

**«BLACKROCK STRATEGIC FUNDS»**

société d'investissement à capital variable (SICAV)

**L-1855 Luxembourg, 49 avenue J.F. Kennedy**

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**AMENDED AND RESTATED ON 24 JANUARY 2014**

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**Article 1:**

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 "**BLACKROCK STRATEGIC FUNDS**" (the "Company").

**Article 2:**

The Company is established for an indefinite period. The Company may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation.

**Article 3:**

The exclusive object of the Company is to place the funds available to it in transferable securities of all types and all other permitted assets such as referred to in article 41 (1) of the law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

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 2010 Law.

**Article 4:**

The registered office of the Company is established in the municipality of Luxembourg, in the Grand-Duchy of Luxembourg. Subsidiaries, branches or other offices may be established either in the Grand-Duchy of Luxembourg or abroad by resolution of the board of directors. The registered office of the Company may be transferred within the municipality of Luxembourg, Grand-Duchy of Luxembourg, by resolution of the board of directors.

In the event that the board of directors determines that extraordinary political, economic or social developments 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, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company.

**Article 5:**

The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Company as defined in article twenty-three hereof.

The minimum capital of the Company shall be not less than the equivalent in US dollars of one million two hundred and fifty thousand Euro (1,250,000.- EUR).

The board of directors is authorised without limitation to issue fully paid shares at any time in accordance with article twenty-four hereof at the net asset value or at the respective net asset value per share determined in accordance with article twenty-three hereof without reserving the existing shareholders a

preferential right to subscription of these shares to be issued. The board of directors may delegate to any duly authorised director or officer of the Company or to any other duly authorised 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 portfolios of assets (hereafter referred to as a "Fund") and the proceeds of the issue of each Fund shall be invested pursuant to article three hereof in securities or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, as the board of directors shall from time to time determine in respect of each Fund.

The board of directors may decide to create within each Fund two or more classes of shares (a "Class" or "Classes") whose assets will be commonly invested pursuant to the specific investment policy of the Fund concerned but where a specific sales and redemption charge structure, hedging policy or other specific feature is applied to each Class. The board of directors may also decide, at any time, to close a particular Class, or, subject to at least 30 days' prior notice to the shareholders of the relevant Class, to merge such Class with another Class of the same Fund.

For the purpose of determining the capital of the Company, the net assets attributable to each Fund shall, if not expressed in US\$, be converted into US\$ and the capital shall be the total net assets of all the Funds.

**Article 6:**

The board of directors may decide to issue shares in bearer or registered form. In respect of bearer shares, certificates will be issued in such denominations as the board of directors shall decide.

If a bearer shareholder requests the exchange of his certificates for certificates in other denominations or the conversion into registered shares, he may be charged the cost of such exchange. In the case of registered shares, where a shareholder does not elect to obtain share certificates, he will receive instead a confirmation of his shareholding. If a registered shareholder desires that more than one share certificate be issued for his shares, the cost of such additional certificates may be charged to such shareholder. Share certificates shall be signed by two directors. Both such signatures may be either manual, or printed, or by facsimile. However, one of such signatures may be by a person delegated to this effect by the board of directors. In such latter case, it shall be manual. The Company may issue temporary share certificates in such form as the board of directors may from time to time determine.

Shares shall be issued only upon acceptance of the subscription and payment of the price as set forth in article twenty-four hereof. The subscriber may, without undue delay, obtain delivery of definitive share certificates.

Shares may also be issued upon acceptance of the subscription against contribution in specie of transferable securities and other assets compatible with the investment policy and the object of the Company.

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered into the register of shareholders. It shall not be entitled to vote but shall be entitled to a corresponding fraction of the dividend. In case of bearer shares, only certificates evidencing full shares will be issued.

Payments of dividends, if any, will be made to shareholders, in respect of registered shares, to such places/accounts as indicated to the Company by the registered shareholders and, in respect of bearer shares, upon presentation of the relevant dividend coupons to the agent or agents appointed by the Company for such purpose.

All issued shares of the Company other than bearer shares shall be inscribed in the register of shareholders, which shall be kept by the Company or by one or more persons designated therefor by the Company and such register shall contain the name of each holder of inscribed shares, his residence or elected domicile so far as notified to the Company, the number and Class held by him and the amount paid in on each such share. Every transfer of a share other than a bearer share shall be entered in the register of shareholders.

Transfer of bearer shares shall be effected by delivery of the relevant bearer share certificates. Transfer of registered shares shall be effected (a) if share certificates have been issued, by inscription of the transfer to be made by the Company upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company, and (b), if no share certificates have been issued, by 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.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the register of shareholders.

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 of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as the Company may determine 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 of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

**Article 7:**

If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, 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 discretion, charge the shareholder for the costs of a duplicate or of a new share certificate and all reasonable expenses undergone by the Company in connection with the issuance and registration thereof, or in connection with the annulment of the old share certificate.

**Article 8:**

The board of directors shall have power to impose such restrictions as it may deem necessary for the purpose of ensuring that no shares in the Company are acquired or held by (a) any person in breach of the law or requirement of any country or governmental authority or (b) any person in circumstances which in the opinion of the board of directors might result in the Company incurring any liability to taxation or suffering any other material disadvantage which the Company might not otherwise have incurred or suffered. In addition to the foregoing, the board of directors may determine to restrict the issue of shares when it is in the interests of a Fund and/or its shareholders to do so, including when any Fund reaches a size that could impact the ability to find suitable investments for that Fund. The board of directors may remove such restriction at its discretion.

More specifically, the Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, and without limitation, by any "U.S. Person", as defined in the Company's then current prospectus. For such purposes the Company may:

- a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registration or transfer would or might result in beneficial ownership of such share being vested in a person who is precluded from holding shares in the Company,
- b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on, the register of shareholders to furnish it with any information, 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 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 owner of shares, 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") upon 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 upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the 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 the shares previously held by him shall be cancelled.
  - 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 per share net asset value of shares in the Company of the relevant Class, determined in accordance with article twenty-three hereof, less a redemption charge and / or contingent deferred sales charge as may be decided from time to time by the board of directors in respect of all redemptions and disclosed in the Company's then current prospectus.

3) Payment of the redemption price will be made to the owner of such shares except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such owner 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 purchase 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) from such bank upon effective surrender of the share certificate or certificates as aforesaid.

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.

**Article 9:**

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

**Article 10:**

The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg as may be specified in the notice of meeting, on the *20 November of each year at 11.00 a.m.* If such day is not a bank business day in Luxembourg, the annual general meeting of shareholders shall be held on the next following bank business day in Luxembourg.

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

Special meetings of the holders of shares of any one Fund or Class or of several Funds or Classes may be convened by the board of directors to decide on any matters relating to such one or more Funds or Classes and/or to a variation of their rights.

**Article 11:**

The quorum and notice period required by Luxembourg law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein. Each share of whatever Class and regardless of the net asset value per share within its Class, 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, by fax or by such other means of communication as the board of directors may accept. Except as otherwise required by Luxembourg law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of those present and voting.

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 participating in a shareholder's meeting by video conference or any other telecommunication methods allowing for their identification shall be deemed present for the purpose of quorum and majority computation. Such telecommunication methods shall satisfy such technical requirements that will enable the effective participation in the meeting and the deliberations of the meeting shall be retransmitted on a continuous basis.

The shareholders are authorised to cast their vote by ballot papers ("formulaires").

Any ballot paper shall be delivered by hand with acknowledgment of receipt, by registered post, by special courier service using an internationally recognised courier company at the registered office of the Company or by fax at the fax number of the registered office of the Company or at such address or fax number as indicated by the Company in the relevant convening notices and / or ballot paper.

Any ballot paper which does not contain the information below is to be considered void and shall be disregarded for quorum purposes:

- Name, address or registered office of the relevant shareholder;

- Total number of shares held by the relevant shareholder and, if applicable, number of shares of each Fund or Class held by the relevant shareholder;
- Agenda of the general meeting;
- Indication by the relevant shareholder, with respect to each of the proposed resolutions, of the number of shares for which the relevant shareholder is abstaining, voting in favour of or against such proposed resolutions;
- Name, title and signature of the relevant shareholder or of the duly authorised representative of the relevant shareholder.

Any ballot paper shall be received by the Company no later than 5.p.m., Luxembourg time, on the Luxembourg Business Day immediately preceding the day of the relevant general meeting of shareholders. Any ballot paper received by the Company after such deadline shall be disregarded for quorum purposes. For purposes of this article, a "Luxembourg Business Day" shall mean a day on which banks in Luxembourg are generally open for business.

A ballot paper shall be deemed to have been received:

- (a) if delivered by hand with acknowledgment of receipt, by registered post or by special courier service using an internationally recognised courier company; at the time of delivery; or
- (b) if delivered by fax, at the time recorded together with the fax number of the receiving fax machine on the transmission receipt.

As long as the share capital is divided into different Funds and shares are of different Classes, the voting rights attached to the shares of any Fund or Class (unless otherwise provided by the terms of issue of the shares of that Fund or Class) may, whether or not the Company is being wound up, be varied with the sanction of a resolution passed at a separate general meeting of the holders of the shares of that Fund or Class by a majority of two-thirds of the votes cast at such separate general meeting. To every such separate meeting the provisions of these articles relating to general meetings shall mutatis mutandis apply, but so that the minimum necessary quorum at every such separate general meeting shall be holders of the shares of the Fund or Class in question present in person or by proxy holding not less than one-half of the issued shares of that Fund or Class (or, if at any re-convened Fund or Class meeting of such holders a quorum as defined above is not present, any one person present holding shares of the Fund or Class in question or his proxy shall be a quorum).

**Article 12:**

Shareholders will meet upon call by the board of directors, pursuant to notice setting forth the agenda sent at least eight days prior to the meeting to each shareholder at the shareholder's address in the register of shareholders.

If bearer shares are issued notice shall, in addition, be published in the Mémorial Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper, and in such other newspaper as the board of directors may decide.

**Article 13:**

The Company shall be managed by a board of directors composed of not less than three members; members of the board of directors need not be shareholders of the Company. A majority of the board of directors shall not comprise persons resident for tax purposes in the United Kingdom.

The directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected, 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 14:**

The board of directors shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It shall 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 any two directors, at the place indicated in the notice of meeting but so that no meeting may take place in the United Kingdom.

The chairman shall preside at all meetings of the board of directors, but in his absence the board of directors may appoint any director as chairman pro tempore by vote of the majority present or represented at any such meeting.

Written notice or notice given by any other communication media 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 any other communication media 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 in writing or by any other communication media another director as his proxy. Directors may also cast their vote in writing, by telefax or by electronic mail. Directors may also attend meetings of the board of directors by means of conference call and video-conference.

The directors may only act at duly convened meetings of the board of directors. Directors may not bind the Company 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 two directors are present or represented at a meeting of the board of directors, or are participating in a video-conference or in a conference call. Decisions shall be taken by majority of the votes of the directors present or represented at such meeting, or participating in the video-conference or conference call. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

The directors acting unanimously by circular resolution may express their consent on one or several separate instruments in writing, or by any other communication media, including by telephone, provided in such latter event that such vote is duly documented in minutes thereof. The date of the decision contemplated by these resolutions shall be the date on which the last director signs.

The board of directors from time to time may appoint the officers of the Company, 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 Company. Any such appointment may be revoked at any time by the board of directors. Officers need not be directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in these articles, shall have the powers and duties given them by the board of directors.

The board of directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the board of directors. The board of directors 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 of directors or not) as it thinks fit.

#### **Article 15:**

The minutes of any meeting of the board of directors shall be signed by the chairman pro tempore who presided at such meeting.

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

#### **Article 16:**

The board of directors is vested with the broadest powers to perform all acts of administration and disposition in the Company's interest. All powers not expressly reserved by Luxembourg law or by the present articles, to the general meeting of shareholders are in the competence of the board of directors. The board of directors shall have the power to act on behalf of the Company in relation to all matters which are not expressly reserved to the shareholders by these articles and shall, without limiting the generality of the foregoing, have the power to determine the corporate and investment policy for the investments relating to each Fund based on the principle of spreading of risks, subject to such investment restrictions as may be imposed by the 2010 Law and by regulations.

The board of directors has, in particular, power to determine the corporate policy. The course of conduct of the management and business affairs of the Company shall not affect such investments or activities as shall fall under such investment restrictions as may be imposed by the 2010 Law or be laid down in the laws and regulations of those countries where the shares are offered for sale to the public or as shall be adopted from time to time by resolution of the board of directors and as shall be described in the Company's then current prospectus relating to the offer of shares.

In the determination and implementation of the investment policy the board of directors may cause the assets of the Company to be invested in transferable securities and money market instruments, units of undertakings for collective investment in transferable securities ("UCITS") authorised according to Directive 2009/65/EC and/or other undertakings for collective investment ("UCIs") within the meaning of article 1, paragraph (2) (a) and (b) of Directive 2009/65/EC, deposits with credit institutions, financial derivative instruments and all other permitted assets such as referred to in Part I of the 2010 Law.

Such assets comprise but are not limited to:

- (a) Transferable securities and money market instruments admitted to official listings on stock exchanges in member states of the European Union ("Member States"),
- (b) Transferable securities and money market instruments dealt in on other regulated markets in Member States, that are operating regularly, are recognised and are open to the public,
- (c) Transferable securities and money market instruments admitted to official listings on stock exchanges in any other country in Eastern and Western Europe, the American continent, Asia, Oceania and Africa,
- (d) Transferable securities and money market instruments dealt in on other regulated markets that are operating regularly, are recognised and open to the public of any other country in Eastern and Western Europe, the American continent, Asia, Oceania and Africa,
- (e) Recently issued transferable securities and money market instruments provided that the terms of the issue include an undertaking that application will be made for admission to the official listing on one of the stock exchanges as specified in a) and c) or regulated markets that are operating regularly, are recognised and open to the public as specified in b) and d) and that such admission is secured within a year of issue,
- (f) Units of UCITS and/or other UCIs within the meaning of article 1 paragraph (2) (a) and (b) of Directive 2009/65/EC, as amended, whether they are situated in a Member State or not, 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 2009/65/EC, 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' net assets (or of the net assets of any sub-fund thereof, provided that the principle of segregation of liabilities of the different compartments is ensured in relation to third parties), whose acquisition is contemplated, can, according to their constitutional documents, be invested in aggregate in units of other UCITS or other UCIs.

A Fund will not invest more than 10% of its net assets into units of UCITS or other UCIs unless otherwise provided for in respect of certain Funds by the Company's then current prospectus.

A Fund can, under the conditions provided for in article 181 paragraph 8 of the 2010 Law, invest in the shares issued by one or several other Funds of the Company.

Notwithstanding the 10% limit referred to above, the Company may also decide, under the conditions provided for in Chapter 9 of the 2010 Law that a Fund ("Feeder") may invest at least 85% of its net assets in units or shares of another UCITS ("Master") authorised according to Directive 2009/65/EC (or a sub-fund of such UCITS);

- (g) 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 a 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;
- (h) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market; and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- the underlying consists of instruments described in sub-paragraphs (a) to (g) above, 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;

(i) money market instruments other than those dealt in on a regulated market, which fall under article 41 (1) a) of the 2010 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 a Member State, the European Central Bank, the European Union 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), (b) or (c) 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 of this article 16 (i) 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 article 1 of Directive 2013/34/EU, 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.

The Company may invest up to a maximum of 20 per cent. of the net assets of any Fund in equity and/or debt securities issued by the same body when the aim of the investment policy of the given Fund is to replicate the composition of a certain equity or debt securities index which is recognised by the CSSF, on the following basis:

– the composition of the index is sufficiently diversified,

– the index represents an adequate benchmark for the market to which it refers,

– it is published in an appropriate manner.

This limit is 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. Investment up to this limit is only permitted for a single issuer.

The Company may invest up to a maximum of 35 per cent. of the net assets of any Fund in transferable securities or money market instruments issued or guaranteed by a Member State, its local authorities, by a non-Member State or by public international bodies to which one or more Member States belong.

The Company may invest up to 100 per cent. of the net assets of any Fund, in accordance with the principle of risk spreading, in different transferable securities and money market instruments issued or guaranteed by a 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 (i) such securities are part of at least six different issues, and (ii) securities from any one issue do not account for more than 30 per cent of the net assets of such Fund.

#### **Article 17:**

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 are interested in, or are directors, associates, officers or employees of such other company or firm. Any director, associate or officer of the Company who serves as a director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have any personal interest in any transaction of the Company, except if such transaction is concluded in the ordinary course of business and on market terms, such director or officer shall make known to the board of directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving BlackRock, Inc. or any subsidiary thereof or holding



company thereof or any subsidiary of any holding company thereof, or such other company or entity as may from time to time be determined by the board of directors in their absolute discretion.

**Article 18:**

The Company may indemnify any director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at his request, of any other company of which the Company 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, 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.

**Article 19:**

The Company will be bound by the joint signature of any two directors or officers to whom authority has been delegated by the board of directors or in any other way determined by a resolution of the board of directors.

**Article 20:**

The Company shall appoint an authorised auditor who shall carry out the duties prescribed by the 2010 Law. The auditor shall be elected by the general meeting of shareholders and shall hold office until his successor is elected.

**Article 21:**

As is more specifically prescribed hereinbelow, the Company has the power to redeem its own shares at any time within the limitations set forth by the 2010 Law.

Any shareholder may at any time request the redemption of all or part of his shares by the Company. The redemption price shall be paid not later than 8 business days in Luxembourg after the date on which the applicable net asset value was determined or after the date on which the share certificates have been received by the Company, if later, and shall be equal to the net asset value for the relevant Class as determined in accordance with the provisions of article twenty-three hereof less such sum as the board of directors may consider an appropriate provision for dealing expenses and fiscal charges, the resulting amount to be rounded down as the board of directors may decide and less a redemption charge and / or contingent deferred sales charge prevailing at the date on which the redemption is effected, as may be decided by the board of directors from time to time and as disclosed in the Company's then current prospectus. Any such request must be filed by such shareholder in written form at the registered office of the Company in Luxembourg or with any other person or entity appointed by the Company as its agent for redemption of shares. The certificate or certificates for such shares in proper form and accompanied by proper evidence of transfer or assignment must be received by the Company or its agent appointed for that purpose before the redemption price may be paid.

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

Any shareholder may request conversion of whole or part of his shares of a Class into shares of another Class of the same or of another Fund at the respective net asset values of the shares of the relevant Class, provided that the board of directors may impose such restrictions on conversion as it shall determine, and may make conversion subject to payment of such charge as it shall determine.

If a redemption or conversion of shares would reduce the value of the holdings of a single shareholder of one Class below such number of shares or value as the board of directors shall determine from time to time, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such Class.

The Company will not be bound to redeem or convert any shares of a Fund on any one Valuation Date if there are redemption or outgoing conversion orders that day for all Classes of that Fund with an aggregate value of 10% of the approximate value of that Fund and the Company may defer redemptions and conversions in exceptional circumstances as described in the Company's then current prospectus that may, in the opinion of the board of directors, adversely affect the interests of holders of any Class or Classes of that Fund.

Any request for redemption shall be irrevocable except in the event of suspension of redemptions as aforesaid and in the event of suspension of redemption pursuant to article twenty-two hereof. In the absence of revocation, redemption will occur, in the event of reduction, as aforesaid, and in the event of suspension under article twenty-two hereof, as of the first Valuation Date after such reduction or after the end of the suspension.

Notwithstanding the foregoing, if in exceptional circumstances the liquidity of any particular Fund is not sufficient to enable payment or redemption to be made within the stated settlement period, such payment will be made as soon as reasonably practicable thereafter, but without interest.

The board of directors may decide from time to time that redemption or conversion requests per shareholder must be for such minimum amount as disclosed in the Company's then current prospectus. The board of directors may decide from time to time that, if a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder or shares of one Class below such amount as the board of directors shall determine from time to time, then such shareholder shall be deemed to have requested the redemption or conversion of all its shares of such Class.

If the redemption proceeds payable to a single shareholder exceed 500,000 US Dollars the board of directors may defer the despatch or transfer as the case may be of all or part of such amount to a date not later than the seventh Business Day after the date on which it would otherwise have been payable in accordance with the provisions of the Company's then current prospectus.

The board of directors may extend the period for payment of the redemption proceeds to such period not exceeding 45 bank business days after the redemption date, as may be required by settlement and other constraints prevailing in the financial markets of countries in which a substantial part of the assets attributable to a particular Fund shall be invested and this exclusively with respect to those Funds the specific investment objectives and policies of which provide for investments in securities of issuers in developing countries.

At the shareholder's request, the Company may elect to make an in specie payment, having due regard to all applicable laws and regulations and to the interest of all shareholders. In the case of an in specie distribution, the auditor of the Company shall deliver an audit report at the shareholder's cost in accordance with applicable laws.

**Article 22:**

For the purpose of determining the issue and redemption price per share, the net asset value of shares in the Company shall be determined as to the shares of each Class by the Company from time to time, but in no instance less than twice monthly, as the board of directors may direct (every such day or time for determination of net asset value being referred to herein as a "Valuation Date"), provided that in any case where any Valuation Date would fall on a day observed as a legal holiday by banks and by the stock exchange in Luxembourg, such Valuation Date shall then be the next bank and stock exchange business day following such holiday.

The Company may suspend the determination of the net asset value of shares of any particular Fund and the issue, redemption (including conversion) of shares of such Fund from its shareholders:

- a) during the closure (otherwise than for ordinary holidays) of or suspension or restriction of trading on any stock exchange or market on which are quoted a substantial proportion of the investments held in that Fund;
- b) during the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Company attributable to such Fund would be impracticable;
- c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments of such Fund or the current price or values on any stock exchange or other market;
- d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of such shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the board of directors be effected at normal rates of exchange;
- e) during any period when the net asset value per share of any subsidiary of the Company may not be accurately determined;
- f) where notice has been given or a resolution passed for the closure of a Fund in accordance with article 28 hereof;
- g) in respect of a suspension of the issuing of shares only, any period when notice of winding up of the Company as a whole has been given;
- h) following a decision to merge a Fund or the Company, if justified with a view to protecting the interest of shareholders;
- i) in case a Fund is a Feeder of another UCITS (or a sub-fund thereof), if the net asset value calculation of the Master UCITS (or the sub-fund thereof) is suspended.

Any such suspension shall be published, if appropriate, by the Company and shall be notified to shareholders requesting redemption or conversion of their shares by the Company at the time of the filing of the written request for such redemption as specified in article twenty-one hereof.

Such suspension as to any Fund shall have no effect on the calculation of the net asset value, the issue, redemption and conversion of the shares of any other Fund.

**Article 23:**

The net asset value of shares of each Fund and Class in the Company shall be expressed in the currency of the relevant Fund and Class and in such other currency as the board of directors shall from time to time determine as a per share figure and shall be determined in respect of any Valuation Date by dividing the net assets of the Company corresponding to each Fund and Class, being the value of the assets of the Company corresponding to such Fund and Class less the liabilities attributable to such Fund and Class, by the number of shares of the relevant Fund and Class then outstanding and shall be rounded up or down to the nearest whole second decimal, with half a decimal being rounded up. If since the last Valuation Date there has been a material change in the quotations on the markets on which a substantial portion of the investments of the Company attributable to a particular Fund are dealt or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation, provided that in such case all subscriptions, conversions and redemptions to be effected on the basis of the first valuation must be made on the basis of such second valuation.

The valuation of the net asset value of the different Funds and Classes shall be made in the following manner:

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

- a) all cash on hand 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) except those receivable from a subsidiary of the Company;
- c) all bonds, time notes, shares, stock, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company;
- d) all stock, stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company (provided that the Company 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 Company except to the extent that the same is included or reflected in the principal amount of such security;
- f) the preliminary expenses of the Company insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Company, and
- g) all other assets of every kind and nature, including prepaid expenses.

The value of such assets shall be determined as follows:

- i) the value of cash in hand or on deposit, of bills payable on demand and of any amount due, of prepaid expenses, of dividends and interest declared or due but not yet collected, shall be equal to the respective nominal value or amount, except if it appears unlikely that such nominal value or amount may be obtained, in which case the value shall be determined by deducting a certain amount which appears adequate to the board of directors for the purpose of reflecting the true value of these assets;
- ii) the value of all securities and other assets not within paragraph A) forming any particular Fund's portfolio shall be determined by last known prices upon close of the exchange on which those securities or assets are traded or admitted for trading. For securities traded on markets closing after the time of valuation, last known prices as of this time or such other time may be used. In certain circumstances disclosed in the Company's then current prospectus, the board of directors may use bid or offer prices. The value of any securities or assets traded on any other regulated market shall be determined in the same way. Where such securities or other assets are quoted or dealt in on or by more than one stock exchange or regulated markets the board of directors may in their discretion select one of such stock exchanges or regulated markets for such purposes;
- iii) Shares or units in investment funds managed by the Company's management company or any of its associates shall be valued using prices based on the current day's net asset value where these are calculated and available prior to the valuation point. Where the net asset value is calculated after the valuation point, or the current day's net asset value is not available, the latest available published price will be used. If bid and offer prices are published, the mid of the bid price and discounted offer price will be used (the "mid-price"). For these purposes, the discounted offer price is the offer price less any discounted

sales charge. Shares or units in other investment funds shall be valued at the last published net asset value or (if bid and offer prices are published) the mid-price.

iv) securities not traded on or admitted to any official stock exchange or any regulated market, and securities so traded or admitted the last known price of which is not considered to reflect their true value, will be valued by the board of directors with prudence and good faith on the basis of their expected disposal or acquisition price (as appropriate);

v) subject to what is said above, if on the date of the valuation cash or other assets belonging to the Company have been or are being disposed of, the amounts so to be obtained by the Company shall be included in the Company's assets, in lieu thereof; if however the value of such assets is not yet precisely known, it shall be appraised by the board of directors with prudence and in good faith;

vi) if in any case a particular value is not ascertainable as above provided or if the board of directors shall consider that some other method of valuation more accurately reflects the fair value of the relevant security or other asset for the purpose concerned, then in such case the method of valuation of the relevant security or other asset shall be such as the board of directors in their absolute discretion shall decide.

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

a) all loans, bills and accounts payable, except those payable to any subsidiary;

b) all accrued or payable administrative expenses (including investment management 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 Company where the Valuation Date 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 Date, as determined from time to time by the Company, and other reserves if any authorised and approved by the board of directors and

e) all other liabilities of the Company of whatsoever kind and nature.

In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees and expenses payable to its investment advisers or investment managers, accountants, custodian, domiciliary, registrar and transfer agents, any paying agents and permanent representatives in places of registration, any other agent employed by the Company, fees for legal or auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda, registration statements, or annual and semi-annual reports, stock exchange listing costs and the costs of obtaining any registration with an authorisation from governmental authorities and all other operating expenses including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature and an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. The board of directors shall establish a pool of assets for each Fund in the following manner:

a) the proceeds from the issue of shares of each Fund shall be applied in the books of the Company to Fund established for that Class, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Fund 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 Fund as the assets from which it was derived and on each valuation of an asset, the increase or decrease in value shall be applied to the relevant Fund;

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

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Fund, such asset or liability shall be allocated to all the Funds pro rata to the net asset values of the relevant Fund provided that the board of directors may reallocate any asset or liability previously allocated by them if in their opinion circumstances so require; and the board of directors may in the books of the Company appropriate an asset or liability from one Fund to another if for any reason (including, but not limited to, a creditor proceeding against certain assets of the Company) an asset or a liability would but for such appropriation not have been borne wholly or partly in the manner determined by the board of directors under this article; provided that the liabilities shall be segregated on a Fund by Fund basis with third party creditors having recourse only to the assets of the Fund concerned;

e) upon the payment, or the occurrence of the record date, if determined, for payment, of dividends to the holders of any Fund, the net asset value of such Fund, shall be reduced by the amount of such dividends.  
D. For the purposes of this article:

a) shares of the Company to be redeemed under article twenty-one hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Date referred to in this article, 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 the Company expressed in currencies other than the US\$, 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 and

c) effect shall be given on any Valuation Date to any purchases or sales of securities contracted for by the Company on such Valuation Date, to the extent practicable.

**Article 24:**

Whenever the Company 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 Fund and Class plus such commission as the sale documents may provide plus such sum as the board of directors may consider an appropriate provision for dealing expenses and fiscal charges, such price to be rounded up as the board of directors may decide from time to time. 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 applicable net asset value was determined.

The issue price may, upon approval of the board of directors, and subject to all applicable laws, namely with respect to a special audit report prepared by the auditor of the Company at the investor's cost confirming the value of any assets contributed in specie, be paid by contributing to the relevant Fund securities acceptable to the board, consistent with the investment policy and investment restrictions of such Fund.

**Article 25:**

The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the 2010 Law (the "Custodian"). All securities and cash of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its shareholders the responsibilities provided by the 2010 Law.

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

**Article 26:**

The accounting year of the Company shall begin on the first of June of each year and shall terminate on the thirty-first of May of the following year. The accounts of the Company shall be expressed in US\$ When there shall be different Funds as provided for in article five hereof, and if the accounts within such Funds are expressed in different currencies, such accounts shall be translated into US\$ and added together for the purpose of the determination of the accounts of the Company.

**Article 27:**

The appropriation of the annual results and any other distributions shall be determined by the annual general meeting of shareholders upon proposal by the board of directors provided that any resolution of a general meeting of shareholders deciding on whether or not dividends are to be declared to the shares or other distributions of any Class shall be subject to a sole vote of the shareholders of the relevant Class. Dividends shall be paid in US\$ or such other currency in which the net asset value of the shares of any Class is expressed.

Interim dividends may be paid out upon decision of the board of directors.

The Company may operate such income equalisation arrangements in relation to all or any of the Classes as the board of directors may think fit with a view to ensuring that the level of dividends payable on the relevant Class is not affected by the issue or redemption of shares of the relevant Class during an accounting period.

No distribution may be made if after declaration of such distribution the Company's capital is less than the minimum capital imposed by the 2010 Law. No dividends shall be declared in respect of accumulation shares.

**Article 28:**

In the event of a dissolution of the Company 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 shall be distributed by the liquidators to the holders of shares of each Class in proportion of their holding of shares in such Class.

If at any time the aggregate net asset value of the Company shall be less than US\$100,000,000, the Company may, by notice to all holders of shares, redeem on the dealing day next following the expiry of the notice all (but not some) of the shares not redeemed.

If for any reason the net asset value of any Fund is lower than US\$50 million or if the board of directors deem it appropriate because it is in the interest of the shareholders or because of changes in the economic or political situation affecting the relevant Fund the board of directors may terminate the Fund by redeeming all (but not some) of the shares of that Fund on the next dealing day following the expiry of such period of notice.

The termination of a Fund by way of a compulsory redemption of all shares for reasons other than those outlined in the preceding paragraph, may be effected only upon the prior approval of such termination, by the shareholders of the Fund concerned at a duly convened meeting or meetings which may be validly held without quorum of presence and may decide by a simple majority of the votes cast.

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

The redemption price of shares of any Fund which is to be terminated pursuant to the above provisions shall, as from the date on which notice or approval is given (as the case may be), reflect the anticipated realisation and liquidation costs of such termination, and no redemption charge may be made in respect of any such redemption.

The board of directors shall have the power, in accordance with the provisions of the 2010 Law, to merge a Fund, either as absorbing or as absorbed Fund, with another Fund of the Company or with another UCITS (or sub-fund thereof) (whether established in Luxembourg or another Member State and whether incorporated as a company or as a contractual type fund). The Company shall send a notice to the shareholders of the relevant Funds in accordance with the provisions of CSSF Regulation 10-5 as such regulation may be amended or replaced from time to time. Every shareholder of the relevant Funds shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost (other than the cost of disinvestment) during a period of at least 30 days before the effective date of the merger, it being understood that the effective date of the merger takes place within five business days after the expiry of such notice period.

A merger having as effect that the Company as a whole will cease to exist must be decided by the shareholders of the Company before a notary. No quorum is required and the decision shall be taken at a simple majority of the shareholders present or represented and voting.

**Article 29:**

These articles of incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and majority requirements provided by Luxembourg law. Any amendment affecting the rights of the holders of shares of any Fund or Class vis-à-vis those of any other Fund or Class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant Fund or Class.

**Article 30:**

All matters not governed by these articles of incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and the 2010 Law. All references throughout these articles of incorporation to laws and directives and to articles of those laws and directives shall include references to amendments or replacements of such laws and directives and their respective articles.