

**Bellevue Funds (Lux)**  
**Société d'Investissement à Capital Variable**  
**Gesellschaftssitz: L-1470 Luxembourg, 69, route d'Esch**

**GESELLSCHAFTSGRÜNDUNGSURKUNDE VOM 26. März 2009**  
**NUMMER**

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**The Company**

**Article 1**

There exists among the subscriber and all those who may become holders of shares, a company in the form of a public limited company "*société anonyme*" qualifying as an investment company with a variable capital "*société d'investissement à capital variable*" under the name of "**Bellevue Funds (Lux)**" (the "Company").

**Duration**

**Article 2**

The Company is established for an unlimited duration. The Company may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation as prescribed in Article 32.

**Object**

**Article 3**

The exclusive object of the Company is the collective investment of its funds in transferable securities of all kinds and other liquid assets with the aim to diversify the investment risks and to have its shareholders benefit from the results of the management of its assets, in accordance with Article 41 paragraph 1 of the law of 20 December 2002 on Undertakings for Collective Investment (the "Law of 2002"). The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law of 2002.

## **Registered Office**

### **Article 4**

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

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

## **Share Capital - Shares**

### **Article 5**

The capital of the Company shall be represented by shares of no par value (the "Shares") that shall be equal to the total net assets of the Company.

The minimum capital of the Company shall amount to the equivalent of one million two hundred and fifty thousand Euro (1,250,000.- Euro).

The Board is authorised without limitation to issue shares at the issue price at any time in accordance with Article 27 hereof, without reserving to the existing shareholders a preferential right to subscription of the shares to be issued. The Board may delegate to any director of the Company (a "Director") or to any other duly authorised person, the duty to accept subscriptions and receive payment for such new Shares and to deliver these.

Such Shares may, as the Board shall determine, form different investment portfolios (each a "Subfund") which may, as the Board shall determine, be denominated in different currencies. The Board may also determine that within each such Subfund two or more categories of shares may be issued ("Category of Shares"), having specific features such as a specific distribution, or accumulation policy shares with specific fee structures or any other specific features, as determined by the Board and set forth in the prospectus of the Company.

The proceeds of the issue of each Subfund shall be invested pursuant to Article 3 in securities ("Securities") and/or in other liquid assets, which correspond to the geographic region, industry sector or currency areas and the prescriptions concerning specific forms of shares or fixed or variable income securities, that the Board shall from time to time determine in respect of the concerned Subfunds.

The Company may from time to time issue bonus shares, by way of a stock split resulting in a decreased net asset value per share,.

For the purpose of determining the capital of the Company, the net assets attributable to each Subfund shall, if not denominated in Euro, be converted into Euro and the capital shall be the aggregate of the net assets of all the Subfunds expressed in Euro.

### **Bearer Shares and Registered Shares -**

#### **Article 6**

The Board may decide that shares shall be issued in registered and/or in bearer form. Certificates of ownership for bearer shares shall be issued in such denominations as the Board shall decide. Bearer shares for distributing shares must be accompanied by appropriate coupons. If a shareholder holding bearer shares requests the delivery of physical bearer share certificates or the exchange of his certificates for certificates in other denominations or into registered shares (or vice versa), the usual costs may be charged to him.

In case of registered shares, or if the Board decides that no physical share certificates shall be issued for a given Subfund or if a shareholder does not request such physical share certificate, a confirmation of ownership shall be issued. If a shareholder holding registered shares requests that a confirmation of ownership or a share certificate be issued, the customary costs will be charged to him.

Registered shares may be issued in fractions of shares, which may be rounded in accordance with the provisions of the prospectus of the Company. No fractions of shares shall be issued for bearer shares.

Share certificates shall be signed by two Directors or by one Director and an official duly authorised by the Board for such purpose.

Signatures of the Board may be either manual, or printed, or by facsimile. The signature of the authorised official shall be manual.

The Company may issue share certificates or confirmations of shareholding in such form as the Board may from time to time determine.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the price as set forth in Article 27 hereof. The subscriber will obtain delivery of Share certificates or, as aforesaid, a confirmation of his shareholding within ordinary bank terms. .

Payments of dividends to shareholders will be made, as far as registered shares are concerned, to shareholders at their address in the register of shareholders ("the Register") or to such address as has been notified to the Company in writing; in respect of bearer shares, payment will be remitted against tender of the appropriate coupons at the paying agents appointed by the Company .

A Dividend that has been declared, but has not yet been paid to a distributing bearer share in particular if no coupon, may not be claimed by an owner of such a share, after 5 years starting from the dividend declaration, and will be attributed to the respective Subfund of the Company. No interest will be paid, on dividends declared as from the mature date on which they become due.

The owners of all issued registered Shares of the Company shall be registered in the Register which shall be kept by the Company or by one or more persons designated therefore by the Board. Such Register shall contain the name of each holder of registered shares, his residence or elected domicile so far as notified to the Company and the number, Subfund and category of Shares held by him. Every transfer or redemption of a share shall be entered in the Register upon payment of a customary fee as shall be determined by the Company for such registrations.

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

The transfer of bearer shares shall be effected by delivery of the bearer share certificate.

The transfer of registered shares shall be effected by registration of the transfer in the Register upon delivery to the Company of the certificate or certificates (if any) representing such shares, along with other instruments of transfer satisfactory to the Company.

All notices and announcements from the Company to the registered shareholders may be sent to the address that has been entered in the Register. In the event that such shareholder does not provide such address, the Company may permit a notice to this effect to be entered in the Register . The Company may then assure that the shareholder's address will be deemed to be at the registered office of the Company, or

such other address as may determined by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his address as entered in the Register 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.

In the event that fractions of shares have been issued, such fraction shall be entered into the Register. Such fraction of share shall not carry a vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend and liquidation proceeds. In respect of bearer shares, only share certificates representing full shares shall be issued.

### **Lost And Damaged Certificates**

#### **Article 7**

If any bearer shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid, mutilated or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void. The Company may, at its election, charge the shareholder the expenses incurred in issuing a duplicate or a new share certificate.

### **Restrictions On Shareholding**

#### **Article 8**

The Board shall have the power to impose such restrictions on Shares (other than restrictions on transfer of Shares) as it may think necessary to ensure that no shares of the Company or any Subfund or category of shares in the Company are acquired or held by a prohibited person ("Prohibited Person"):

- (a) that is in breach of the laws or requirements of any country or governmental or regulatory authority or that is excluded from the holding of Shares according to the provisions of the prospectus,
- (b) the Shareholder of which in the opinion of the Board might result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantage which the Company might not otherwise have incurred or suffered.

The Company may in this respect restrict or exclude the shareholding by a Prohibited Person. For such purpose, the Company may:

- (a) decline to issue any Shares or refuse to register the transfer of shares until it is satisfied whether such issue or registration would result in such share being directly or beneficially owned by a person who is precluded from holding shares in the Company;
- (b) at any time require any person whose name is entered in the Register of shareholders to furnish it with any information, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a person who is precluded from holding shares in the Company; and
- (c) where it appears to the Company that any person, who is precluded from holding shares in the Company, either alone or in conjunction with any other person is a beneficial or registered owner of shares and if such person does not transfer its shares to an authorised person, the Company may compulsorily redeem from any such shareholder all shares held by such shareholder in the following manner:
  - (1) The Company shall serve a notice (hereinafter called the "Redemption Notice") to the shareholder bearing such shares or appearing in the register of shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the redemption price in respect of such shares is payable. Any such notice may be served to such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the Register of 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 Redemption Notice. Immediately after the close of business on the date specified in the Redemption Notice, such shareholder shall cease to be a shareholder and his name shall be deleted in the share Register;
  - (2) The price at which the shares specified in any Redemption Notice shall be redeemed (herein called the "Redemption Price") shall be an amount equal to the value of the shares of the relevant Subfund and category, determined in accordance with Article 25 hereof, less a redemption fee in accordance with Article 23 if applicable;

- (3) payment of the Redemption Price will be made to the shareholder appearing as the owner thereof in the currency of denomination of the relevant Subfund or category of shares and will be deposited by the Company in Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to such person but only, if a share certificate shall have been issued, upon surrender of the share certificate or certificates representing the shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest).
  - (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 Redemption Notice, provided that in such case the said powers were exercised by the Company in good faith; and
- (d) decline to accept the vote of any person who is precluded from holding shares in the Company at any meeting of shareholders of the Company.

### **Powers of the General Meeting of Shareholders**

#### **Article 9**

Any regularly constituted meeting of the shareholders of the Company shall represent the highest organ of the Company. The resolutions of the shareholders are binding on all shareholders, independent from the Subfund or the share category, as far as these resolutions do not interfere with the rights of separate shareholder meetings of a specific Subfund or share category in accordance with the provisions below.

The general meeting of shareholders shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

In the event that the Company is composed of one sole shareholder, the sole Shareholder will be vested with all powers of the general meeting of shareholders.

## **General Meetings**

### **Article 10**

The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting. The annual general meeting shall be held every year on the second Wednesday in October at 10:00. In the first accounting year, which ends on 30 June 2010, the annual general meeting will take place on 15 September 2009. If such day is not a business day in Luxembourg, the general meeting takes place on the following business day in Luxembourg. The annual general meeting may be held abroad if, in the absolute and final judgement of the Board, exceptional circumstances so require.

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

## **Separate Meetings of Shareholders**

### **Article 11**

Separate meetings of shareholders relating to a Subfund or a category of shares may be convened upon decision of the Board. The quorum and majority requirements laid down in article 12 below shall apply mutatis mutandis. A separate meeting of shareholders may decide on any matters which relate exclusively to the relevant Subfund or category that are not by law or by these Articles attributed to the general meeting of shareholders or to the Board. Resolutions of separate meetings of shareholders may not affect the position of the shareholders of other Subfunds or categories of shares.

## **Quorum and Votes**

### **Article 12**

The notice periods and formal requirements laid down by law shall govern the notice for and conduct of the meetings of shareholders of the Company.

Each whole share of whatever Subfund or category of shares and regardless of the net asset value per share within the Subfund or category is entitled to one vote, subject to the limitations imposed by these Articles.



A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable, telegram, telex or telefax message or in any other form determined by the Board.

Except as otherwise required by law or herein, resolutions at a general meeting of shareholders duly convened will be passed by a simple majority of the votes of shares represented, and voting. The Board may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

If the Company has only one Shareholder, this will exercise all rights which are attributed to Shareholders by the Law of 1915 or herein. Resolutions of the sole Shareholder shall be documented in writing.

### **Convening Notices**

#### **Article 13**

The annual general meeting of Shareholders or other meetings of Shareholders will meet upon call by the Board, pursuant to a notice setting forth the agenda. Such notice will be sent at least 8 days prior to the meeting to each registered shareholder at the shareholder's address in the Register, together with the reports of the Board and of the external independent auditor and the annual report. Such documents shall be made available for inspection at the registered office of the Company 15 days before the date of the annual general meeting of shareholders. If bearer shares have been issued, the convening notice must be published in the "Mémorial Recueil des Sociétés et Associations Luxembourg", in a Luxembourg newspaper and in such other newspapers of countries in which the shares are offered to the public as the Board may decide.

### **The Board**

#### **Article 14**

The Company shall be managed by a Board composed of not less than three members who need not be shareholders of the Company. The Directors shall be elected by the shareholders at their annual general meeting for a period of up to six years and their election may be renewed. In the event of a vacancy in the office of a Director because of death, retirement or otherwise the remaining Directors may meet and may elect, by majority vote, a Director to fill such vacancy until the next meeting of shareholders.

A Director may be withdrawn and/or replaced by shareholders' vote at any time with or without reason. At the General Meeting of Shareholders only a

person which was part of the Board until then, may be elected as a member of the Board, unless this person

1) is proposed by the Board for election, or

2) a shareholder with voting power at the General Meeting of shareholders, which elects the Board, proposes to the Chairman – or if this is impossible to another member of the Board – by written notice his intent, at least six days and at most 30 days before the designated date of the General Meeting, a different person than itself to election or reelection, together with a written confirmation of that person, to present itself at election, where the Chairman of the General Meeting under the condition of unanimous consent of all present shareholders, may waive the confirmation described above and propose the concerned person to election.

### **Proceedings of Directors**

#### **Article 15**

The Board will choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board and of the shareholders.

The chairman shall preside at all meetings of the Board. In his absence, the Board appoints any other person as chairman *pro tempore* by vote of the majority present at any such meeting.

The Board shall meet upon call by the chairman or by any two Directors at the place indicated in the notice of meeting, which shall contain the agenda of the meeting.

Notice of any meeting of the Board shall be given in writing or by cable, telegram, telex or telefax to all Directors at least twenty four hours in advance of the hour set for such meeting, except in circumstances of urgency, in which case the nature of such circumstances shall be set forth in the notice of meeting.

Unless otherwise provided herein, the Directors may only act at duly convened meetings of the Board.

This notice may be waived by the consent of each Director. No notice shall be required for meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

Any Director may act at any meeting of the Board by appointing another Director as his proxy. A Director may represent one or more other Directors. The proxy shall be given in writing or by cable or telegram or telex or telefax or in any other form determined by the Board.

Unless otherwise provided herein, the Board can deliberate or act validly only if at least a majority of the Directors are present or represented, which may be by way of a telephone conference call or video conference call or in any other form determined by the Board. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. The chairman of the meeting shall have a casting vote.

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

The Board may delegate its powers to conduct the daily management and affairs of the Company in whole or in part to any Director or to third persons. Such power may be withdrawn at any time.

The Board may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit.

The Board may decide to appoint a consultative committee to assist it in the conduct of the Company's business. Such consultative committee shall not be entitled take any binding decisions on its behalf.

### **Minutes of Board Meetings**

#### **Article 16**

The minutes of any meeting of the Board shall be signed by the chairman and a Director or the secretary of the Board. Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by such chairman, by two Directors, or by the secretary and a Director.

### **Determination of Investment Policy**

## **Article 17**

The Board shall have the broadest powers to perform all acts necessary and useful for accomplishing the Company's object and all powers not expressly reserved by law or these Articles to the general meeting of shareholders are in the competence of the Board.

Under the exception of the powers attributed by these articles to the general meeting of shareholders and in accordance with the above mentioned restrictions the Board shall, based upon the compliance with the investment restrictions provided for by law, regulation or resolution of the Board and upon the principle of spreading of risks, have, inter alia, the power to determine the investment policy and investment restrictions applicable to each Subfund.

The Board of the Company may decide to invest the assets of the Company as described below:

(a) In transferable securities and money market instruments:

- which are dealt on a regulated market (as described in Article 1 of the Law of 2002);

- which are dealt on another regulated market of a Member State of the European Union ("EU"), that is operating regularly, is recognised and is open to the public,

- which are admitted to official listings on stock exchanges in third countries or on a regulated market on a third country, which is recognised, open to the public and which is operating regularly. In this context, "Third Country" means every country in Europe which are not a member states of the EU and all countries of North and South America, of Africa, Asia and the Pacific region.

(b) In securities and money market instruments of initial public offering, insofar that the offering conditions provide that the admission to the official listing at a stock exchange or on a regulated market, as described in a), which is recognised, open to the public and which is operating regularly and the admission is obtained one year after the initial public offering at the latest.

(c) In units of UCITS or other UCI authorised by Directive 85/611/EEC, amended by Directives 2001/107/EEC and 2001/108/ECC ("Directive 85/611/EEC") within the meaning of Article 1, paragraph (2) first and second indents of Directive 85/611/EEC domiciled in a member state of the EU or a Third Country, provided that:

- such other UCIs are authorized under laws which provide that they are subject to supervision considered by the Commission de Surveillance du Secteur Financier (“CSSF”) to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;

- the level of protection for unitholders in the other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 85/611/EEC, as amended;

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

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

(d) In deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;

(e) In money market instruments other than those dealt in on a regulated market, which fall under Article 1 of the 2002 Law, if the issuer or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:

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

- issued by an undertaking any securities of which are dealt in on regulated markets referred to in subparagraphs (a) above, or;

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

- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or

the third indent and provided that the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC (1), is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

(f) In financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market as further described under a) and/or financial derivative instruments dealt in over-the-counter (“OTC derivatives”), provided that:

- the underlying consists of instruments according to Article 41 paragraph 1 of the Law of 2002, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives;

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

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

The Company may invest up to a maximum of 10 per cent of the net asset value of any Sub-Fund in other securities and money market instruments than described under (a) to (e) and, provided that no investments in target funds are authorised in the special part of the prospectus, a maximum of 10% of the net asset value of any Subfund (i.e. units in UCITS and/or other UCI according to c) above).

The Company may invest 10% of the net asset value of any Subfund in instruments and money market instruments of one and the same issuer. The Company may invest only 20% of the net asset value of every Subfund in assets of one and the same institution.

The limit of the first sentence of the above paragraph is raised to 35 per cent if the transferable securities or money market instruments are issued or guaranteed by an EU Member State, its local authorities, by a non-Member State or by public international bodies to which one or more Member States belong.

By derogation to the preceding paragraphs, the Company may invest up to 100 per cent. of the assets of any Sub-Fund, in accordance with the principle of risk spreading, in different transferable securities and money market instruments issued or guaranteed by an EU Member State, its local authorities, by another member State of the OECD or public international bodies of which one or more Member States are members, provided that such securities are part of at least six different issues, and securities from any one issue do not account for more than 30 per cent of the total assets of such Sub-Fund.

In addition, the Company will comply with all other restrictions, which are issued by the supervisory authorities of countries, where the shares are offered for public distribution.

In the event that an amendment to the Law of 2002 will lead to material deviations, the Board may decide to apply such new provisions.

### **Pooling and “Co-Management”**

#### **Article 18**

The assets of a Subfund may be managed through “Pooling”.

In this event, assets of different Subfunds will be managed together. Such assets will be considered as a “Pool”, where such Pools are only employed for internal management purposes. The “Pools” do not have an own legal personality and are not accessible to shareholders.

Where the assets of more than one Fund are pooled, the assets attributable to each participating Subfund will initially be determined by reference to its initial allocation of assets to such pool and will change in the event of additional allocations or withdrawals.

The entitlements of each participating Subfund to the co-managed Subfunds apply to each and every line of investments of such “Pool”.

Additional investments, which are made in accordance with co-managed Subfunds, will be attributed to their respective rights and realized assets will be removed in the same kind from the concerned assets of the participating Subfunds.

Moreover, if compatible with the investment policy of the concerned Subfund, the Board may decide in the interest of an efficient management, that all or part of the assets of one or more Subfunds may be managed within the framework of “co-management” together with the assets of other undertakings for collective investment, as described in the prospectus.

## **Directors' Interest**

### **Article 19**

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 has a material interest 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 but subject as hereinafter provided, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, such Director or officer shall declare such material interest to the Board and shall not consider or vote on any such transactions.

Such transactions and interest of a Director or officer shall be reported to the next succeeding meeting of shareholders.

In the event that the Company is composed of one sole shareholder the preceding paragraph is not applicable, but any transaction entered with its manager, having a personal interest contrary to that of the Company shall only be recorded in writing.

The foregoing provisions do not apply if and when the relevant transactions are entered into under fair market conditions and fall within the ordinary course of business of the Company.

The term "personal interest", as used herein, shall not include any interest that only results as the transaction concerns Bellevue Group AG (or any direct or indirect affiliated company thereof) or any other company determined by the Board.

## **Indemnity**

### **Article 20**

The Company will indemnify any director or officer, or their heirs, executors or administrators, against expenses reasonably incurred by them 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 the Company's request, of any other company with which the Company is contractually linked or of which it is a creditor or from which he is not entitled to be indemnified. Excepted are 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.

## **Representation**

### **Article 21**

The Company will be bound by the joint signature of any two Directors or – in the event the Board issued such resolutions – by common signature of a member of the Board with an officer, proxy holder or any other representative respectively by single signature of other individuals of specific transactions, which have been authorised by a resolution of the Board or two Board members.

## **Auditor**

### **Article 22**

The general meeting of shareholders shall appoint an independent auditor "*réviseur d'entreprises agréé*" who shall carry out the duties prescribed by Article 113 of the Law of 2002.

## **Redemption and Conversion of Shares**

### **Article 23**

As is more especially prescribed herein below, the Company has the power to redeem its own shares at any time within the limitations set forth by law in relation to the minimum capital.

Any Shareholder may request the redemption of all or part of his Shares by the Company on a Dealing Day (as defined below) provided that the Company shall not be bound to redeem on any Dealing Day or in any period of seven consecutive Dealing Days more than 10% of the total Net Asset Value of Shares of any Fund in issue on such Dealing Day. For the purpose of this article, conversions are considered as redemptions.

If on any Dealing Day, or during a period of seven consecutive Dealing Days, the Company receives requests for redemptions or conversions of a greater value of Shares, it may declare that such redemptions or conversions may be deferred until the seventh Dealing Day following such time. These redemption and conversion requests will be treated in priority to later requests.

The redemption price will be paid within five Banking days in Luxembourg after the concerned dealing day or, if later, after the issue date of the certificates (when these are issued). The redemption price will be calculated on the base of the net asset value per share of the concerned Subfund in accordance with the provisions of article 25 herein, less a redemption charge, as may be decided by the Board from time to time and described in the current prospectus.

Under consideration of all other provisions which are authorised by hereof, and in the event of extraordinary circumstances, the Board may take such measures that the Board considers appropriate to protect the interest of the investors under consideration of the respective circumstances. These exceptional measures may include for example, but not limited to, the application of a “spread” or a “dilution” charge, which must be paid by the investors who apply for the redemption of their shares, or any other measures which the Board considers in a specific situation as legitimate and always in accordance with the applicable law and supervisory regulations and proceedings.

Payment of redemption proceeds may be delayed if, due to any exceptional circumstances, the liquidity of the Subfund will not suffice, the payment will be executed as soon as possible, but, as far as legally possible without any interests.

Redemption requests must be filed by the shareholder in writing with the registered office of the Company in Luxembourg or with a distributing agent, on the relevant date and before the relevant redemption deadline, as set forth in the prospectus. The certificates must be accompanied by all not mature coupons. A redemption request in proper form is irrevocable unless and during a period of suspension or deferral of suspension. Redeemed share will be cancelled.

Every shareholder may request the conversion of some or part of its shares, into shares of another Subfund on a Dealing Day common to both Subfunds, or, within a Subfund, a conversion between different share categories, according to the conversion formula described in the prospectus and following the principles and if applicable restrictions as they have been decided by the Board for each Subfund.

The Board is authorised subject to the conversion of shares of one Subfund into shares of another Subfund or, within a Subfund, into another share category to restrictions and conditions, which are outlined in the current prospectus. The Board, may in particular:

- limit the frequency of conversion requests;
- charge a fee for the conversion between share categories respectively into shares of different Subfunds;
- exclude the conversion between share categories within a Subfund or between different Subfunds;

In the event, that for any reason, the total value of the net asset value of all issued shares of the Company falls below a certain value, the Company may inform by written notice all the shareholders that after an appropriate notice all shares will be redeemed at the net asset value on the dealing day determined for such purpose (less any transaction costs as may be determined by the Board or other fees as described in the prospectus, as well as the liquidation costs) subject to any legal provisions on a liquidation of the Company.

In the event that, for any reason, the value of the total net assets of any Subfund, declines to, or fails to reach, an amount determined by the Board to be the minimum appropriate level for the relevant Subfund, or in the event that the Board deems it appropriate because of changes in the economical or political situation affecting the relevant Subfund, or because it is in the best interests of the relevant shareholders, the Company may redeem all (but not some) of the Shares of the Subfund at a price reflecting the anticipated realisation and liquidation costs of closing the relevant Subfund, but without the application of any redemption charge, or may merge that Subfund with another Subfund of the Company or with another Undertaking for Collective Investments.

Termination of a Subfund by compulsory redemption of all relevant Shares or its merger with another Subfund of the Company or with another Undertaking for collective investments, in each case for reasons other than those mentioned in the preceding paragraph, may be effected only upon its prior approval of the Shareholders of the Subfund to be terminated or merged, at a duly convened separate meeting of shareholders of the relevant Subfund which may be validly held without a quorum and decided by a majority of 50% of the Shares present or represented.

A merger so decided by the Board or approved by the Shareholders of the affected Subfund will be binding on the holders of Shares of the

relevant Subfund upon 30 days prior notice given to them, except in case of a merger with a Luxembourg "fonds commun de placement", where the decision will be binding only on those Shareholders having voted in favour of the merger. A redemption request of a shareholder during the notice period may not be affected with a redemption charge.

Liquidation proceeds not claimed by the Shareholders at the close of the liquidation of a Subfund will be deposited at the Caisse de Consignation in Luxembourg and shall be forfeited after 30 years.

The Company has to inform the shareholders by a publication of a notice on the liquidation or merger, in a newspaper to be determined by the Board. In the event that all shareholders and addresses are known to the Company, the notice may be executed by a letter to such shareholders.

## **Valuations and Suspension of Valuations**

### **Article 24**

The net asset value of the assets of the Company ("Net Asset Value"), the Net Asset Value per share of each Subfund and, if applicable, the Net Asset Values of the categories of Shares issued with a Subfund will be determined in the relevant currency on each dealing day – as defined below – , except in the events of suspension defined below. The relevant dealing day ("Dealing Day") of a Subfund will be determined by the Company and will be disclosed in the relevant part of the prospectus.

The Company may temporarily suspend the determination of the net asset value per share of any particular Subfund and the issue, conversion and redemption of shares of such Subfunds, and the conversion from and into shares of a Subfund:

- (a) where one or more stock exchanges or other markets which are the basis for valuing a significant part of the net asset value or exposure are closed (apart from on normal public holidays), or where trading is suspended;
- (b) where in the opinion of the Board it is impossible to sell or to value assets as a result of particular circumstances;
- (c) where the communication technology normally used in determining the price of a security of the Subfund fails or provides only partial functionality;

- (d) where the transfer of moneys for the purchase or sale of investments of the Company is impossible; or
- (e) in the case of a resolution to liquidate the Company: on or after the date of publication of the first calling of a general meeting of shareholders for the purpose of such resolution.

The Company must immediately suspend the issue redemption and conversion of Shares when an event resulting in liquidation of the Company occurs or such liquidation is required by any competent authorities in Luxembourg.

Any such suspension shall be notified in writing within seven days to shareholders having requested redemption or switching of their shares and promptly upon the termination of such suspension.

A suspension of the issue, respectively redemption or conversion of shares of any Subfund will have no effect on the calculation of the net asset value of the shares, the issue, redemption and conversion of any other Subfund.

### **Determination of Net Asset Value**

#### **Article 25**

The Net Asset Value per Share of each Subfund, and if applicable, the net asset value of the share categories issued within each Subfund, will be determined in the relevant currency on each Dealing Day by dividing the net assets of the relevant Subfund or share category by the number of outstanding Shares of the Subfund or category. The total net asset value of the relevant Subfund or category represents the market value of the assets attributable to the Subfund or the category, less the liabilities.

#### **Rules**

##### **Article 26**

The valuation of the Net Asset Values of the different Subfunds shall be made in the following manner:

- A. The assets of the Company shall be deemed to include:
  - (a) all cash in hand or receivable or on deposit, including accrued interest;
  - (b) all bills and demand notes and any accounts due (including the price of securities sold but not collected);

- (c) all securities (shares, fixed and variable income securities, bonds, debentures, options or subscription rights and any other investments and securities belonging to the Company);
- (d) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company; the Company may however adjust the valuation to check fluctuations of the market value of securities due to trading practices such a trading ex-dividend or ex-rights;
- (e) all accrued interest on securities held by the Company except to the extent such interest is comprised in the principal thereof;
- (f) all financial rights, which result from the use of derivative instruments
- (g) The preliminary expenses of the Company, to the extent that such preliminary expenses may be directly written off the capital of the Company; and
- (h) All other assets of every kind and composition, including prepaid expenses.

The value of such assets shall be determined as follows:

- (1) The value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Company may consider appropriate in such case to reflect the true value thereof;
- (2) Securities held by the Company which are quoted or dealt in on a stock exchange will be valued at its latest available publicised stock exchange closing price and on the stock exchange which is normally the principal market for such security and each security. For this purpose, the services of a pricing service authorised by the Board may be used. Securities the value of which does not correspond to the market as well as any other permitted investments (including securities not quoted or dealt in on a stock exchange or another organised market) will be valued at their probable

realisation value as determined in good faith and under the conduct of the management of the Company.

- (3) Any assets or liabilities expressed in terms of currencies other than the relevant currency of the Subfund concerned are translated into such currency at the prevailing market rates on the valuation point as obtained from one or more banks or financial institution.
- (4) Securities issued by open ended investment funds shall be valued at their last available net asset value or in accordance with the above where such securities are listed.
- (5) The liquidating value of futures, forward or options contracts that are not traded on exchanges or on other organised markets shall be determined pursuant to the policies established by the Board, on a basis consistently applied. The liquidating value of futures, forward or options contracts traded on exchanges or on other organised markets shall be based upon the last available settlement prices of these contracts on exchanges and organised markets on which the particular futures, forward or options contracts are traded; provided that if a futures, forward or options contract could not be liquidated on such Business Day with respect to which a Net Asset Value is being determined, then the basis for determining the liquidating value of such contract shall be such value as the Board may deem fair and reasonable.
- (6) Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or by using an amortised cost method. This amortised cost method may result in periods during which the value deviates from the price the relevant Fund would receive if it sold the investment. The Company will, from time to time, assess this method of valuation and recommend changes, where necessary, to ensure that such assets will be valued at their fair value as determined in good faith pursuant to procedures established by the Board. If the Company believes that a deviation from the amortised cost per Share may result in a material dilution or other unfair results to Shareholders, it shall take such corrective action, if any, as it deems appropriate, to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results.

- (7) Swap-transactions will be valued regularly on the basis of the valuation obtained from the swap-counterparty. The values may be money-, bid or mid prices as determined by the Board in good faith. If these values do in the opinion of the Board not reflect the appropriate market value of the concerned swap-transaction, the value will be determined by the Board in good faith or according to the other appropriate method as determined by the Board.
- (8) If due to specific circumstances, as for example hidden credit risk, a valuation according to the previous rules is impracticable or unfair, the Company may employ other generally approved valuation methods which are verifiable by the auditors, to obtain an appropriate valuation of the assets.

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

- (a) all loans, bills and accounts payable; including deposits as securities such as margin accounts etc. in connection with the use of derivative instruments; and
- (b) all accrued or payable administrative expenses including the costs of incorporation and registration at the registry offices as well as legal consulting costs, audit fees, investment adviser fees, depositary, distributor and all other representatives and agents of the Company, the costs of the mandatory publications and the prospectus, the financial reports and all other documents which are made available to the shareholders. If the agreed rates between the Company and its service providers such as investment advisers, distributors and/or depositary differ for such services with respect to individual Subfunds, the difference in costs may only be charged to the respective Subfund. Marketing and promotion costs may only in exceptional cases be charged to a Subfund by way of resolution of the Board the case being upon demand of an advisory body; and
- (c) all known liabilities, present and future, including the amount of any unpaid dividends declared by the Company and
- (d) an appropriate provision for tax as at the date of the valuation and any other reserves, authorised and approved by the Board; and
- (e) all other liabilities of the Company of whatsoever kind and nature.

In determining the amount of such liabilities the Company may take into account all administrative and other expenses of a regular or



periodical nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period. Such valuation method may only be limited to administrative and other expenses, which affect all Subfunds equally.

C. The Directors shall establish a portfolio of assets for each Subfund in the following manner:

- (a) the proceeds from the allotment and issue of shares of each Subfund shall be applied in the books of the Company to the portfolio of assets established for that Subfund, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such portfolio subject to the provisions of this Article;
- (b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same portfolio as the assets from which it was derived and on each re-evaluation of an asset, the increase or diminution in value shall be applied to the relevant portfolio;
- (c) where the Company incurs a liability which relates to any asset of a particular portfolio or to any action taken in connection with an asset of a particular portfolio, such liability shall be allocated to the relevant portfolio;
- (d) In the event, that an asset or a liability of the Company, may not be assigned to a particular Subfund and does not affect all Subfunds equally, the Board may allocate such assets or liabilities in good faith;
- (e) upon the record date for the determination of the person entitled to any dividend declared on any Subfund, the Net Asset Value of such Subfund shall be reduced by the amount of such dividends, always subject to the regulations regarding the sale and redemption price of the shares of each Subfund as provided herein

D. For the purpose of valuation under this Article:

- (a) shares of the Company to be redeemed under Article 23 hereto shall be treated as existing and taken into account until immediately after the time specified by the Board or its delegate on the Valuation Day on which such valuation is made, and, from such time and until paid, the price therefore shall be deemed to be a liability of the Company;

- (b) all investments, cash balances and other assets of any portfolio expressed in currencies other than the currency of denomination in which the value per share of 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 value of the relevant Subfund; and
- (c) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable.

### **Issue and redemption price**

#### **Article 27**

Whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be based on the net asset value per share (as hereinabove defined) for the relevant Subfund or category of shares, plus any subscription charge if so determined by the Board and disclosed in the current prospectus. The subscription charge must be paid partly or fully to the distributors or to the Company where such subscription charge is adapted to the respective laws and may not exceed a maximum, determined by the Board and that may differ for each Subfund or each share category, provided that within each Subfund or each share category all subscription requests received on the same day must be treated equally, if the subscription charge is payable to the Company. The price so determined ("Issue Price") shall be payable within a period as determined by the Board that may not exceed seven Luxembourg banking days after allocation of the shares. Exceptionally, the issue price may, upon approval of the Board, and subject to all applicable laws, namely with respect to a special audit report from the auditors of the Company confirming the value of any assets contributed in kind, be paid by contributing to the Company securities acceptable to the Board consistent with the investment policy and investment restrictions of the Company.

On every redemption of shares, the share price of the redeemed shares will be calculated, based on the net asset value of the Subfund or share category, reduced by a redemption fee that is determined by the Board and indicated in the current prospectus of the Company. The redemption fee must be paid partly or fully to the distributor, where the redemption fee of each Subfund respectively share category may differ. The price so defined ("Redemption Price") will be paid in accordance with Article 23.

The payment of the Redemption Price will also be made in specific circumstances upon request of the concerned shareholder by way of a redemption in kind which value must be assessed by the auditor of the

Company and where the equal treatment of all shareholders must be ensured.

The Board may determine, that shares of different Subfunds and, within a Subfund, share categories have a different maximum subscription-/redemption charge.

## **Financial year**

### **Article 28**

The accounting year of the Company shall begin on the 1st July of each year and shall terminate on the 30 June of the following year. The first accounting year will start with the incorporation of the Company and end on 30 June 2010.

The annual reports of the Company are made in Euro. Where there shall be different Subfunds as provided for in Article 5 hereof, and if such Subfunds have a different currency of denomination than Euro, they will be converted into Euro and expressed in the consolidated audited annual report in Euro including the balance sheet and profit and loss account, with the Directors' report, will be made available to the shareholders 15 days prior to the annual general meeting.

## **Distribution of Income**

### **Article 29**

Separate meetings of shareholders of each Subfund resolve on request of the Board on the utilisation of the net asset value of the respective Subfund where the owners of accumulating shares and the owners of distributing shares decide separately. The results of the Company may be distributed, provided that the minimum capital as defined under Article 5 above will not be affected.

If dividends will be declared on the distributing shares of a Subfund which declares, the issue and redemption prices of the distributing shares of the Subfund will be adapted. No distribution will be on accumulating shares. Rather, the value attributed to the accumulating shares will be reinvested in favour of the shareholders.

Interim dividends may be paid out at any time by resolution of the Board.

If dividends are declared they will normally be paid in the currency in which the shares of the relevant Subfund is expressed or, but may also be paid in

such other currency determined by the Board and may be paid at such places and times as may be determined by the Board.

The Board may make a final determination of the rate of exchange applicable to translate dividends into the currency of their payment.

### **Denomination of the Company**

#### **Article 30**

The Company may enter into agreements with entities of the Bellevue AG Group, which may provide various services and support to the Company in the course of its business activity. Should these agreements be terminated for any reason, and should the Bellevue AG Group cease to provide services and support to the Company, then the Company shall, on first demand made by any member of the Bellevue AG Group, change its denomination in a denomination that no longer contains the terms “Bellevue” and/or the letters “BB”.

### **Distribution upon Liquidation**

#### **Article 31**

In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each Subfund or category of shares shall be distributed by the liquidators to the holders of shares of each Subfund or category in proportion of their holding of shares in such Subfund or category.

### **Amendment of Articles**

#### **Article 32**

These Articles may be amended or supplemented at any time by resolution of the shareholders of the Company provided that the conditions established by the law of 10 August 1915 as amended (the “Law of 1915”) on quorum and majority requirements are fulfilled.

Any amendment affecting the rights of the holders of shares of any Subfund vis-à-vis those of any other Subfund may only be made if these comply with the conditions laid down in the Law of 1915 for articles changes within the relevant Subfund.

### **General**

**Article 33**

All matters not governed by these Articles shall be determined in accordance with the Law of 1915 and the Law of 2002.