

**Registre de Commerce et des Sociétés**

Numéro RCS : B125012

Référence de dépôt : L190121925

Déposé et enregistré le 10/07/2019

**«DNCA INVEST»**

Société d'Investissement à Capital Variable

**60, Avenue J.F. Kennedy**

**L-1855 Luxembourg**

R.C.S. Luxembourg : B125.012

Constituée sous la dénomination «LEONARDO INVEST» suivant acte reçu par Maître Henri HELLINCKX, notaire de résidence à Luxembourg, en date du 12 février 2007, publié au Mémorial C, Recueil des Sociétés et Associations numéro 451 du 26 mars 2007.

Les statuts ont été modifiés en dernier lieu suivant acte reçu par Maître Henri HELLINCKX, notaire de résidence à Luxembourg, en date du 5 juin 2019, publié au *Recueil Electronique des Sociétés et Associations (RESA)* numéro RESA\_2019\_156 le 08/07/2019. (**Refonte complète des statuts**)

**STATUTS COORDONNES**

**Au 5 juin 2019**

**Article one:**

There exists among the subscribers and all those who may become holders of shares, a corporation in the form of a société anonyme qualifying as a société d'investissement à capital variable under the name of "DNCA INVEST" (the "Corporation").

**Article two:**

The Corporation is established for an unlimited period. The Corporation may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation of the Corporation (the "Articles of Incorporation").

**Article three:**

The exclusive object of the Corporation is to place the funds available to it in securities of any kind, money market instruments and other permitted assets referred to in Part I of the law of 17<sup>th</sup> December 2010 regarding undertakings for collective investment, as amended (the "Law") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

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

**Article four:**

The registered office of the Corporation is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred to any other place within the Grand Duchy of Luxembourg by a resolution of the general meeting of shareholders of the Corporation, deliberating in the manner provided for amendments to the Articles of Incorporation or by a resolution of the board of directors of the Corporation (collectively the "Board of Directors" or the "Directors" and individually a "Director"), in which case the Board of Directors shall have the power to amend the Articles of Incorporation accordingly. It may also be transferred within the boundaries of the municipality by a resolution of the Board of Directors.

Wholly owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

In the event that the Board of Directors determines that extraordinary political, military, economic or social developments have occurred or are imminent that would interfere with the normal activities of the Corporation 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 Corporation which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg corporation.

**Article five:**

The capital of the Corporation shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Corporation as defined in Article 22 hereof.

The minimum capital of the Corporation shall be the equivalent in Euro ("EUR") of the minimum prescribed by Luxembourg law.

The Board of Directors is authorized without limitation to issue further shares to be fully paid at any time at the net asset value (the "Net Asset Value") per share or at the respective Net Asset Value per share determined in accordance with Article 22 hereof without reserving the existing shareholders a preferential right to subscription of the shares to be issued.

The Board of Directors may delegate to any duly authorized director or officer of the Corporation or to any other duly authorized person, the duty of accepting subscriptions for delivering and receiving payment for such new shares.

Such shares may, as the Board of Directors shall determine, be of different classes and the proceeds of the issue of each class of shares shall be invested pursuant to Article 3 hereof in transferable securities, money market instruments or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, or/and with such specific distribution policy or specific sales and redemption charge structure as the Board of Directors shall from time to time determine in respect of each class of shares. The Board of Directors may further decide to create within each class of shares two or more sub-classes whose assets will be commonly invested pursuant to the specific investment policy of the class concerned but where a specific sales and redemption charge structure, management charge structure, distribution policy or hedging policy is applied to each sub-class. For the purpose of determining the capital of the Corporation, the net assets attributable to each class shall, if not expressed in EUR, be translated into EUR and the capital shall be the total net assets of all the classes.

For the avoidance of doubt, the references to "class of shares" in the preceding paragraph and throughout the Articles of Incorporation are to be understood as references to "sub-funds" or "compartments" within the meaning of article 181 of the Law unless the context otherwise requires. For the purpose of these Articles of Incorporation, any reference hereinafter to "class of shares" should also mean a reference to "sub-class of shares" unless the context otherwise requires.

Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Corporation, (i) create any class qualifying either as a feeder undertaking for collective investment in transferable securities (UCITS) or as a master UCITS, (ii) convert any existing class into a feeder UCITS class or (iii) change the master UCITS of any of its feeder UCITS class.

**Article six:**

The shares are in principle issued in registered form. If and to the extent permitted, and under the conditions provided for, by law, the Board of Directors may at its discretion decide to issue, in addition to shares in registered form, shares in dematerialised form or global share certificates taking the form of global bearer certificates deposited with a securities settlement system ("Global Share Certificates"). Under the same conditions, holders of registered shares may also request the conversion of their shares into dematerialised shares. The costs resulting from the conversion of registered shares into dematerialised shares at the request of their holders will be borne by the latter unless the Board of Directors decides at its discretion that all or part of these costs must be borne by the Corporation.

Ownership of registered shares is evidenced by entry in the register of shareholders of the Corporation (the "Register of Shareholders") and is represented by confirmation of ownership. The Corporation will not issue share certificates in relation to registered shares.

Ownership of shares issued in dematerialised form or taking the form of Global Share Certificates shall be evidenced in accordance with applicable laws and/or the provisions set forth in the sales documents of the Corporation, as the case may be.

Shares shall be issued only upon acceptance of the subscription and payment of the price as set forth in Article 23 hereof. The subscriber will, upon acceptance of the subscription and receipt of the Purchase Price (as defined hereafter), receive title to the shares purchased by him/it/her. The subscriber will, without undue delay, obtain a confirmation of his/its/her shareholding.

Payments of dividends will be made to shareholders, in respect of registered shares, at their addresses in the Register of Shareholders.

All issued shares of the Corporation other than dematerialised shares or shares taking the form of Global Share Certificates, if issued, shall be inscribed in the Register of Shareholders, which shall be kept by the Corporation or by one or more persons designated therefor by the Corporation and such Register of Shareholders shall contain the name of each holder of inscribed shares, his/its/her residence or elected domicile so far as notified to the Corporation, the number and class of shares held by him/it/her and the amount paid in on each such share. Every transfer of a registered share shall be entered in the Register of Shareholders, and every such entry shall be signed by one or more officers of the Corporation or by one or more persons designated by the Board of Directors.

Transfer of registered shares shall be effected 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 therefor. The Corporation may also accept as evidence of transfer other instruments of transfer satisfactory to the Corporation. The transfer of dematerialised shares or shares taking the form of Global Share Certificates, if issued, shall be made in accordance with applicable laws or the provisions set forth in the sales documents of the

Corporation, as the case may be.

Every registered shareholder must provide the Corporation with an address to which all notices and announcements from the Corporation may be sent. Such address will be entered in the Register of Shareholders. Notices and announcements from the Corporation to holders of dematerialised shares or shares taking the form of Global Share Certificates, if issued, shall be made in accordance with applicable laws or the provisions set forth in the sales documents of the Corporation, as the case may be.

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

Holders of dematerialised shares must provide, or must ensure that a settlement institution, a central account keeper or an accounts' keeper provide, the Corporation with information for identification purposes of the holders of such shares in accordance with applicable laws. If on a specific request of the Corporation, a holder of dematerialised shares does not provide the requested information, or provides incomplete or erroneous information within a time period provided for by law or determined by the Board of Directors at its discretion, the Board of Directors may decide to suspend voting rights attached to all or part of the dematerialised shares held by the relevant person until satisfactory information is received.

The Corporation will recognise only one holder in respect of each share in the Corporation. In the event of joint ownership, the Corporation may suspend the exercise of any right deriving from the relevant share or shares until one person shall have been designated to represent the joint owners vis-à-vis the Corporation.

If payment made by any subscriber results in the existence of a share fraction, the Board of Directors may resolve to issue fractions of shares, and in such case, such fraction shall be entered into the Register of Shareholders. It shall not be entitled to vote except to the extent their number is so that they represent a whole share, but shall, to the extent the Corporation shall determine, be entitled to a corresponding fraction of the dividend. If the Board of Directors resolves not to issue fractions of shares, the corresponding payment will be returned to the shareholder as the Board of Directors may from time to time determine.

**Article seven:**

The Corporation may restrict or prevent the ownership of shares in the Corporation by any person, firm or corporate body. The Board of Directors shall have power to impose such restrictions (other than any restrictions on transfer of shares) as it may think necessary for the purpose of ensuring that no shares in the Corporation are

acquired or held by (a) any person in breach of the law or requirement of any country or governmental or regulatory authority (if the Directors shall have determined that any of them, the Corporation, any of the Corporation's investment managers or advisers or any other person as determined by the Directors would suffer any disadvantage as a result of such breach) or (b) any person in circumstances which in the opinion of the Board of Directors might result in the Corporation incurring any liability to taxation (to include, inter alia, regulatory or tax liabilities and any other tax liabilities that might derive, inter alia, from the requirements of the Foreign Account Tax Compliance Act, as might be amended, completed or supplemented ("FATCA") or the Common Reporting Standard or any similar provisions or any breach thereof) or suffering any pecuniary disadvantage which the Corporation might not otherwise have incurred or suffered, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority..

More specifically, the Corporation may restrict or prevent the ownership of shares in the Corporation by any person, firm or corporate body, and without limitation, by any "U.S. person", as defined hereafter. For such purposes the Corporation may, at its discretion and without liability:

- a) decline to issue any share or to register any transfer of any share, where it appears to it that such registry or transfer would or might result in such share being directly or beneficially owned by a person, who is precluded from holding shares in the Corporation;
- 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 representations and warranties or any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's shares rests or will rest in a person who is precluded from holding shares in the Corporation;
- c) decline to accept the vote of any person who is precluded from holding shares in the Corporation at any meeting of shareholders of the Corporation; and
- d) where it appears to the Corporation that any person who is precluded from holding shares or a certain proportion of shares in the Corporation, or whom the Corporation reasonably believes to be precluded from holding shares in the Corporation either alone or in conjunction with any other person is a beneficial owner of shares or is in breach of his/its/her representations and warranties or fails to make such representations and warranties in a timely manner as the Corporation may require, the Board of Directors may (i) direct such shareholder to transfer his/her/its shares to a person qualified to own such shares, or (ii) require, compulsorily purchase from any such shareholder of all or part of the shares held by such shareholder in the following manner:
  - 1) The Corporation shall serve a notice (hereinafter called the "Purchase Notice") upon the shareholder holding such shares appearing in the Register of Shareholders as the owner of the shares to be purchased, specifying the shares to be purchased

as aforesaid, the price to be paid for such shares, and the place at which the Purchase Price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his/its/her last address known to or appearing in the books of the Corporation. The said shareholder shall thereupon forthwith be obliged to deliver to the Corporation the Global 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 his/its/her name shall be removed as to such shares in the Register of Shareholders, and the correspondent shares will be cancelled.

2) The price at which the shares specified in any Purchase Notice shall be purchased (herein called "the Purchase Price") shall be an amount equal to the per share Net Asset Value of shares in the Corporation, determined in accordance with Article 22 hereof.

3) Subject to all applicable laws and regulations, payment of the Purchase Price will be made to the owner of such shares in the currency of denomination for the relevant class of shares, except during periods of exchange restrictions, and will be deposited by the Corporation with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) for payment to such person but only, if a share certificate shall have been issued, upon effective 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 purchase notice shall have any further interest in such shares or any of them, or any claim against the Corporation or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank.

4) The exercise by the Corporation 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 Corporation at the date of any Purchase Notice, provided that in such case the said powers were exercised by the Corporation in good faith; and

e) decline to accept the vote of any U.S. person at any meeting of shareholders of the Corporation.

Whenever used in the Articles of Incorporation, the term "U.S. person" shall mean national, citizen or resident of the United States of America or of any of its territories or possessions or areas subject to its jurisdiction or persons who are normally resident therein including the estate of any such person, or corporations, partnerships, trusts or any other association created or organised therein. The Board of Directors may, from time to time, amend or clarify the aforesaid meaning.

In addition to the foregoing, the Board of Directors may restrict the issue and transfer of shares of a class or a sub-class to the institutional investors within the meaning of

Article 174(2) of the Law ("Institutional Investor(s)") or may impose any other eligibility criteria. The Board of Directors may, at its discretion, delay the acceptance of any subscription application for shares of a class or sub-class reserved for Institutional Investors until such time as the Corporation has received sufficient evidence that the applicant qualifies as an Institutional Investor or complies with such eligibility criteria. If it appears at any time that a holder of shares of a class or a sub-class reserved to Institutional Investors is not an Institutional Investor or does not meet such criteria, the Board of Directors will convert the relevant shares into shares of a class or sub-class which is not restricted to Institutional Investors or for which the applicant meets the eligibility criteria (provided that there exists such a class or a sub-class with similar characteristics) and which is essentially identical to the restricted class in terms of its investment object (but, for avoidance of doubt, not necessarily in terms of the fees and expenses payable by such class), or compulsorily redeem the relevant shares in accordance with the provisions set forth above in this Article. The Board of Directors will refuse to give effect to any transfer of shares and consequently refuse for any transfer of shares to be entered into the Register of Shareholders in circumstances where such transfer would result in a situation where shares of a class or a sub-class (i) restricted to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor or (ii) having specific eligibility criteria would, upon such transfer, be held by a person who does not comply with the eligibility criteria. In addition to any liability under applicable laws, each shareholder who (i) is precluded from holding shares in the Corporation or (ii) does not qualify as an Institutional Investor, and who holds shares in a class or sub-class restricted to Institutional Investors or (iii) does not meet the eligibility criteria of the class of share or sub-class of shares he/she/it holds or (iv) has caused the Corporation and/or its class of shares to suffer any sanction, penalty, burden or other disadvantage (including any tax liability that might derive from the FATCA or the Common Reporting Standard or any similar provisions) which it/they might not otherwise have incurred or suffered or might otherwise be detrimental to its/their interests, shall hold harmless and indemnify the Corporation, the Board of Directors, the other shareholders of the relevant class or sub-class and the Corporation's agents for any damages, losses and expenses (including, inter alia, tax liabilities deriving from FATCA requirements) resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish (i) his/its/her status as an eligible investor and/or has failed to notify the Corporation of his/its/her change of such status and/or (ii) his/her/its compliance with the eligibility criteria of the class of share or sub-class of share and/or (iii) his/her/its tax status or his/her/its situation to the Corporation and/or tax or other authorities..

Where a demand for further information is made on a shareholder for anti-money laundering purposes or other similar purposes (such as tax or regulatory purposes) as further disclosed in the sales documents of the Corporation, the Corporation may decide to withhold any transfer request and any payment of the proceeds of any redemption request that has been processed, without interest accruing, until such information demand has been satisfied.



**Article eight:**

Any regularly constituted meeting of the shareholders of the Corporation shall represent the entire body of shareholders of the Corporation. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Corporation. Its resolutions shall be binding upon all shareholders of the Corporation regardless of the class of shares held by them.

**Article nine:**

The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Corporation, or at such other place in the Grand Duchy of Luxembourg as may be specified in the notice of meeting, at any date and time decided by the Board of Directors but no later than within six (6) months from the end of the previous financial year. To the extent permitted by law, the annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

If permitted by and on the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at a date, time.

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

The shareholders of any class of shares may hold or be convened to, at any time, general meetings to decide on any matters which relate exclusively to such class of shares.

Two or more classes of shares may be treated as a single class if such classes would be affected in the same way by the proposals requiring the approval of holders of shares relating to the separate classes.

**Article ten:**

The quorums and time limits required by law shall govern the notice for and conduct of the meetings of shareholders of the Corporation, unless otherwise provided herein. Shareholders participating in any meeting of the shareholders by video conference or by telecommunication means permitting their identification shall be deemed to be present for the calculation of quorum and majority.

To the extent permitted by law, the Board of Directors may suspend the right to vote of any shareholder which does not fulfil its obligations under the Articles of Incorporation.

To the extent permitted by law, any shareholder may individually decide not to exercise, temporarily or definitively, its voting right on all or part of its Shares. Such a shareholder is bound by such waiver which is enforceable towards the Corporation from the date of its notification.

In case the voting rights of one or more shareholders are suspended in accordance

with this Article or a shareholder has temporarily or permanently waived its voting right in accordance with this Article, such shareholders shall be called and may attend the general meeting but their shares shall not be taken into account for determining whether the quorum and majority requirements are satisfied. An attendance list shall be kept at all general meetings.

Each share of whatever class and regardless of the Net Asset Value per share within its class is entitled to one vote. A shareholder may act at any meeting of shareholders by appointing another person as his/its/her proxy in writing or by cable, telegram, telex, message, facsimile or any other electronic means capable of evidencing such proxy form. Such proxy shall be valid for any reconvened meeting unless it is specifically revoked.

Except as otherwise required by law or as otherwise provided herein, resolutions at an ordinary general meeting of shareholders duly convened will be passed by a simple majority of the votes cast.

Votes cast shall not include votes attaching to shares in respect of which the shareholder has abstained or has returned an invalid vote.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may specify that the quorum and the majority applicable for this general meeting will be determined by reference to the shares issued and in circulation at a certain date and time preceding the general meeting (the "Record Date"), whereas the rights of a shareholder to attend at a general meeting of shareholders and to exercise the voting rights attached to his/its/her shares will be determined by reference to the shares held by this shareholder as at the Record Date.

In case of dematerialised shares or shares taking the form of Global Share Certificates, if issued, the right of a holder of such shares to attend a general meeting and to exercise the voting rights attached to such shares will be determined by reference to the shares held by this holder as at the time and date provided for by Luxembourg laws and regulations

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

Shareholders of a specific class may, at any time, hold meetings with the aim to deliberate a subject, which concerns only this class.

**Article eleven:**

Shareholders will meet upon call by the Board of Directors, or upon the written request of shareholders representing at least one tenth of the share capital of the Corporation, pursuant to notice setting forth the agenda sent in accordance with applicable laws.

The convening notice shall be sent to a shareholder by registered letter or in any manner as set forth in applicable law.

If so permitted by law, the convening notice may be sent to a shareholder by any other means of communication having been accepted by such shareholder. The alternative means of communication are the email, the fax, the ordinary letter, the courier services or any other means satisfying the conditions provided for by law.

Any shareholder having accepted the email as an alternative means of convening shall provide his email to the Corporation no later than fifteen (15) days before the date of the general meeting.

A shareholder who has not communicated its email to the Corporation shall be deemed to have rejected any convening means other than the registered letter, the ordinary letter and the courier service.

Any shareholder may change its address or its email or revoke its consent to alternative means of convening provided that its revocation or its new contact details are received by the Corporation no later than fifteen (15) days before the general meeting. The Board of Directors is authorised to ask for confirmation of such new contact details by sending a registered letter or an email, as appropriate, to this new address or email. If the shareholder fails to confirm its new contact details, the Board of Directors shall be authorised to send any subsequent notice to the previous contact details.

The Board of Directors has full discretionary power to determine the convening means and may choose to convene the shareholders by different means. For instance, the Board of Directors may, for the same general meeting, convene by email the shareholders having provided their email address in time and the other shareholders by registered letter or courier service.

If all of the shareholders are present or represented at a general meeting and if they state that they have been informed of the agenda of the meeting, the general meeting may be held without prior convening notice or publication.

Notice shall be published in the Recueil Electronique des Sociétés et Associations of the Grand Duchy of Luxembourg and in a Luxembourg newspaper to the extent required by Luxembourg law, and in such other newspapers as the Board of Directors may decide.

#### **Article twelve:**

The Corporation shall be managed by a Board of Directors composed of not less than 3 members; members of the Board of Directors need not be shareholders of the Corporation.

The Directors shall be elected by the general meeting of shareholders for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of a vacancy in the office of 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.

**Article thirteen:**

The Board of Directors may 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 of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman (if any), or two Directors, at the place indicated in the notice of meeting.

The chairman (if any) shall preside at all meetings of shareholders and the Board of Directors, but in his absence the shareholders or the Board of Directors may appoint another director (and, in respect of shareholders' meetings, any other person) as chairman pro tempore by vote of the majority present at any such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman (if any) or the chairman pro tempore shall have a casting vote.

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

Written notice of any meeting of the Board of Directors shall be given to all Directors at least twenty-four hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by cable or telegram, telex, message facsimile or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any meeting of the Board of Directors by appointing another Director as his proxy in writing or by cable, or telegram, telex, message facsimile or any other electronic means capable of evidencing such proxy.

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

The Board of Directors can deliberate or act validly only if at least half of the Directors are present or represented at a meeting of the Board of Directors. Decision shall be taken by a majority of the votes of the Directors present or represented at such meeting. The Directors participating in any meeting of the Board of Directors by video conference or by telecommunication means or by any other means permitting

their identification shall be deemed to be present for the calculation of quorum and majority. Such means shall satisfy technical characteristics which ensure an effective participation at the meeting of the Board of Directors whose deliberations should be online without interruption. Such a Board of Directors meeting held at distance by way of such communication means shall be deemed to have taken place at the registered office of the Corporation.

The Board of Directors may also create one or several committees. The composition and the powers of such committee(s), the terms of the appointment, removal, remuneration and duration of the mandate of its/their members, as well as its/their rules of procedure are determined by the Board of Directors. The Board of Directors shall be in charge of the supervision of the activities of such committee(s).

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Corporation and its powers to carry out acts in furtherance of the corporate policy and purpose, to officers and directors of the Corporation. The Board of Directors will report each year to the ordinary general meeting of shareholders on the salary, fees and any advantages granted to any Director, as the case may be.

A Director may attend, and be considered as being present at, a meeting of the Board of Directors by means of a telephone conference or other telecommunications equipment by operation of which all persons participating in the meeting can be identified, hear each other and speak to each other, provided that the vote be confirmed in writing.

The Directors, acting unanimously by a circular resolution, may express their consent on one or several separate instruments in writing or by telex, cable, telegram, facsimile transmission or any other electronic means capable of evidencing such consent confirmed in writing which shall together constitute appropriate minutes evidencing such decision.

**Article fourteen:**

The minutes of any meeting of the Board of Directors or the shareholders shall be signed by the chairman (if any) or, in his absence, by the chairman pro tempore who presided at such meeting, or by any two Directors.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman (if any), the chairman pro tempore, or by the secretary, or by two Directors.

**Article fifteen:**

The Board of Directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of the management and business affairs of the Corporation.

The Board of Directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Corporation in accordance with Part I of the Law.

The Board of Directors may decide that investment of the Corporation be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Law, as amended from time to time (a "Regulated Market"), (ii) in transferable securities and money market instruments dealt in on another market in a member state as defined by the Law (a "Member State") which is regulated, operated regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing in Eastern and Western Europe, Africa, the American continents, Asia, Australia and Oceania or dealt in on another market in the countries referred to above, provided that such market is regulated, operates regularly and is recognized and open to the public, (iv) in recently issued transferable securities and money market instruments provided that the terms of the issue include an undertaking that an application will be made for admission to official listing on any of the stock exchanges or other regulated markets referred to above and provided that such listing is secured within one year of the issue, as well as (v) in any other securities, instruments or other assets within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations and disclosed in the sales documents of the Corporation.

The Board of Directors of the Corporation may decide to invest under the principle of risk-spreading up to 100 % of the total net assets of each class of shares of the Corporation in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, a non-member state of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Corporation (including but not limited to any member state of the Organisation for Economic Cooperation and Development ("OECD") Singapore, or any member state of the G20) or public international bodies of which one or more of Member States are members, provided that in the case where the Corporation decides to make use of this provision the relevant class of shares must hold securities from at least six different issues and securities from any one issue may not account for more than 30 % of such classes' total net assets.

The Board of Directors may decide that investments of the Corporation be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a Regulated Market, and/or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments covered by Article 41 (1) of the Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Corporation may invest according to its investment objectives as disclosed in the sales documents of the Corporation.

The Board of Directors may decide that investments of the Corporation be made so as to replicate a certain stock or bond index provided that the relevant index is recognised by the Luxembourg supervisory authority as having a sufficiently diversified composition, is an adequate benchmark and is clearly disclosed in the sales documents of the Corporation.

Unless otherwise provided specifically for a class in the prospectus of the Corporation, the Corporation will not invest more than 10% of the net assets of any class in units of undertakings for collective investment as defined in Article 41 (1) e)

of the Law.

Under the conditions set forth in Luxembourg laws and regulations, any class may, to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents, invest in one or more classes. The relevant legal provisions on the computation of the Net Asset Value will be applied accordingly. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to the shares held by a class in another class are suspended for as long as they are held by the class concerned. In addition and for as long as these shares are held by a class, their value will not be taken into consideration for the calculation of the net assets of the Corporation for the purposes of verifying the minimum capital required by the Law.

**Article sixteen:**

No contract or other transaction between the Corporation and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Corporation is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any Director or officer of the Corporation who serves as a director, officer or employee of any corporation or firm with which the Corporation shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation 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 Corporation may have a direct or indirect financial interest conflicting with that of the Corporation in any transaction of the Corporation submitted for approval to the Board of Directors, such Director or officer shall make known to the Board of Directors such interest and shall not consider, take part in the discussions or vote on any such transaction, and must have their declaration recorded in the minutes of the board meeting. Any such transaction, and such director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The term "direct or indirect financial interest", as used in the preceding paragraph, shall not include any relationship with or interest in any matter, position or transaction involving any company of, or related to, DNCA Finance, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors on its discretion provided that this direct or indirect financial interest is not considered as a conflicting interest according to applicable laws and regulations.

The provisions of the second paragraph of the present Article shall not apply where the decisions under consideration relate to current operations entered into under normal conditions.

To the extent permitted by law, if due to a conflict of interest, the quorum required according to the Articles of Incorporation in order to validly deliberate and vote is not

met, the Board of Directors may decide to transfer the decision on such an item to the general meeting.

**Article seventeen:**

The Corporation shall 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 Corporation or, at its request, of any other corporation of which the Corporation is a shareholder or 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 wilful misconduct. In the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which he may be entitled.

**Article eighteen:**

The Corporation will be bound by the joint signature of any two Directors, by the individual signature of any duly authorized officer of the Corporation or by the individual signature of any other person to whom authority has been delegated by the Board of Directors.

**Article nineteen:**

The Corporation shall appoint an approved statutory auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the Law. The approved statutory auditor shall be elected by the annual general meeting of shareholders and until its successor is elected. The Board of Directors is authorised to determine the terms of the engagement of the réviseur d'entreprises agréé.

**Article twenty:**

As is more especially prescribed herein below, the Corporation has the power to redeem its own shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his/its/her shares by the Corporation. The redemption price shall be paid within the timeframe provided for in the sales documents and shall be equal to the Net Asset Value for the relevant class of shares as determined in accordance with the provisions of Article 22 hereof less such redemption charge and/or less any applicable dilution levy as the Board of Directors may by regulation decide and less such sum as the Board of Directors may consider an appropriate provision for duties and charges (including stamp and other duties, taxes and governmental charges, brokerage, bank charges, transfer fees, registration and certification fees and other similar duties and charges) ("Dealing Charges") which would be incurred if all the assets held by the Corporation and taken into account for the purpose of the relative valuation were to be realised at the values attributed to them in such valuation and taking into account



any factors which it is in the opinion of the Board of Directors acting prudently and in good faith proper to take into account, such price being possibly rounded down to the nearest whole unit of currency in which the relevant class of shares is designated, such rounding to accrue to the benefit of the Corporation. From the redemption price there may further be deducted any deferred sales charge if such shares form part of a class in respect of which a deferred sales charge has been contemplated in the sales documents of the Corporation.

As indicated above, a dilution levy may be imposed on deals as specified in the sales documents of the Corporation. Such dilution levy should not exceed a certain percentage of the net asset value determined from time to time by the Board of Directors and disclosed in the sales documents of the Corporation. This dilution levy will be calculated taking into account the estimated costs, expenses and potential impact on security prices that may be incurred to meet redemption and conversion requests.

The Board of Directors may extend the period for payment of redemption proceeds in exceptional circumstances to a period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Corporation shall be invested. Payment of the redemption proceeds will be effected in the reference currency of the relevant class of shares or in such other freely convertible currency as disclosed in the sales documents of the Corporation.

The Board of Directors may also determine the notice period, if any, required for lodging any redemption request of any specific class or classes. The specific period for payment of the redemption proceeds of any class of shares of the Corporation and any applicable notice period as well as the circumstances of its application will be publicised in the sales documents of the Corporation relating to the sale of such shares.

Any redemption notice and request must be filed by such shareholder in written form at the registered office of the Corporation in Luxembourg or with any other person or entity appointed by the Corporation as its agent for redemption of shares, in accordance with the provisions of the sales documents.

With the consent of or upon request of the shareholder(s) concerned, the Board of Directors may satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholder investments from the portfolio in value equal to the net asset value attributable to the shares to be redeemed as described in the sales documents. Such redemption will, if required by law or regulation, be subject to a special audit report by the approved statutory auditor of the Corporation confirming the number, the denomination and the value of the assets which the Board of Directors will have determined to be contributed in counterpart of the redeemed shares. The costs for such redemptions in kind, in particular the costs of the special audit report, will be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Corporation unless the Board of Directors considers that the redemption in kind is in the interests of the Corporation or made to

protect the interests of the Corporation, in which case such costs may be borne in all or in part by the Corporation. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares in the relevant Class.

Any request for redemption shall be irrevocable except in the event of suspension of redemption pursuant to Article 21 hereof. In the absence of revocation, redemption will occur as of the first Valuation Day after the end of the suspension.

Shares of the capital stock of the Corporation redeemed by the Corporation shall be cancelled.

Any shareholder may request conversion of whole or part of his shares into shares of another class at the respective Net Asset Values of the shares of the relevant class, adjusted by the relevant Dealing Charges, and rounded up or down as the Board of Directors may decide, provided that the Board of Directors may impose such restrictions as to, inter alia, frequency of conversion, and may make conversion subject to payment of such charge, as it shall consider to be in the interest of the Corporation and its shareholders generally.

If the requests for redemption and/or conversion received for any class of shares for any specific Valuation Day exceed a certain amount or percentage of the Net Asset Value of such class, such amount and percentage being fixed by the Board of Directors from time to time and disclosed in the sales documents, the Board of Directors may defer such redemption and/or conversion requests to be carried forward for registration on the next following applicable Valuation Day.

No redemption or conversion by a single shareholder may, unless otherwise decided by the Board of Directors, be for an amount of less than the minimum holding for each class as set out in the sales documents or such lesser amount as the Board of Directors may decide.

If a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder of shares of one class below the equivalent of the minimum holding for each class as set out in the marketing documents or such other value as the Board of Directors may determine from time to time, then such shareholder may be deemed to have requested the redemption or conversion of all his/her/its shares of such class.

The Board of Directors may decide, if the total Net Asset Value of the shares of any class of shares is less than an amount determined by the Board of Directors from time to time to be the minimum level for such class of shares to be operated in an economically efficient manner, to redeem all the shares of such class at the Net Asset Value applicable on the day on which all the assets attributable to such class have been realized.

#### **Article twenty-one:**

For the purpose of determination of the issue, redemption and conversion prices, the Net Asset Value of shares in the Corporation shall be determined as to the shares of

each class of shares by the Corporation from time to time, but in no instance less than twice monthly, as the Board of Directors by regulation may direct (every such day or time for determination of Net Asset Value being referred to herein as a "Valuation Day"), provided that in any case where any Valuation Day would fall on a day observed as a holiday by banks in Luxembourg or in any other place to be determined by the Board of Directors, such Valuation Day shall then be the next Bank Business Day following such holiday.

The Corporation may suspend the determination of the Net Asset Value of shares of any particular class and the issue and redemption of its shares from its shareholders as well as conversion from and to shares of each class during:

- a) any period when any of the principal stock exchanges or organized markets on which any substantial portion of the investments of the Corporation attributable to such class of shares from time to time are quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; 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 Corporation attributable to such class of shares would be impracticable; or
- c) during any period when the publication of an index, underlying of a financial derivative instrument representing a material part of the assets of the relevant class is suspended; or
- d) during any period when the determination of the Net Asset Value per share of the underlying fund of funds or the dealing of their shares/units in which a class is materially invested is suspended or restricted; or
- e) any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such class of shares or the current price or values on any market or stock exchange in respect of the assets attributable to such class of shares; or
- f) any period when the Corporation is unable to repatriate funds for the purpose of making payments on the redemption of the shares of such class 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 of Directors be effected at normal rates of exchange; or
- g) from the date on which the Board of Directors decides to liquidate or merge one or more class(es) of shares or in the event of the publication of the convening notice to a general meeting of shareholders at which a resolution to wind up or merge the Corporation or one or more class(es) is to be proposed; or
- h) during any period when in the opinion of the Board of Directors there exist circumstances outside the control of the Corporation where it would be impracticable or unfair towards the shareholders to continue dealing in shares of any class of the Corporation; or

- i) if the Board of Directors has determined that there has been a material change in the valuations of a substantial proportion of the investments of the Corporation attributable to a particular class of shares in the preparation or use of a valuation or the carrying out of a later or subsequent valuation; or
- j) during any other circumstance or circumstances where a failure to do so might result in the Corporation or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or any other detriment which the Corporation or its shareholders might so otherwise have suffered; or
- k) during any period where circumstances exist that would justify the suspension for the protection of shareholders in accordance with the Law.

The Corporation may cease the issue, allocation, conversion and redemption of the shares forthwith upon the occurrence of an event causing it to enter into liquidation or upon the order of the Luxembourg supervisory authority.

Any such suspension shall be publicized, if appropriate, by the Corporation and shall be notified to shareholders requesting purchase of their shares by the Corporation at the time of the filing of the written request for such purchase as specified in Article 20 hereof.

Such suspension as to any class of shares shall have no effect on the calculation of the Net Asset Value, the issue, redemption and conversion of the shares of any other class of shares.

Moreover, in accordance with the provisions on mergers of the Law, the Corporation may temporarily suspend the subscription, the redemption or the repurchase of its shares, provided that any such suspension is justified for the protection of the shareholders.

#### **Article twenty-two:**

The Net Asset Value per share of each class of shares in the Corporation shall be expressed in the reference currency of such class of shares and shall be determined on any Valuation Day by dividing the net assets attributable to the relevant class, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Day by the number of shares then outstanding, in accordance with the valuation rules set forth below. The Net Asset Value per share may be rounded up or down to the nearest unit of the relevant currency. If since the time of determination of the Net Asset Value per share there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant class of shares are dealt in or quoted, the Corporation may, in order to safeguard the interests of the shareholders and the class of shares, cancel the first valuation and carry out a second valuation for all applications received on the relevant Valuation Day.

When preparing the audited annual report and unaudited half-year report, if the last day of the financial year and the half-year period is not a business day in Luxembourg, the Net Asset Value of the last Valuation Day of the year and the half-

year period will be replaced by a Net Asset Value calculated as at the last business day of the period concerned.

By way of derogation on the valuation principles mentioned below, the Net Asset Value per share calculated as at the end of the fiscal year or the semester will be calculated on the basis of the last prices of the relevant fiscal year or semester.

A. The assets of the Corporation shall be deemed to include:

a) all cash in hand or receivable or on deposit, including any interest accrued thereon;

b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);

c) all bonds, time notes, shares, units/shares in undertakings for collective investment, stock, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Corporation;

d) all stock, stock dividends, cash dividends and cash distributions receivable by the Corporation (provided that the Corporation may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

e) all interest accrued on any interest-bearing securities owned by the Corporation except to the extent that the same is included or reflected in the principal amount of such security;

f) the preliminary expenses of the Corporation insofar as the same have not been written off, and

g) all other assets of every kind and nature, including prepaid expenses.

The value of such assets shall be determined as follows:

(1) The value of any cash on 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 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.

(2) The value of assets which are listed or dealt in on any stock exchange is based on the last available price on the stock exchange, which is normally the principal market for such assets.

(3) The value of assets dealt in on any other Regulated Market is based on the last available price.

(4) In the event that any assets are not listed or dealt in on any stock exchange or

on any other Regulated Market, or if, with respect to assets listed or dealt in on any stock exchange, or other Regulated Market as aforesaid, the price as determined pursuant to sub-paragraph (2) or (3) is not representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith.

(5) The liquidating value of options contracts not traded on exchanges or on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available closing or settlement prices of these contracts on exchanges and Regulated Markets on which the particular futures, forward or options contracts are traded by the Corporation; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable.

(6) Credit default swaps will be valued at their present value of future cash flows by reference to standard market conventions, where the cash flows are adjusted for default probability. Interest rate swaps will be valued at their market value established by reference to the applicable interest rates' curve. Other swaps will be valued at fair market value as determined in good faith pursuant to the procedures established by the Board of Directors and recognised by the auditor of the Corporation.

(7) Investments in UCITS and other UCIs will be taken at their latest official net assets values or at their latest unofficial net asset values (i.e. which are not generally used for the purposes of subscription and redemption of shares of the target funds) as provided by the relevant administrators if more recent than their official net asset values and for which the administration agent of the Corporation has sufficient assurance that the valuation method used by the relevant administrator for said unofficial net asset values is coherent as compared to the official one.

(8) If events have occurred which may have resulted in a material change of the net asset value of such shares or units of UCITS and/or other UCI since the day on which the latest official net asset value was calculated, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Board of Directors, such change of value.

(9) Non-listed money market instruments held by the Corporation with a remaining maturity of ninety days or less will be valued by the amortized cost method which approximates market value.

(10) All other securities and other assets will be valued at fair market value as determined in good faith pursuant to the procedures established by the Board of Directors.

(11) In the event that the above mentioned calculation methods are inappropriate or

misleading, the Board of Directors may adjust the value of any investment or permit some other method of valuation to be used for the assets of the Corporation if it considers that the circumstances justify that such adjustment or other method of valuation should be adopted to reflect more fairly the value of such investments. In the same circumstances, the Board of Directors may also decide to suspend the Net Asset Value calculation, in accordance with Article 21 above.

In circumstances where the interests of the Corporation or its shareholders so justify (avoidance of market timing practices, for example), the Board of Directors may take any appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Corporation's assets, as further described in the sales documents of the Corporation.

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

- a) all loans, bills and accounts payable;
- b) all accrued or payable administrative expenses (including investment advisory fee, custodian fee and corporate agents' fees);
- c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Corporation where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;
- d) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Corporation, and other reserves if any authorized and approved by the Board of Directors; and
- e) all other liabilities of the Corporation of whatsoever kind and nature except liabilities represented by shares in the Corporation. In determining the amount of such liabilities the Corporation shall take into account all expenses payable by the Corporation comprising formation expenses, the remuneration and expenses of its Directors and officers, including their insurance cover, fees payable to its investment advisers or investment managers, fees and expenses of service providers and officers, accountants, custodian and correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Corporation, fees related to listing to shares of the Corporation on any stock exchange, fees related to the shares of the Corporation being quoted on another regulated market, fees for legal or auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the sales documents of the Corporation, key investor information documents, explanatory memoranda or registration statements, taxes or governmental or supervisory fees or charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. In certain circumstances expenses payable by the Corporation may also comprise investment research fees. The Corporation may calculate administrative and other expenses of a regular or recurring nature and on estimated figure for yearly or other periods in advance, and

may accrue the same in equal proportions over any such period.

C. There shall be established a pool of assets for each class of shares in the following manner:

a) the proceeds from the issue of each class of shares shall be applied in the books of the Corporation to the pool of assets established for that class of shares, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such pool 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 Corporation to the same pool 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 pool;

c) where the Corporation incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability shall be allocated to the relevant pool;

d) in the case where any asset or liability of the Corporation cannot be considered as being attributable to a particular pool, such asset or liability shall be equally divided between all the pools or, as insofar as justified by the amounts, shall be allocated to the pools pro rata to the Net Asset Values of the relevant class of shares;

e) upon the record date for determination of the person entitled to any dividend declared on any class of shares, the Net Asset Value of such class of shares shall be reduced by the amount of such dividends.

If there have been created, as more fully described in Article 5 hereof, within the same class of shares two or several sub-classes, the allocation rules set out above shall apply, mutatis mutandis, to such sub-classes.

D. For the purposes of this Article:

a) With regard to third parties, the Corporation shall constitute a single legal entity; however, by derogation from Article 2093 of the Luxembourg Civil Code, the assets of any particular class of shares are only applicable to the debts, engagements and obligations of that class of shares. The assets, commitments, charges and expenses which, due to their nature or as a result of a provision of the sales documents, cannot be allocated to one specific class of shares will be charged to the different classes of shares proportionally to their respective Net Asset Values and prorata temporis.

As between the shareholders, each class of shares shall be treated as a separate legal entity.

b) shares of the Corporation to be redeemed under Article 20 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until



paid the price therefor shall be deemed to be a liability of the Corporation;

c) all investments, cash balances and other assets of the Corporation not expressed in the currency in which the Net Asset Value of any class is denominated, 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 asset value of shares;

d) shares to be issued by the Corporation pursuant to subscription applications received shall be treated as being in issue as from the close of business on the Valuation Day referred to in this Article and such price, until received by the Corporation, shall be deemed to be a debt due to the Corporation; and

e) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Corporation on such Valuation Day, to the extent practicable;

### **Article twenty-three:**

Whenever the Corporation shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be the Net Asset Value as hereinabove defined for the relevant class of shares together with such sum as the Board of Directors may consider represents an appropriate provision for Dealing Charges as defined in Article 20 hereof which would be incurred if all the assets held by the Corporation and taken into account for the purposes of the relative valuation were to be acquired at the values attributed to them in such valuation and taking into account any other factors which it is in the opinion of the Board of Directors proper to take into account, plus such commission as the sales documents may provide, such price possibly to be rounded up to the nearest whole unit of the currency in which the Net Asset Value of the relevant shares is calculated. Any remuneration to agents active in the placing of the shares shall be paid out of such commission. The price so determined shall be payable not later than seven business days after the date on which the application was accepted or within such shorter delay as the Board of Directors may determine from time to time.

In addition, a dilution levy may be imposed on deals as specified in the sales documents of the Corporation. Such dilution levy should not exceed a certain percentage of the Net Asset Value determined from time to time by the Board of Directors and disclosed in the sales documents of the Corporation. This dilution levy will be calculated taking into account the estimated costs, expenses and potential impact on security prices that may be incurred to meet purchase requests.

The Corporation may reject any subscription in whole or in part, and the Board of Directors may, at any time and from time to time and in their absolute discretion without liability and without notice, discontinue the issue and sale of shares of any class.

The subscription price may, upon approval of the Board of Directors, and subject to all applicable laws and regulations, namely with respect to a special audit report confirming the value of any assets contributed in kind (if legally required), be paid by

contributing to the Corporation assets acceptable to the Board of Directors consistent with the investment policy and investment restrictions of the Corporation. The costs for such subscription in kind, in particular the costs of the special audit report, will be borne by the shareholder requesting the subscription in kind or by a third party, but will not be borne by the Corporation unless the Board of Directors considers that the subscription in kind is in the interests of the Corporation or made to protect the interests of the Corporation, in which case such costs may be borne in all or in part by the Corporation.

**Article twenty-four:**

The accounting year of the Corporation shall begin on the 1<sup>st</sup> January and shall terminate on the 31<sup>st</sup> December of the same year.

The accounts of the Corporation shall be expressed in EUR. When there shall be different classes as provided for in Article 5 hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be translated into EUR and added together for the purpose of the determination of the accounts of the Corporation.

**Article twenty-five:**

The appropriation of the annual results and any other distributions shall be determined by the annual general meeting upon proposal by the Board of Directors.

Any resolution of a general meeting of shareholders deciding on whether or not dividends are declared to the shares of any class or whether any other distributions are made in respect of each class of shares shall, in addition, be subject to a prior vote, at the majority set forth above, of the shareholders of such class.

In addition, the Corporation shall distribute annually, subject to the ratification by the shareholders at the annual general meeting, the totality of the net accrued income (as this term may be defined or interpreted by the relevant tax authorities and in particular in the context of article 19bis, §1, sub-paragraph 3 of the Belgian Income Tax Code 1992) attributable to shares of distribution classes of shares, after deduction of remunerations, commissions and fees.

Interim dividends may, subject to such further conditions as set forth by law, be paid out on the shares of any class of shares out of the assets attributable to such class of shares upon decision of the Board of Directors.

No distribution may be made if as a result thereof the capital of the Corporation became less than the minimum prescribed by law.

The dividends declared will be paid in such currencies at such places and times as shall be determined by the Board of Directors.

Dividends may further, in respect of any class of shares, include an allocation from an equalization account which may be maintained in respect of any such class and which, in such event, will, in respect of such class be credited upon issue of shares

and debited upon redemption of shares, in an amount calculated by reference to the accrued income attributable to such shares.

Upon the creation of a class of shares, the Board of Directors may decide that all shares of such class shall be capitalization shares and that, accordingly, no dividends will be distributed in respect of the shares of such class. The Board of Directors may also decide that there shall be issued, within the same class of shares, two sub-classes where one sub-class is represented by capitalization shares and the second sub-class is represented by dividend shares. No dividends shall be declared in respect of capitalization Shares issued as aforesaid.

**Article twenty-six:**

The Corporation shall enter into a depositary agreement with a bank which shall satisfy the requirements of the Law (the "Depositary"). All securities, cash and other assets of the Corporation are to be held by or to the order of the Depositary who shall assume towards the Corporation and its shareholders the responsibilities provided by law.

In the event of the Depositary desiring to retire, the Directors shall use their best endeavours to find a corporation to act as depositary and upon doing so the Directors shall appoint such corporation to be depositary in place of the retiring Depositary. The Board of Directors may terminate the appointment of the Depositary, but shall not remove the Depositary unless and until a successor custodian shall have been appointed in accordance with this provision to act in the place thereof.

**Article twenty-seven:**

In the event of a dissolution of the Corporation, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each class of shares shall be distributed by the liquidators to the holders of shares of each class in proportion of their holding of shares in such class, either in cash or, upon the prior consent of the shareholder, in kind.

The Board of Directors may, subject to regulatory approval, decide to proceed with the compulsory redemption or to liquidate one class of shares if the net assets of such class fall below an amount determined by the directors from time to time to be the minimum level for such class of shares to be operated in an economically efficient manner, if required in the interest of the shareholders, or if a change in the economic or political situation relating to the class concerned would justify such liquidation. The decision of the compulsory redemption or liquidation will be published (or notified as the case may be) by the Corporation prior to the effective date of the liquidation and the publication will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors otherwise decides in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the class concerned may continue to request redemption or conversion of their shares on the basis of the applicable Net Asset Value, taking into

account the estimated liquidation expenses.

Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the class will be deposited with the Caisse de Consignation on behalf of their beneficiaries.

Mergers of classes and as the case may be mergers of the Corporation with another Luxembourg or foreign collective investment undertaking qualifying as UCITS or class thereof shall be governed by the provisions on mergers of UCITS set forth in the Law. Mergers of a class may be decided by the Board of Directors. The Board of Directors may however also decide to submit the decision for a merger to a meeting of shareholders of the class concerned for which no quorum is required and decisions are taken by the simple majority of the votes cast. In case of a merger of a class where, as a result, the Corporation ceases to exist, the merger needs to be decided by a meeting of shareholders where no quorum is required and that may decide with a simple majority of votes cast. In addition, the provisions on mergers of UCITS set forth in the Law and any implementing regulation (relating in particular to the notification to the Shareholders concerned) shall apply.

Under the same circumstances provided for under this Article, the Board of Directors may also, under the same circumstances as provided above and subject to regulatory approval, decide to reorganise a class of shares by means of a division or split into two or more classes or in another UCITS. Such decision will be published in the same manner as described above and the publication will contain information in relation to the new sub-class.

The Board of Directors may also decide under the same circumstances to consolidate or split the shares of a class of shares.

The Board of Directors may also decide to propose the compulsory redemptions, liquidations or reorganisations described above to a meeting of shareholders of the relevant class(es) for which no quorum is required and resolving at the simple majority of the votes cast, if such decision does not result in the liquidation or dissolution of the Corporation.

Assets which may not be distributed to their beneficiaries upon the close of the liquidation of the class (or sub-class) will be deposited with the Caisse de Consignation on their behalf of the person entitled thereto. If not claimed, they shall be forfeited in accordance with Luxembourg law.

**Article twenty-eight:**

These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg. Any amendment affecting the rights of the holders of shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

**Article twenty-nine:**

All matters not governed by these Articles of Incorporation shall be determined in accordance with the Law, the law of 10 August 1915 on commercial companies, as amended and the law of 6 April 2013 relating to dematerialised securities.

**POUR STATUTS COORDONNES**

**Henri HELLINCKX,**

**Notaire à Luxembourg.**

**Luxembourg, le 8 juillet 2019.**

