares if the Company receives redemption or conversion applications on a valuation day or over a period of several valuation days defined in the prospectus which exceed a percentage defined in the prospectus of outstanding Shares in a Subfund. The Board of Directors will define the maximum deferral period in the prospectus. Such redemption and conversion applications will be given priority over applications received later.

Unless provided for otherwise in the Full Prospectus, the redemption price is usually paid within five (5) bank working days in Luxembourg after the relevant valuation day. The redemption price is calculated on the basis of the net asset value per Share in the relevant Subfund or relevant Share Class in accordance with the provisions of article 24 of these articles of association, minus a redemption fee which is decided on by the Board of Directors and set out in the statutory prospectus.

If, in the case of redemptions, extraordinary circumstances mean that the liquidity of the portfolio of a Subfund is insufficient to meet the payment within this period, then the payment will be executed as soon as possible, but, insofar as is legally permissible, without payment of interest.

The application for redemption of Shares is to be sent by the shareholder in writing directly to the Company or to one of the distributors by a point in time prior to the valuation day on which the Shares are to be redeemed as stipulated in the statutory prospectus. A duly submitted redemption application is irrevocable except in the case of and during suspension or deferral of redemptions. Redeemed Shares are cancelled.

#### Switching

Every shareholder may in general request full or partial conversion of their Shares into Shares of another Subfund on a valuation day valid for both Subfunds as well as conversion between different Share Classes within a Subfund, in accordance with a conversion formula set out in the Full Prospectus and in adherence to the principles and any restrictions as determined by the Board of Directors for each Subfund.

The Board of Directors is entitled to impose restrictions and conditions on the conversion of the Shares of one Subfund into Shares of another Subfund or, within a Subfund, into other Share Classes; such restrictions and conditions will be set out in the applicable statutory prospectus. In particular, the Board of Directors may:

- limit the frequency of conversion applications;
- impose a fee on the conversion of Share Classes or conversion into Shares of different Subfunds;
- prohibit conversion between Share Classes within a Subfund.

#### Liquidation

If, for whatever reason, the net asset value of the assets in a Subfund falls below a certain amount or fails to reach the amount set by the Board of Directors as the appropriate minimum asset level for the Subfund in question, or if the Board of Directors regards it as appropriate because of changes in

economic or political circumstances which have an influence on the Subfund in question, or if it is in the interests of shareholders, then the Board of Directors may redeem all (but not just some) Shares in the relevant Subfund at a redemption price which reflects the anticipated sale and liquidation costs for closing the Subfund, but without otherwise charging a redemption fee.

Closure of a Subfund in connection with the forced redemption of all relevant Shares for reasons other than those mentioned in the previous paragraph may be decided upon only with the prior consent of the shareholders in the Subfund to be closed which is obtained at a duly convened separate meeting of shareholders in the relevant Subfund; this meeting may be validly held without a quorum and may decide by a majority of 50% of the Shares of which the holders are present or represented.

If a Subfund is a feeder of another UCITS (or a Subfund thereof), the liquidation or merger of this other UCITS (or its subfund) shall lead to the liquidation of the feeder, unless the feeder amends its investment policy within the limits of Part 1 of the 2010 Law, and with the approval of the supervisory authority. Such a possibility is only open if this is expressly introduced accordingly in the Full Prospectus.

Any liquidation proceeds which could not be paid out to the shareholders upon conclusion of the liquidation of a Subfund will be deposited with the Caisse de Consignation in Luxembourg and are subject to a thirty (30) year expiration period.

The Company must inform the shareholders of the liquidation by publishing a notification in a publication to be designated by the Board of Directors. If all the shareholders concerned and their addresses are known to the Company, the notification may be effected by means of a letter sent to these addressees.

### Merger

The Board of Directors may, in addition, merge each Subfund with another Subfund of the Company or with another UCITS in accordance with Directive 2009/65/EC or with another subfund thereof.

A merger resolved by the Board of Directors shall be conducted in accordance with the provisions of section 8 of the 2010 Law. It shall be binding on the shareholders of the Subfund concerned upon expiry of a period of thirty (30) days from the corresponding notification of the shareholders concerned. The above-mentioned time-limit shall end five (5) banking days before the valuation day that is determining for the merger. The Company must inform the shareholders of the merger by publishing a notification in a publication to be designated by the Board of Directors. If all the shareholders concerned and their addresses are known to the Company, the notification may be effected by means of a letter sent to these addressees.

No redemption fee may be imposed on an application filed by a shareholder for redemption of his/her Shares during this period, with the exception of the amounts retained by the Company to cover expenses connected with disinvestments.

A merger of one or more Subfunds, as a result of which the Company ceases to exist, must be resolved by the general meeting and recorded by the notary public. No quorum is required for such

resolutions and a simple majority of the votes present or represented is sufficient.

### **Valuation and suspension of valuation**

**Article 23.-** The net asset value of the assets of the Company, the net asset value per Share in each Subfund and, where applicable, the net asset value of the Share Classes issued within a Subfund (together “Net Asset Value”), is determined in the relevant currency on each valuation day, as defined below, except in cases as described below where valuation is suspended. A valuation day for each Subfund is each bank working day in Luxembourg which at the same time is not a usual public holiday for the exchanges or other markets which represent the basis for valuation for a significant portion of the Net Asset Value of the relevant Subfund, as determined by the Company, insofar as the statutory prospectus makes no other provisions with regard to a given Subfund. However, a valuation day must be set on a bank working day in Luxembourg at least twice a month.

The Company may temporarily suspend calculation of the Net Asset Value of each Subfund as well as the issue redemption and switching of Shares in this Subfund and conversion from and into Shares in a Subfund:

- a) if one or more exchanges or other markets which represent the basis for calculating a significant portion of the Net Asset Value are closed (except on usual public holidays) or trading is suspended; or
- b) if, in the opinion of the Board of Directors, special circumstances make it impossible to sell or to value assets; or
- c) if the communication technology normally used to determine the price of a security in this Subfund has ceased to function or can be used in only a limited way; or
- d) if the transfer of monies for the purchase or sale of investments of the Company is impossible; or
- e) if a Subfund is a feeder of another UCITS (or a Subfund thereof) and if and as long as this other UCITS (or its subfunds) has temporarily suspended the issue or redemption of its units/Shares; or
- f) in the event of a merger of a Subfund with another Subfund or with another UCITS (or a subfund thereof), provided that this appears justified to protect the shareholders; or
- g) if, owing to unforeseeable circumstances, substantial redemption applications have been received and as a result the Board of Directors considers that the interests of the shareholders remaining in the Subfund are at risk;
- h) in the event of a decision to liquidate the Company, on or after the day of publication of the initial convening of a general meeting of shareholders for this purpose.

If an event occurs which results in liquidation of the Company, or after receipt of an order to this effect from the CSSF, the Company will immediately discontinue the issue, redemption and conversion of Shares.

Shareholders that have offered their Shares for redemption or conversion will be informed in

writing within seven (7) days of such a suspension and will be informed immediately after the suspension is lifted.

Suspension of the issue, redemption and conversion of Shares in any Subfund has no effect on the calculation of Net Asset Value or the issue, redemption and conversion of Shares in another Subfund.

### **Calculation of Net Asset Value**

**Article 24.-** The Net Asset Value per Share in each Subfund, and, where applicable, the Net Asset Value of the Share Classes issued within a Subfund, will be determined in the relevant currency on each valuation day by dividing the total Net Asset Value of the assets in the relevant Subfund or relevant share class by the number of Shares in this Subfund or Share Class in circulation. The total Net Asset Value of the relevant Subfund or relevant share class represents the market value of the assets allocated to it minus the liabilities.

### **Valuation rules**

**Article 25.-** Valuation of the Net Asset Value of the different Subfunds takes place as follows:

#### (A) Assets

The assets of the Company include the following:

- a) all available cash holdings or bank account balances plus accrued interest;
- b) all bills of exchange and other demand balances (including the proceeds from securities sales which have not yet been credited);
- c) all securities (Shares, fixed-income and variable-interest securities, bonds, options or subscription rights, warrants and other investments and securities owned by the Company);
- d) all dividends and distributions due in favour of the Company in cash or in another form, as far as they are known to the Company, on condition that the Company must adjust for the change in valuation of the market value of the securities as a result of trading practices, such as in ex-dividend or ex-rights trading;
- e) all accrued interest on interest-bearing securities which the Company holds insofar as such interest is not included in the principal claim;
- f) all financial rights which result from the use of derivative instruments;
- g) provisional expenses of the Company insofar as these have not been written down, on condition that such provisional expenses may be written down directly against the Company's capital; and
- h) all other assets of any kind and composition, including pre-paid expenses.

The value of such assets is determined as follows:

- 1) The value of freely available cash holdings and deposits, bills of exchange and demand balances, pre-paid expenses, cash dividends and interest as per confirmation or accrued but not received, as set out above, is to be booked at the full amount, unless for whatever reason payment is unlikely or only a part of the amount is recoverable, in

which case the value is to be ascertained after application of a reduction, at the discretion of the Company, with the purpose of ascertaining the effective value.

- 2) Securities belonging to the portfolio which are officially listed or are traded on another regulated market are valued at the most recently available price on the main market on which these securities are traded. The services of a valuation provider approved by the Board of Directors may be used. Securities which do not have a value based on market prices and all other permissible assets (including securities which are not officially listed on an exchange or traded on a regulated market) will be included at their probable sale value as determined in good faith by or under the aegis of the Company.
- 3) All assets or liabilities which are not denominated in the currencies of the relevant Subfund will be converted to the relevant currency of the Subfund in question at the exchange rate provided by a bank or another responsible financial institution at the time of valuation.
- 4) Shares which are issued by open-ended UCIs are to be valued at their most recently available Net Asset Value. By way of derogation from this rule, open-ended UCIs which at the same time qualify as Exchange Traded Funds (ETF) are valued at their closing stock market price at the place where they are listed.
- 5) The sale value of forward contracts (futures/forwards) or options contracts which are not traded on an exchange or another organised market is to be determined in accordance with the guidelines set down by the Board of Directors and in a way which remains the same. The sale value of forward or options contracts which are traded on an exchange or on other organised markets is to be ascertained on the basis of the most recently available settlement price for these contracts on exchanges and organised markets on which forward or options contracts of this type are traded; this applies with the proviso that in the case of forward or options contracts which it was not possible to sell on a valuation day, the value regarded by the Board of Directors as appropriate and adequate will form the basis for ascertaining the sale value of the contract.
- 6) Liquid assets and money market instruments may be valued at the applicable nominal value plus accrued interest or taking into account historical cost written down on a planned basis. This latter valuation method may at times result in a deviation in the value from the price which the Company would receive on selling the investment. The Company will review this valuation method in each instance and recommend changes if necessary in order to ensure that these assets are valued appropriately as ascertained in good faith in accordance with the procedure stipulated by the Board of Directors. If the Company is of the opinion that deviation from historical costs per Share written down on a planned basis would lead to significant dilution or other results inappropriate for shareholders, it may have to make corrections as it sees fit in order to prevent or limit dilution or inappropriate results, insofar as it is reasonably able to do so.
- 7) Swap transactions will be valued regularly on the basis of the valuations received from

the swap counterparty. The values may be the bid or offer price or the middle price, as determined in good faith in accordance with the procedure stipulated by the Board of Directors. If, in the opinion of the Board of Directors, these values do not reflect the appropriate market value for the relevant swap transactions, the value of the swap transactions will be ascertained by the Board of Directors in good faith or in accordance with another method which appears to the Board of Directors at its own discretion to be suitable.

- 8) If, because of special circumstances, such as hidden credit risk, a valuation in accordance with the rules set out above cannot be carried out or is incorrect, the Company is entitled to apply other generally recognised valuation principles which can be verified by auditors, in order to produce an appropriate valuation for the portfolio.

#### (B) Liabilities

The liabilities of the Company are to include the following:

- a) all borrowing, bills of exchange and other due amounts;  
including collateral deposits such as margin accounts, etc. in connection with the use of derivative instruments; and
- b) all due and accumulated administrative expenses including establishment and registration costs with government offices as well as legal advisory fees, audit fees, all fees or remunerations charged by the investment advisors, investment managers, the custodian, the distributors and all other representatives and agents of the Company, and the costs of obligatory publications and of the Full Prospectus, the financial statements and other documents provided to shareholders. If the fee rates for services agreed between the Company and the service providers used (such as investment advisors, investment managers, distributors or the custodian bank) differ with respect to individual Subfunds, the differing fees are to be charged exclusively to the Subfunds in question. Marketing and advertising expenses may be charged to a Subfund only in specific cases by resolution of the Board of Directors; and
- c) all known liabilities due and not yet due including dividends declared but not yet paid; and
- d) an appropriate amount set aside for tax purposes, calculated as at the day of the valuation, as well as other provisions or reserves approved by the Board of Directors; and
- e) all other liabilities of the Company of whatever kind towards third parties.

Any liability of any kind towards third parties is restricted to the relevant Subfund(s).

For the purpose of valuing its liabilities, the Company may include all administrative and other expenses of a regular nature by valuing them for the whole year or any other period and dividing the resulting amount proportionally according to the part of a period being accounted for. This valuation method may be applied only to administrative and other expenses which affect all Subfunds equally.

(C) Allocation assets and liabilities

For each Subfund the Board of Directors will create a portfolio as follows:

- a) The proceeds from the allocation and issue of Shares in each Subfund is to be assigned in the Company's books to that portfolio for which the Subfund was opened, and the corresponding asset values and liabilities as well as income and expenses are to be assigned to this portfolio in accordance with the guidelines of this article.
- b) If any asset has been derived from another asset, such derived assets are to be assigned in the Company's books to the same Subfund as the assets from which they originated, and with each new valuation of an asset the increase or loss in value will be assigned to the relevant Subfund.
- c) If the Company has entered into a liability which is related to any asset in a given Subfund or to any activity in connection with an asset in any Subfund, this liability will be assigned to the relevant Subfund.
- d) If an asset or a liability of the Company cannot be regarded as a specific amount to be assigned to a specific Subfund while also not affecting all Subfunds equally, the Board of Directors may assign such assets or liabilities in good faith.
- e) From the day on which a dividend is declared for a Subfund, the Net Asset Value of this Subfund will be reduced by the amount of the dividend, but subject to the rules for the sale and redemption price of Shares in each Subfund as set out in these articles of association.

(D) General Provisions

For the purpose of valuation within the framework of this article the following applies:

- a) Shares which are redeemed pursuant to article 22 of these articles of association are to be treated as existing Shares and included in the accounts until directly after the point in time determined by the Board of Directors or its authorised representatives at which such a valuation is carried out, and from this time on until the price has been paid they will be treated as a liability of the Company;
- b) all investments, cash holdings and other assets in any Subfund which are not denominated in the currency of the relevant Subfund will be converted at the exchange rate prevailing on the day the Net Asset Value is calculated taking into account their market value; and
- c) on any valuation day, all purchases and sales of securities for which the Company concluded the contract on that valuation day must be included in the valuation as far as possible.

**Sale price and redemption price**

**Article 26.-** Whenever the Company offers Shares for subscription, the price of the Shares offered must be based on the Net Asset Value (as defined above) of the relevant Subfund or relevant share class, and increased by the amount of an initial fee as determined by the Board of Directors and indicated in the applicable Full Prospectus of the Company. The initial fee is to be paid wholly or in

part to the distributors or to the Company; such initial fees are based on the applicable laws and must not exceed a maximum determined by the Board of Directors. The initial fee may differ for each Subfund or share class, but, within a Subfund or a share class, all subscription applications on the same issue date must be treated equally insofar as the applicable initial fee will be paid to the Company. The price thus calculated ("sale price") is payable within a timeframe to be determined by the Board of Directors but not more than seven (7) Luxembourg bank business days after allocation of the Shares, unless otherwise indicated in the Full Prospectus. By way of exception, and with the approval of the Board of Directors and in adherence to all applicable laws, the sale price may be paid in particular on the basis of a special valuation of the relevant non-cash contributions which is confirmed by the auditor; securities are transferred to the Company by the buyer in accordance with investment policy and investment restrictions.

For any redemption of Shares, the share price at which the Shares will be redeemed will be calculated on the basis of the Net Asset Value of the relevant Subfund or relevant share class, and reduced by a redemption fee as determined by the Board of Directors and indicated in the applicable Full Prospectus of the Company. The redemption fee is to be paid wholly or in part to the distribution agents; this redemption fee may differ for each Subfund or share class. The price thus defined ("redemption price") will be paid out pursuant to article 22 of these articles of association.

The redemption price may also, in special cases at the request or with the consent of the relevant shareholder, be paid in the form of a non-cash distribution (in-kind payment), the valuation of which is to be confirmed by the Company's auditor; in this, equal treatment of all shareholders must be ensured.

### **Financial year**

**Article 27.-** The Company's financial year begins on 1 July each year and ends on 30 June of the following year.

The Company's annual financial statements will be drawn up in Swiss francs. If, pursuant to article 5 of these articles of association, there are a number of Subfunds whose value per Share is expressed in currencies other than the Swiss franc, this will be converted into Swiss francs and expressed in Swiss francs in the audited consolidated annual financial statements, including the balance sheet and income statement, which statements will be made available together with the report of the Board of Directors to all shareholders fifteen (15) days before each general meeting.

### **Allocation of profits**

**Article 28.-** The separate meetings of shareholders of the individual Subfunds will, at the request of the Board of Directors, resolve annually on the distributions to be made by the Company.. The Company may make distributions insofar as capital is not reduced below the minimum capital applying to the Company as defined in article 5 of these articles of association.

When dividends are declared for the distributing Shares in a Subfund, the sale and redemption prices of the distributing Shares in this Subfund will be adjusted. There are no distributions in the case of reinvesting Shares. Rather, the value assigned to the reinvesting Shares will be reinvested in

favour of the holders of the Shares.

Interim dividends may be paid out at any time by resolution of the Board of Directors, provided that the Company's capital does not fall below the minimum capital defined in article 5 of these articles of association.

If dividends are declared, these will as a general rule be paid in the currency of the Subfund in question, but may also be paid in another currency, to be decided upon by the Board of Directors, at the places and times determined by the latter.

The Board of Directors may determine the exchange rate to be used in converting dividend amounts into the payment currency.

### **Naming of the Company**

**Article 29.-** The Company has entered into a licencing contract with the Julius Baer Group. Should this licencing contract be terminated for any reason, the Company will be obliged, upon the first request from the Julius Baer Group to do so, to change the Company name to one which no longer includes the component "Julius Baer" or "Julius Bär" or the letters "JB".

### **Distribution on liquidation**

**Article 30.-** If the Company is liquidated, this will be carried out by one or more liquidators who will be appointed by the general meeting, which will resolve on such a liquidation and will determine the relevant authorisations and remuneration. The net proceeds from liquidation, in relation to each Subfund and each share class, will be divided amongst the shareholders in each Subfund and each share class in proportion to their Shares in the relevant Subfunds and share classes.

### **Amendment of the articles of association**

**Article 31.-** These articles of association may be amended or supplemented at any time by resolution of the shareholders in the Company, provided that the conditions on quorums and voting majorities pursuant to the 1915 Law are adhered to. Any amendments to the rights of shareholders in a Subfund in relation to those in another Subfund may be made only if the conditions set out in the 1915 Law applying to amendments to articles of association are met in the Subfund in question.

### **Reference to applicable law**

**Article 32.-** All matters not dealt with by these articles of association are governed by the 1915 Law and the 2010 Law.