

Multi Manager Access

Registered Office: 33A avenue J.F. Kennedy, L-1855 Luxembourg
Registre de Commerce et des Sociétés Luxembourg: B 115 445
(the “Company”)

Articles of Incorporation

Title I. Name - Registered office - Duration - Purpose

Art. 1. Name. There exists among the subscribers and all those who may become owners of shares hereafter issued, a public limited company («société anonyme») qualifying as an investment company with variable share capital («société d’investissement à capital variable») under the name of *Multi Manager Access* (hereinafter the «Company»).

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by decision of the Board of Directors (hereinafter the «Board»).

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

Art. 3. Duration. The Company is established for an unlimited period of time. The Company may at any time be dissolved by a resolution of the shareholders, adopted in the manner required for amendment of these Articles of Incorporation by law.

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other assets permitted by law, within the limits of the investment policies and restrictions determined by the Board pursuant to Article 17 hereof, with the purpose of diversifying investment risks and affording its shareholders the benefit of the management of the assets of the Company’s Subfunds.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under the law of 17 December 2010 regarding undertakings for collective investment or any legislative replacements or amendments thereof (hereinafter the “Law of 2010”).

Title II. Share Capital - Shares - Net Asset Value

Art. 5. Share Capital. The capital of the Company shall at any time be equal to the total net assets of all Subfunds of the Company as defined in Article 10 hereof and shall be represented by fully paid up shares of no par value, divided into several categories, as the Board may decide to issue within the relevant Subfund.

The Board may decide, in accordance with Article 7, if and from which date shares of different categories shall be offered for sale, those shares to be issued on terms and conditions as shall be decided by the Board. A portfolio of assets shall be established for each Subfund of shares or for two or more categories of shares in the manner as described in article 10 hereof.

Such shares may, as the Board shall determine, be of different classes corresponding to separate portfolios of assets (each a «Subfund»), (which may as the Board may determine, be denominated in different currencies) and the proceeds of the issue of shares of each Subfund be invested pursuant to Article 4 hereof for the exclusive benefit of the relevant Subfund in transferable securities or other assets permitted by law as the Board may from time to time determine in respect of each Subfund.

With regard to creditors the Fund is a single legal entity the assets of a particular Subfund are only applicable to the debts, engagements and obligations of that Subfund. In respect of the relationship between the shareholders, each subfund is treated as a separate entity.

The minimum capital shall be one million two hundred fifty thousand Euro (1,250,000.- EUR) and has to be reached within six months after the date on which the Company has been authorised as a collective investment undertaking under Luxembourg law.

The initial capital is three hundred thousand Euro (300,000.- EUR), divided into three thousands (3,000) fully paid up shares of no par value, which belong to the Subfund Multi Manager Access - European Equities.

The Company has the power to acquire for its own account its shares at any time.

Art. 6. Form of Shares. The Board shall determine whether the Company shall issue shares in bearer and/or in registered form.

Share certificates (hereinafter «the certificates») of the relevant category of any Subfund will be issued; if bearer certificates are to be issued, such certificates will be issued with coupons attached, in such denominations as the Board shall prescribe.

Certificates shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board, in which case, it shall be manual.

The Company may issue temporary certificates in such form as the Board may determine.

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

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request of the holder of such shares. A conversion of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, and issuance of one or more bearer share certificates in lieu thereof, and an entry shall be made in the register of shareholders to evidence such cancellation. A conversion of bearer shares into registered shares will be effected by cancellation of the bearer certificate, and, if requested, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of shareholders to evidence such issuance. At the option of the Board, the costs of any such conversion may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be converted into bearer form, the Company may require assurances satisfactory to the Board that such issuance or conversion shall not result in such shares being held by a non authorised person as defined in Article 9 hereof.

In case of bearer shares, the Company may consider the bearer as the owner of the shares; in case of registered shares, the inscription of the shareholder's name in the register of shares evidences his right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant certificates. Transfer of registered shares shall be effected (i) if certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company, and (ii), if no share certificates have been issued, by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders.

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

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

If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate certificate may be issued under such conditions and guarantees (including but not restricted to a bond issued by an insurance company), as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original certificate in replacement of which the new one has been issued shall become void.

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

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

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

The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets of the Company on a pro rata basis. In the case of bearer shares, only certificates evidencing full shares will be issued.

Art. 7. Issue and conversion of Shares.

Issue of shares

The Board is authorised without limitation to issue at any time additional shares of no par value fully paid up, in any category within any Subfund, without reserving the existing shareholders a preferential right to subscribe for the shares to be issued.

When shares are issued by the Company, the net asset value per share is calculated in accordance with Article 10 hereof. The issue price of shares to be issued is based on the net asset value per share of the relevant category of shares in the relevant Subfund, as determined in compliance with article 10 hereof plus any additional premium or cost as determined by the Board and as disclosed in the current prospectus. Any taxes, commissions and other fees incurred in the respective countries in which Company shares are sold will also be charged.

Shares will only be allotted upon acceptance of the subscription and receipt of payment of the issue price. The issue price is payable within 5 Luxembourg business days after the relevant Calculation Day. The subscriber will without undue delay, upon acceptance of the subscription and receipt of the issue price, receive title to the shares purchased by him.

Applications received by the paying agents and the sales agencies during normal business hours on a given Calculation Day in Luxembourg shall be settled at the issue price calculated on the following Calculation Day in Luxembourg. Applications can be submitted for payment in the reference currency of the relevant Subfund or in another currency as may be determined from time to time by the Board.

Applications for the issue and conversion of shares received by the paying agents and sales agencies after the deadline mentioned above will be settled at the issue price or conversion price calculated on the next following Calculation Day.

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

The Company at its discretion may accept subscriptions in kind, in whole or in part. However in this case the investments in kind must be in accordance with the respective Subfund's

investment policy and restrictions. In addition these investments will be audited by the Company's appointed auditor.

The Company may, in the course of its sales activities and at its discretion, cease issuing shares, refuse purchase applications and suspend or limit in compliance with article 11 hereof, the sale for specific periods or permanently, to individuals or corporate bodies in particular countries or areas. The Company may also at any time compulsorily redeem shares from shareholders who are excluded from the acquisition or ownership of Company shares.

Conversion of shares

Any shareholder may request conversion of the whole or part of his shares corresponding to a certain Subfund into shares of another Subfund, provided that the issue of shares by this Subfund has not been suspended and provided that the Board may impose such restrictions as to, inter alia, the possibility or the frequency of conversion, and may make conversion subject to payment of such charge, as it shall determine and disclose in the current prospectus. Shares are converted according to a conversion formula as determined from time to time by the Board of Directors and disclosed in the current sales prospectus.

Shareholders may not convert shares of one category into shares of another category of the relevant Subfund or of another Subfund, unless otherwise determined by the Board of Directors and duly disclosed in the current prospectus.

The Board may resolve the conversion of one or several categories of shares of one Subfund into shares of another category of the same Subfund, in the case that the Board estimates that it is no longer economically reasonable to operate this or these categories of shares.

During the month following the publication of such a decision, as described in Article 24 hereafter, shareholders of the categories concerned are authorised to redeem all or part of their shares at their net asset value - free of charge - in accordance with the guidelines outlined in article 8.

Shares not presented for redemption will be exchanged on the basis of the net asset value of the corresponding category of shares calculated for the day on which this decision will take effect.

The same procedures apply to the submission of conversion applications as apply to the issue and redemption of shares. This conversion will be effected at the rounded net asset value increased by charges and transaction taxes, if any. However, the sales agency may charge an administrative fee which may be fixed by the Company.

Art. 8. Redemption of Shares. Any shareholder may request the redemption of all or part of his shares by the Company, under the terms and procedures set forth by the Board in the sales documents for the shares and within the limits provided by law and these Articles.

Payment of the redemption price will be executed in the reference currency of the relevant Subfund or in another currency as may be determined from time to time by the Board, within a period of time determined by the Board which will not exceed 5 business days after the relevant Calculation Day.

The redemption price is based on the net asset value per share less a redemption commission if the Board so decides, whose amount is specified in the sales prospectus for the shares. Moreover, any taxes, commissions and other fees incurred in the respective countries in which Company shares are sold will be charged.

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

Further, if on any Calculation Day redemption and conversion requests pursuant to this article exceed a certain level determined by the Board in relation to the number of shares in issue in any Subfund, the Board may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the Board considers to be in the best interests of the relevant Subfund. On the next Calculation Day following that period, these redemption and conversion requests will be met in priority to later requests.

A redemption request shall be irrevocable, except in case of and during any period of suspension of redemption. Any such request must be filled by the shareholder in written form (which, for these purposes includes a request given by cable, telegram, telex or telecopier, or any other similar way of communication subsequently confirmed in writing) at the registered office of the Company or, if the Company so decides, with any other person or entity appointed by it as its agent for redemption of shares, together with the delivery of the certificate or certificates for such shares in proper form and accompanied by proper evidence of transfer or assignment.

The Board may impose such restrictions as it deems appropriate on the redemption of shares; the Board may, in particular, decide that shares are not redeemable during such period or in such circumstances as may be determined from time to time and provided for in the sales documents for the shares.

In the event of an excessively large volume of redemption applications, the Company may decide to delay execution of the redemption applications until the corresponding assets of the Company are sold without unnecessary delay. On payment of the redemption price, the corresponding Company share ceases to be valid.

All redeemed shares shall be cancelled.

The Company at its discretion may at the request of the investor accept redemptions in kind. In addition these redemptions (1) must not have negative effect for the remaining investors and (2) will be audited by the Company's appointed auditor.

Art. 9. Restrictions on Ownership of Shares. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, namely any person in breach of any law or requirement of any country or governmental authority and any person which is not qualified to hold such shares by virtue of such law or requirement or if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws (including without limitation tax laws) other than those of the Grand Duchy of Luxembourg.

Specifically but without limitation, the Company may restrict the ownership of shares in the Company by any non authorised persons, as defined in this Article, and for such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a non authorised person or a person holding more than a certain percentage of capital determined by the Board («non authorised person»); and

B.- at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on the register of shareholders, to furnish it with any information, eventually 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 an authorised person, or whether such registry will result in beneficial ownership of such shares by a non authorised person; and

C.- decline to accept the vote of any non authorised person at any meeting of shareholders of the Company; and

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

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

Any such notice may be served upon such shareholder by posting the same in a registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the purchase notice.

Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice and, in the case of registered shares, his name shall be removed from the register of shareholders, and in the case of bearer shares, the certificate or certificates representing such shares shall be cancelled.

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

(3) Payment of the purchase price will be made available to the former owner of such shares normally in the currency fixed by the Board for the payment of the redemption price of the

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

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

Art. 10. Calculation of Net Asset Value per Share. The net asset value of one Subfund share results from dividing the total net assets of the Subfund by the number of its shares in circulation. The net assets of each Subfund are equal to the difference between the asset values of the Subfund and its liabilities. The net asset value per share is calculated in the reference currency of the relevant Subfunds and may be expressed in such other currencies as the Board may decide.

Referring to Subfunds for which different categories of shares have been issued, the net asset value per share is calculated for each category of shares. To this effect, the net asset value of the Subfund attributable to the relevant category is divided by the total outstanding shares of that category.

If on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow, the net asset value of the share classes may be adjusted for that trading day. The maximum adjustment may extend up to a certain percentage (%) of the net asset value (prior to the adjustment). Both the estimated transaction costs and taxes incurred by the sub-fund may be taken into account and the estimated bid/offer spread for the assets in which the sub-fund invests may be considered. The adjustment will result in an increase in the net asset value in the event of a net cash inflow into the sub-fund concerned. It will result in a reduction in the net asset value in the event of a net cash outflow from the sub-fund concerned. The Board of Directors may lay down a threshold figure for each sub-fund in the Company's sales documents. This may consist in the net movement on a trading day in relation to net company assets or to an absolute amount in the currency of the sub-fund concerned. The net asset value would be adjusted only if this threshold were to be exceeded on a given trading day.

The total net assets of the Company are expressed in EUR and correspond to the difference between the total assets of the Company and its total liabilities. For the purpose of this calculation, the net assets of each Subfund, if they are not denominated in EUR, are converted into EUR and added together.

I. The assets of the Subfunds shall include:

- 1) all cash in hand, receivable or on deposit, including any interest accrued thereon;
- 2) all bills and notes payable on demand and any account due (including the proceeds of securities sold but not yet collected);
- 3) all securities, shares, bonds, time notes, debentures, debenture stocks, subscription rights, warrants, options, and other securities, money market instruments and similar assets owned or contracted for by the Company;
- 4) all interest accrued on any interest-bearing assets owned by the relevant Subfund except to the extent that the same is included or reflected in the principal amount of such asset;
- 5) the preliminary expenses of the relevant Subfund, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off;
- 6) all other assets of any kind and nature including expenses paid in advance.

The value of the assets held by each Subfund is calculated as follows:

- a) The value of any cash -either in hand or on deposit -as well as bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is 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 is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof.
 - b) Securities, derivatives and other investments listed on a stock exchange are valued at the last known market prices. If the same security, derivative or other investment is quoted on several stock exchanges, the last available quotation on the stock exchange that represents the major market for this investment will apply.
- In the case of securities, derivatives and other investments little traded on a stock exchange and for which a secondary market among securities traders exists with pricing in line with the market, the Company may value these securities, derivatives and other investments based on these prices. Securities, derivatives and other investments that are not listed on a stock exchange, but which are traded on another regulated market which is recognised, open to the public and operates in a due and orderly fashion, are valued at the last available price on this market.
- c) Securities and other investments that are not listed on a stock exchange or traded on any other regulated market, and for which no reliable and appropriate price can be obtained, will be valued by the Company according to other principles chosen by it in good faith on the basis of the likely sales prices.
 - d) The valuation of derivatives that are not listed on a stock exchange (OTC derivatives) is made by reference to independent pricing sources. In case only one independent pricing source of a derivative is available, the plausibility of the valuation price obtained will be verified by employing methods of calculation recognised by the Company and the auditors, based on the market value of the underlying instrument from which the derivative is derived.

e) Units or shares of other undertakings for collective investment in transferable securities ("UCITS") and/or undertakings for collective investment ("UCI") will be valued at their last net asset value. Certain units or shares of other UCITS and/or UCI may be valued based on an estimate of the value provided by a reliable price provider independent from the target fund's investment manager or investment adviser (Estimated Pricing).

f) (i) For Sub-funds that are money market funds,

- the value of money market instruments which are not listed on a stock exchange or traded on another regulated market open to the public is based on the appropriate curves. The valuation based on the curves refers to the interest rate and credit spread components. The following principles are applied in this process: for each money market instrument, the interest rates nearest the residual maturity are interpolated. The interest rate calculated in this way is converted into a market price by adding a credit spread that reflects the underlying borrower. This credit spread is adjusted if there is a significant change in the credit rating of the borrower.

- interest income earned by sub-funds between the Order Date concerned and the respective Settlement Date may be included in the valuation of the assets of the sub-funds concerned. The asset value per share on a given valuation date may therefore include projected interest earnings.

(ii) For the other Sub-funds that do not fall under the regulation in subsection f (i), the following regulation shall apply: For money market instruments, the valuation price will be gradually adjusted to the redemption price, based on the net acquisition price and retaining the ensuing yield. In the event of a significant change in market conditions, the basis for the valuation of the individual investments is brought into line with the new market yields.

g) Securities, money market instruments, derivatives and other investments that are denominated in a currency other than the currency of account of the relevant sub-fund and which are not hedged by means of currency transactions are valued at the middle currency rate (midway between the bid and offer rate) known in Luxembourg or, if not available, on the most representative market for this currency.

h) Time deposits and fiduciary investments are valued at their nominal value plus accumulated interest.

i) The value of swap transactions is calculated by an external service provider, and a second independent valuation is made available by another external service provider. The calculation is based on the net present value of all cash flows, both inflows and outflows.

In some specific cases, internal calculations based on models and market data available from Bloomberg and/or broker statement valuations may be used. The valuation methods depend on the respective security and are determined pursuant to the UBS Global Valuation Policy.

The Company is authorised to apply other generally recognised and auditable valuation criteria in good faith in order to achieve an appropriate valuation of the net assets if, due to extraordinary circumstances, a valuation in accordance with the above-mentioned regulations proves to be unfeasible or inaccurate.

In extraordinary circumstances, additional valuations can be carried out over the course of the day. These new valuations will then be valid for subsequent issues and redemptions of units.

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

If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments of the Company attributable to the relevant Subfund are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation.

In the absence of bad faith, negligence or manifest error, every decision in calculating the net asset value taken by the Board or by any bank, company or other organisation which the Board may appoint for the purpose of calculating the net asset value (the «delegate of the board»), shall be final and binding on the Company and present, past or future shareholders.

II. The liabilities of the Subfunds shall include:

- 1) all loans, bills and accounts payable;
- 2) all accrued interest on loans of the Subfunds (including accrued fees for commitment for such loans);
- 3) all accrued or payable expenses (including administrative expenses, advisory and management fees, including incentive fees, custodian fees, and corporate agents' fees);
- 4) all known liabilities, present and future, including all matured contractual obligations for payments of money, including the amount of any unpaid distributions declared by the Subfund;
- 5) an appropriate provision for future taxes based on capital and income to the Calculation Day, as determined from time to time by the Company, and other reserves (if any) authorised and approved by the Board, as well as such amount (if any) as the Board may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- 6) all other liabilities of each Subfund of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities each Subfund shall take into account all expenses payable by the Company/Subfund which shall comprise formation expenses, fees payable to its management company, investment managers or investment advisors, including performance related fees, fees and expenses payable to its accountants, custodian and its correspondents, domiciliary, administrative, registrar and transfer agents, any paying agent, any distributors and permanent representatives in places of registration, as well as any other agent employed by the Company respectively the Subfunds, the remuneration of the directors and their reasonable out-of-pocket expenses, insurance coverage and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any Governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the cost of preparing, translating, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration

statement, the cost of printing certificates, and the costs of any reports to shareholders, the cost of convening and holding shareholders' and Board' meetings, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, the cost of publishing the issue and redemption prices, interest, bank charges and brokerage, postage, telephone and telex. The Subfund may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

III.- The assets shall be allocated as follows:

The Board of directors shall establish a Subfund in respect of each category of shares and may establish a Subfund in respect of two or more categories of shares in the following manner:

a) If two or more categories of shares relate to one Subfund, the assets attributable to such categories shall be commonly invested pursuant to the specific investment policy of the Subfund concerned. Within a Subfund, categories of shares may be defined from time to time by the Board so as to correspond to (i) a specific distribution policy, such as entitling to distributions («distribution shares») or not entitling to distributions («capitalisation shares») and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure;

b) The proceeds to be received from the issue of shares of a category shall be applied in the books of the Company to the Subfund corresponding to that category of shares, provided that if several categories of shares are outstanding in such Subfund, the relevant amount shall increase the proportion of the net assets of such Subfund attributable to the category of shares to be issued;

c) The assets and liabilities and income and expenditure applied to a Subfund shall be attributable to the category or categories of shares corresponding to such Subfund;

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

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

f) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Subfund, such asset or liability shall be allocated to all the Subfunds pro rata to the net asset values of the relevant categories of shares or in such other manner as determined by the Board acting in good faith.

g) Upon the payment of distributions to the holders of any category of shares, the net asset value of such category of shares shall be reduced by the amount of such distributions.

IV. For the purpose of the Net Asset Value computation:

1) Shares of the Company to be redeemed under Article 8 hereof shall be treated as existing and taken into account until immediately after the time specified by the Board on the relevant

Calculation Day, and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board on the Calculation Day on which such valuation is made, and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the currency in which the net asset value for the relevant Subfund 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 and

4) where on any Calculation Day the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Calculation Day, then its value shall be estimated by the Board.

Art. 11. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share of Issue and Redemption of Shares. The net asset value per share and the price for the issue and redemption of the shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice monthly at a frequency determined by the Board, such date or time of calculation being referred to herein as the «Calculation Day».

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

The Company may suspend temporarily the determination of the net asset value per share and the issue, conversion and redemption of shares in any Subfund during:

- a) any period when any of the principal stock exchanges or other markets on which any substantial portion of the investments of the Company is quoted or dealt in, or when the foreign exchange markets corresponding to the currencies in which the net asset value or a considerable portion of the Company's assets are denominated, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that the closing of such exchange or such restriction or suspension affects the valuation of the investments of the Company quoted thereon; or

- b) the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Company would be impracticable or such disposal or valuation would be detrimental to the interests of shareholders; or

c) any breakdown in the means of communication normally employed in determining the price or value of any of the investments of the Company or the current price or values on any stock exchange in respect of the assets of the Company; or

d) when for any other reason the prices of any investments owned by the Company cannot promptly or accurately be ascertained; or

e) any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of the shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the Board be effected at normal rates of exchange; or

f) upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Company; or

g) a Subfund in the form of a feeder UCITS, when its master UCITS temporarily suspends, on its own initiative or at the request of its competent authorities, the redemption, the reimbursement or the subscription of its units; in such a case the suspension of the calculation of the net asset value at the level of the feeder UCITS will be for a duration identical to the duration of the suspension of the calculation of the net asset value at the level of the master UCITS.

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

Title III. Administration and supervision

Art. 12. Directors. The Company shall be managed by a Board composed of not less than three members, who need not be shareholders of the Company. They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Directors shall be elected by the majority of the votes of the shares present or represented.

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

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

Art. 13. Board meetings. 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 write and keep 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 the meetings of the directors and of the shareholders. In his absence, the shareholders or the board members shall decide by a majority vote that another

director, or in case of a shareholders' meeting, that any other person shall be in the chair of such meetings. In case of stalemate the chairman has a casting vote.

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

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

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

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

The directors may only act at duly convened meetings of the Board. The directors may not bind the Company by their individual signatures, except if specifically authorised thereto by resolution of the Board.

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

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

Resolutions are taken by a majority vote of the directors present or represented.

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

Art. 14. Powers of the Board. The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in Article 17 hereof.

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

In accordance with article 72.2 of the Luxembourg law of August 10, 1915, the Board of Directors is authorised to decide the payment of interim dividends.

Art. 15. Corporate Signature. Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

Art. 16. Delegation of power. The Board of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not to be members of the board and who shall have the powers determined by the Board and who may, if the Board so authorises, sub-delegate their powers.

Art. 17. Investment Policies and Restrictions. The Board, based upon the principle of risk diversification, has the power to determine the investment policies and strategies of the Company and the course of conduct of the management and business affairs of the Company, within the restrictions as shall be set forth by the Board in compliance with the Law of 2010 or be laid down in the laws and regulations of those countries where the shares are offered for sale to the public, or shall be adopted from time to time by resolutions of the Board and as shall be described in any prospectus referring to the offer of the shares.

17.1 Risk diversification and investment restrictions

The Board shall, based upon the principle of spreading of risks, determine any restrictions which shall be applicable to the investments of the Company and its Subfunds, in accordance with Part I of the Law of 2010. In particular:

a) The Company may invest up to 100% of the assets of any Subfund, in accordance with the principle of risk-spreading, in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local public authorities, a non-Member State of the European Union or public international bodies of which one or more Member States of the European Union are members, which in principle includes the OECD, unless otherwise provided for in the sales document; provided that in such event, the Subfund concerned must hold securities from at least six different issues, but securities from any one issue may not account for more than 30% of the total amount.

b) Each Subfund may also subscribe for, acquire and/or hold shares issued or to be issued by one or more other Subfunds of the Company subject to additional requirements which may be specified in the sales documents, if:

(i) the target Subfund does not, in turn, invest in the Subfund invested in this target Subfund; and

(ii) no more than 10% of the assets of the target Subfunds whose acquisition is contemplated may, pursuant to the Company's sales prospectus or these Articles of Incorporation, be invested in aggregate in units/shares of other UCITS or other collective investment undertakings; and

(iii) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the Subfund concerned; and

(iv) in any event, for as long as these securities are held by the relevant Subfund, their value will not be taken into consideration for the purposes of verifying the minimum threshold of the net assets imposed by the Law of 2010; and

(v) there is no duplication of management/subscription or redemption fees between those at the level of the Subfund having invested in the target Subfund, and this target Subfund.

c) Provided that they continue to observe the principles of diversification, newly established Subfunds and merging Subfunds may deviate from the specific risk diversification restrictions mentioned above for a period of six months after being approved by the authorities respectively after the effective date of the merger.

d) Provided the particular Subfund's investment policy does not specify otherwise, it may invest no more than 10% of its assets in other UCITS or UCIs or in other Subfunds of the Company.

e) All other investment restrictions are specified in the Company's sales prospectus.

17.2 Specific rules for Subfunds established as a master/feeder structure

(i) A feeder Subfund is a Subfund which has been approved to invest, by way of derogation from article 2, paragraph (2), first indent, Articles 41, 43 and 46, and Article 48, paragraph (2), third indent of the Law of 2010, at least 85% of its assets in units of another UCITS or subfund thereof (the "master UCITS").

(ii) A feeder Subfund may hold up to 15% of its assets in one or more of the following:

a) ancillary liquid assets in accordance with Article 41, paragraph (2), second sub-paragraph of the Law of 2010;

b) financial derivative instruments, which may be used only for hedging purposes, in accordance with Article 41 paragraph (1), point g) and Article 42, paragraphs (2) and (3) of the Law of 2010;

c) movable and immovable property which is essential for the direct pursuit of its business.

(iii) For the purposes of compliance with Article 42, paragraph (3) of the Law of 2010, the feeder Subfund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under point b) of the first sub-paragraph with either:

a) the master UCITS' actual exposure to financial derivative instruments in proportion to the feeder Subfund investment into the master UCITS; or

b) the master UCITS' potential maximum global exposure to financial derivative instruments provided for in the master UCITS management regulations or instruments of incorporation in proportion to the feeder Subfund's investment into the master UCITS.

(iv) A master UCITS is a UCITS, or a subfund thereof, which:

a) has, among its shareholders, at least one feeder UCITS;

b) is not itself a feeder UCITS; and

c) does not hold units of a feeder UCITS.

(v) If a master UCITS has at least two feeder UCITS as shareholders, article 2, paragraph (2), first indent and Article 3, second indent of the Law of 2010 shall not apply.

Art. 18. Management Company, Investment Advisor. The Board of the Company may appoint a management company (hereinafter the “Management Company”). It may furthermore appoint an investment advisor (hereinafter the «Investment Advisor») who shall supply the Company with recommendation and advice with respect to the Company’s investment policy pursuant to Article 17 hereof.

Art. 19. Conflict of Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have in any transaction of the Company an interest different to the interests of the Company, such director or officer shall make known to the Board such conflict of interest and shall not consider or vote on any such transaction, and such transaction and such director’s or officer’s interest therein shall be reported to the next succeeding general meeting of shareholders.

The term «conflict of interest», as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving the sponsor, the Management Company, the Investment Managers, the Investment Advisors, the Custodian, the distributors as well as any other person, company or entity as may from time to time be determined by the Board on its discretion.

Art. 20. Indemnification of Directors. The Company may indemnify any director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 21. Auditors. The accounting data related in the Annual Report of the Company shall be examined by an auditor («réviseur d’entreprises agréé») appointed by the general meeting of shareholders and remunerated by the Company.

The Auditor shall fulfil all duties prescribed by the Law of 2010.

Title IV. General meetings - Accounting Year - Distributions

Art. 22. Representation. The general meeting of shareholders shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 23. General Meetings. The general meeting of shareholders shall meet upon call by the Board.

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

The annual general meeting shall be held in accordance with Luxembourg law at Luxembourg-City at the registered office of the company, on 31 January, at 11.00 hours a.m.

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

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

Shareholders shall meet upon call by the Board in accordance with the requirements provided by the law of 10 August 1915 on commercial companies, as amended. The agenda shall be prepared by the Board except in the instance where the meeting is called on the written demand of the shareholders in which instance the Board may prepare a supplementary agenda.

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

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

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

Each share in whatever Subfund and category, regardless of the Net Asset Value per share of such category within such Subfund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. Only full shares are entitled to vote. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

Resolutions concerning the interests of shareholders of the Company shall be taken in a general meeting and resolutions concerning the particular rights of the shareholders of one specific Subfund shall, in addition, be taken by this Subfund's general meeting.

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

As long as the share capital is divided into different Subfunds, the rights attached to the shares of any Subfund (unless otherwise provided by the terms of issue of the shares of the Subfund) may, whether or not the Company 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 Subfund by a majority of two-thirds of the votes cast at such separate general meeting. To every such separate general meeting the provisions of these Articles relating to general meeting shall mutatis mutandis apply, but so that the minimum necessary quorum at every such separate general meeting shall be holders of the shares of the relevant Subfund present in person or by proxy holding not less than one-half of the issued shares of that Subfund (or, if at any adjourned Subfund meeting the number of holders or quorum as defined above is not present, any one person present holding shares of that Subfund or his proxy shall be quorum).

Art. 24. Liquidation and Merging of Subfunds. Upon proposal by the Board, the general meeting of the shareholders of a Subfund can reduce the capital of the Company by cancellation of all the shares issued by this Subfund and refund to the shareholders the net asset value of their shares. The net asset value is calculated for the day on which the decision shall take effect, taking into account the actual price realised on liquidating the Subfund's assets and any costs arising from this liquidation.

In the event that for any reason the value of the assets in any Subfund or of any class(es) of shares has decreased to an amount determined by the Board of Directors from time to time to be the minimum level for such Subfund or such class(es) of shares to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Subfund concerned would have material adverse consequences on the investments of that Subfund, the Board of Directors may decide to compulsorily redeem all the shares of the relevant class(es) issued in such Subfund at the net asset value per share calculated on the Valuation Day at which such decision shall take effect.

The shareholders will be informed of the general meeting's decision or the Board's decision to withdraw shares of a specific Subfund, as the case may be, via a corresponding notice published in the «Mémorial» and the «Luxemburger Wort» in Luxembourg. Any liquidation proceeds which cannot be distributed to the shareholders at the completion of the liquidation (which could last up to nine months) are immediately deposited with the «Caisse de Consignation» in Luxembourg until expiry of the legal prescription period.

Under the same circumstances as provided in the second paragraph of this Article, the Board may decide the cancellation of shares of a specified Subfund or Subfunds and the allocation of shares/units to be issued by another Subfund or another UCITS (undertaking for collective investment in transferable securities) organised under (i) Part I of the Law of 2010 or (ii) any other provisions transposing Directive 2009/65/EC, as amended. Notwithstanding the powers conferred to the Board in this paragraph, the decision of a merger as described herein may also be taken by a general meeting of the shareholders of the Subfund concerned. The shareholders will be informed of the decision to merge in the same way as previously described for the withdrawal of shares.

During the month following the publication of such a decision, shareholders are authorised to redeem all or part of their shares at their net asset value - free of charge - in accordance with the guidelines outlined in article 8. Shares not presented for redemption will be exchanged on

the basis of the net asset value of the corresponding Subfund shares calculated for the day on which this decision will take effect. In the case where the units to be allocated are units of a collective investment fund, the decision is binding only for the shareholders who voted in favour of the allocation. At the general meeting referred to in the preceding paragraphs, there is no minimum quorum required and decisions can be taken with a simple majority of shares present or represented.

Art. 25. Accounting year. The accounting year of the Company shall commence **on the first day of October of each year and shall terminate on the last day of September** of the following year.

Art. 26. Distributions. The general meeting of shareholders of each Subfund shall, within the limits provided by law, determine how the results of the Company shall be disposed of, and may from time to time declare, or authorise the Board to declare distributions, provided, however, that the minimum capital of the Company does not fall below the prescribed minimum capital.

The Board may decide to pay or distribute interim dividends in compliance with the conditions set forth by law.

The payment of any distributions shall be made to the address indicated on the register of shareholders in case of registered shares and upon presentation of the dividend coupon to the agent or agents therefore designated by the Company in case of bearer shares.

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

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

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

Payment of dividends to holders of bearer shares, and notice of declaration of such dividends, will be made to such shareholders in the manner determined by the Board from time to time in accordance with Luxembourg Law.

A dividend declared but not paid on a share cannot be claimed by the holder of such share after a period of five years from the notice given thereof, unless the Board has waived or extended such period in respect of all shares, and shall otherwise revert after expiry of the period to the relevant category within the relevant Subfund of the Company. The Board shall have power from time to time to take all steps necessary and to authorise such action on behalf of the Company to perfect such reversion. No interest will be paid on dividends declared, pending their collection.

Title V. Final provisions

Art. 27. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of 5 April 1993 on the financial sector (herein referred to as the «Custodian»).

The Custodian shall fulfil the duties and responsibilities as provided for by the Law of 2010.

If the Custodian desires to retire, the Board shall use its best endeavours to find a successor Custodian within two months of the effectiveness of such retirement. The directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

Art. 28. Dissolution. The Company may at any time be dissolved by a resolution of the general meeting subject to the quorum and majority requirements referred to in Article 29 hereof.

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

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

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

Art. 29. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

Art. 30. Statement. Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships, associations and any other organised group of persons whether incorporated or not.

The term «business day» in this document refers to normal bank business days in Luxembourg (i.e. each day on which the banks are open during normal business hours) with the exception of individual, non-statutory rest days in Luxembourg as well as days on which exchanges in the main countries in which the subfund invests are closed or 50% or more subfund investments cannot be adequately valued. «Non-statutory rest days» are days on which individual banks and financial institutions are closed.

Article 31.- Applicable Law

All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and the Law of 2010 as amended from time to time.