

**UBAM CONVERTIBLES**  
OPEN-ENDED MUTUAL INVESTMENT FUND  
SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE  
127 avenue des Champs Elysées - 75008 Paris  
424.316.750 R.C.S. PARIS

## ARTICLES OF ASSOCIATION

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### TITLE I

#### STRUCTURE – PURPOSE - NAME - REGISTERED OFFICE – DURATION OF THE COMPANY

##### **Article 1 - Structure**

There is formed between the holders of the shares created below and those that will be created subsequently an Open-Ended Mutual Investment Company (SICAV) governed in particular by the provisions of the French Commercial Code relating to commercial companies (Book II – Title II – Chapters V), of the Monetary and Financial Code (Book II – Title I – Chapter IV – section I – sub-section I), their implementing texts, the subsequent texts and by these Articles of Association.

The SICAV comprises several sub-funds. Each sub-fund issues one or more categories of shares representing the assets of the SICAV which are allocated to it.

##### **Article 2 - Purpose**

The purpose of the company is to establish and manage a portfolio of financial instruments and deposits.

##### **Article 3 - Name**

The name of the Company is: UBAM CONVERTIBLES followed by the words "Société d'Investissement à Capital Variable", optionally accompanied by the word "SICAV".

##### **Article 4 – Registered office**

The Registered Office is established at 127 avenue des Champs Elysées - 75008 Paris.

##### **Article 5 - Duration**

The duration of the company is 99 years from the date on which it is enrolled on the Trade and Companies' Register, unless it is wound up early or its duration is extended as provided for in these Articles of Association.

### TITLE II

#### CAPITAL – CHANGES OF CAPITAL – SHARE CHARACTERISTICS

##### **Article 6 – Share capital**

For the UBAM Convertibles Europe sub-fund:

The initial capital of the SICAV amounts to the sum of 26,220,313.39 euros divided into 26,380 shares with a face value of 993.94 euros and each entirely paid-up and in the same category.

It has been established by contributions in kind consisting of the total net assets of the Fond Commun de Placement (mutual fund), UBAM CONVERTIBLES EUROPE as determined at the date of the transaction. This contribution was valued under the supervision of an auditor in accordance with article 4 para. 2 of Law n° 88-1201 of December 23, 1988. This initial capital is at least equal to the minimum required by the regulations currently in force.

The first UBAM Convertibles Europe sub-fund was established by the capital of the SICAV on the 22 September 2008.

For the UBAM Convertibles Euro 10-40 sub-fund:

There are 10 050 shares of a nominal value of €1000.00 each, all fully paid up in the same category representing initial assets amounting to €10 050 000 on the 22 september 2008.

For the UBAM Convertibles Global sub-fund:

There are 301 shares of a nominal value of €1000 each, all fully paid up in the same category representing initial assets amounting to €301 000 on the 30 november 2012.

For the UBAM Convertibles Global 10-40 sub-fund ((ex UBAM Convertibles 10-40 Opportunités):

There are 300 shares of a nominal value of €1000 each, all fully paid up in the same category representing initial assets amounting to €300 000 on the 9<sup>th</sup> of October 2014.

Categories of shares:

The characteristics of the various categories of shares and their conditions of access are specified in the Prospectus of the fund.

The various categories of shares may:

- benefit from different systems of income distribution (distribution or accumulation)
- be denominated in different currencies
- carry different management fees
- carry different subscription and redemption fees
- have a different nominal value
- be matched with a partial or total hedging against exchange rate risk which is defined in the prospectus. This hedging is accomplished using financial instruments and reduces to a minimum the impact of hedging transactions on the other share categories of the fund;
- be reserved to one or more marketing networks.

The shares of the SICAV may be split or reverse split on the decision of the Board of Directors and following approval by an extraordinary general meeting.

Upon a decision by the Board of Directors, shares may be divided into tenths, hundredths, thousandths or ten thousandths, which are referred to as fractions of a share.

The provisions of the articles of association governing the issue and redemption of shares are applicable to fractions of shares, whose value will always be proportional to that of the share which they represent. All the other provisions of the articles relating to shares apply to fractions of shares without it being necessary to specify this, except when other arrangements are made.

## **Article 7 – Changes in capital**

The amount of the capital is liable to alteration as a result of the issuance by the company of new shares and of capital reductions following the redemption of shares from the company by shareholders who so request.

## **Article 8 – Issue and redemption of shares**

Shares and units of the UCITS are issued at any time at the request of the shareholders on the basis of the net asset value plus, if applicable, the subscription fees.

Redemptions and subscriptions are made under the conditions and according to the modalities defined in the prospectus.

Any subscription of new shares must, in order to be valid, be fully paid-up and the shares issued must enjoy the same rights as the shares existing on the day of issue.

Pursuant to Article L.214-7-4 of the Monetary and Financial Code, the redemption of the company's shares, as well as the issuance of new shares, may be provisionally suspended by the Board of Directors when exceptional circumstances so require and if it is in the shareholders' interests.

When the net assets of the sub-fund are lower than the amount set by the regulations, no redemption of shares may be carried out from the sub-fund concerned.

The SICAV may have minimum subscription conditions according to the modalities defined in the prospectus.

## **Article 9 – Calculation of the net asset value**

The net asset value of a share is calculated taking into account the valuation rules stated in the prospectus.

In addition, an indicative instantaneous net asset value will be calculated by Euronext if the share is officially listed.

Contributions in kind may comprise only shares, securities or contracts allowed to make up the assets of the UCITS; they are valued in accordance with the valuation rules applicable to the calculation of the net asset value.

#### **Article 10 - Form of shares**

The shares may take the form of bearer or registered shares, at the subscribers' option.

Pursuant to Article L.214-4 of the Monetary and Financial Code, it is compulsory for the securities issued to be entered in a register held by the issuer or an authorised intermediary, as applicable.

The shareholders' rights will be represented by an entry in the register in their name:

- with the intermediary of their choice for bearer shares,
- with the issuer and, if they so wish, with the intermediary of their choice for registered shares.

The company may request at any time from EUROCLEAR France, in return for remuneration payable by the company, the name, nationality and address of the shareholders of the SICAV as well as the quantity of shares held by each of them, in accordance with article L.211-5 of the Monetary and Financial Code.

#### **Article 11 - Listing**

The shares may be officially listed according to the regulations currently in force.

In this case the SICAV must establish a system enabling it to ensure that the price of its share does not deviate significantly from its net asset value.

#### **Article 12 – Rights and obligations attached to the shares**

Each share entitles its holder to a share of ownership of the company's assets and to a share of its profits which is proportional to the fraction of the capital that it represents.

The rights and obligations attached to the share follow the security, whoever its owner may be.

Whenever it is necessary to own a particular number of shares to exercise any form of right and in particular, in the event of exchange or grouping, the owners of isolated shares or of a number lower than that required, may only exercise these rights on condition that they themselves take the necessary steps to group them and, if necessary, to purchase or sell the necessary shares.

#### **Article 13 – Indivisibility of shares**

All the joint holders of a share or the rightful beneficiaries must be represented in dealings with the company by one and the same person appointed by agreement among themselves or, failing this, by the president of the Commercial Court of the place in which the registered office is located.

In the event that the Board opts to split the shares, the owners of fractions of shares may amalgamate them. In this case they must be represented, under the conditions laid down in the previous paragraph, by one and the same person, who shall exercise for each group the rights attached to the ownership of a whole share.

### **TITRE III**

#### **ADMINISTRATION AND MANAGEMENT OF THE COMPANY**

##### **Article 14 - Administration**

The company is administered by a Board of Directors consisting of a minimum of three and a maximum of eighteen members, appointed by the annual general meeting.

The directors are appointed or re-appointed to their office by the ordinary general meeting of shareholders.

The directors may be physical persons or corporate entities. The latter must, when they are appointed, name a permanent representative who is subject to the same conditions and obligations and who bears the same civil and criminal liabilities as if he/she were a member of the Board of Directors in his/her own name, without prejudice to the liability of the corporate entity which he/she represents.

This office of permanent representative is awarded for the duration of the office of the corporate entity which he/she represents. If the corporate entity revokes the mandate of its representative, it is required to notify this revocation and the identity of its new permanent representative to the SICAV without delay by registered letter. The same applies in the event of death, resignation or extended incapacity of the permanent representative.

#### **Article 15 - Term of office of the directors - Renewal of the Board**

Subject to the provisions of the last paragraph of the present article, the directors' term of office is a maximum of three years for the founding directors and six years for the subsequently appointed directors, each year being taken to mean the interval between two consecutive annual general meetings.

If one or more directors' seats becomes vacant between two general meetings, as a result of death or resignation, the Board of Directors may make provisional appointments.

A director appointed provisionally by the Board to replace another director shall only remain in office for the remainder of his/her predecessor's term of office. His/her appointment is subject to ratification by the next general meeting.

The directors may stand for re-election. They may be dismissed at any time by an ordinary general meeting.

The office of each member of the Board of Directors terminates at the end of the ordinary general meeting of shareholders that approved the accounts of the last financial year and that is held in the year during which his/her term of office expires; it is understood that, if the meeting is not held in the course of this year, said office of the director concerned shall end on December 31 of the same year, subject to the exceptions stated below.

Any director may be appointed for a term of less than six years when this is necessary to ensure that the renewal of the Board remains as regular as possible and complete in each six-year period. This will be the case in particular if the number of directors is increased or reduced and if the regularity of renewal is affected as a result thereof.

When the number of directors falls to below the legal minimum, the remaining director or directors must immediately convene an ordinary general meeting of shareholders in order to bring the Board up to its full complement.

#### **Article 16 – Officers of the Board**

The Board of Directors shall elect from among its members, for the term that it will specify, but without this term being able to exceed that of its directors' term of office, a chairperson who must be an individual person.

The chairperson of the Board of Directors organises and supervises the latter's work, on which he/she reports to the general meeting. He/she ensures that all parts of the company function smoothly and in particular that the directors are able to discharge their duties.

If the Board deems it necessary, it may also appoint a vice-chairperson and may also appoint a company secretary, who may be a non-member of the Board.

If the chairperson is absent or unable to attend, the Board meeting shall be chaired by the vice-chairperson acting as chief executive officer, or by the most senior vice-chairperson. Failing this, the Board shall appoint the chairperson of the meeting from among its members.

#### **Article 17 – Board meetings and resolutions**

The Board of Directors shall meet when convened by the chairperson as often as the company's interests require, either at the registered office or at any other venue indicated in the notice of meeting.

When it has not met for more than two months, no less than one third of its members may request the chairperson to convene a Board meeting with a prearranged agenda. The chief executive may also ask the chairperson to convene the Board of Directors with a prearranged agenda. The chairperson is bound by these requests.

Notices of meetings are issued at least three days in advance by letter, telegram or telex. But they may also be verbal and without notice.

The presence of at least half the members is necessary for the Board to deliberate validly. Decisions are taken by a majority of the votes of the members present or represented.

Each director has one vote. In the event of a tie, the chairperson of the meeting shall have the casting vote.

**Article 18 - Minutes**

The minutes shall be drawn up and copies or extracts of the resolutions shall be delivered to those concerned and certified in accordance with the law.

**Article 19 – Powers of the Board of Directors**

The Board of Directors carries out the management of the company's business and ensures that management decisions are implemented. Within the scope of the company's purpose and subject to the powers expressly assigned by law to meetings of shareholders, it shall deal with any matter concerning the proper operation of the company and shall settle the business concerning the latter by its resolutions.

The Board of Directors shall conduct such checks and scrutiny that it deems advisable.

The General Management of the company is charged with communicating all necessary documents or information necessary to the Directors to enable them to carry out their duties.

**Article 20 – General Management**

The General Management of the company is carried out under his/her responsibility either by the chairperson of the Board of Directors or by another natural person appointed by the Board of Directors and bearing the title of chief executive.

The choice between the two methods of carrying out general management is made under the conditions laid down by the present Articles of Association by the Board of Directors for a duration ending upon expiry of the term of office of the current chairperson of the Board of Directors. Shareholders and third parties will be informed of this choice under the conditions defined by the provisions of the legislation and regulations currently in force.

Depending on the choice made by the Board of Directors in accordance with the provisions defined above, general management shall be performed either by the chairperson or by a chief executive. When the Board of Directors chooses a separation between the duties of chairperson and chief executive, it shall proceed to appoint the chief executive officer and fix the duration of his/her term of office.

When the general management of the company is performed by the chairperson of the Board of Directors, the following provisions relating to the chief executive officer shall apply to said chairperson.

Subject to the powers that the law explicitly assigns to shareholders' meetings and to the powers which it reserves especially for the Board of Directors, and within the scope of the company's purpose, the chief executive shall be vested with the widest powers to act under all circumstances on behalf of the company. He/she shall represent the company in its dealings with third parties.

The chief executive may bestow any partial delegations of his/her powers on any person of his/her choice.

The chief executive may be dismissed at any time by the Board of Directors.

On a proposal from the chief executive, the Board of Directors may appoint up to five individual persons with the title of deputy chief executive to assist the chief executive.

The deputy chief executives may be dismissed at any time by the Board on a proposal from the chief executive.

In agreement with the chief executive, the Board of Directors shall determine the scope and duration of the powers conferred upon the deputy chief executives.

These powers may include the power of partial delegation. In the event that the chief executive should give up his/her position or be prevented from discharging his/her duties, they shall retain their duties and powers until the new chief executive is appointed unless a decision to the contrary is taken by the Board.

The deputy chief executives shall have the same powers vis-a-vis third parties as the chief executive.

The ordinary or extraordinary general meeting may appoint within the SICAV one or more non-voting board members who may or may not be chosen from among the shareholders and who may not be more than 10 in number. Their term of office shall be six years. It shall terminate at the end of the ordinary general meeting that approved the accounts of the last financial year which is held in the year during which the non-voting board members' term of office expires.

The non-voting board members may be re-elected indefinitely and dismissed at any time by a decision of the general meeting.

In the event of death or resignation or cessation of their duties for any other reason of one or more non-voting board members, the Board of Directors may co-opt their successor(s). This provisional appointment is subject to ratification at the next general meeting.

The non-voting board members are convened to the Board of Directors' meetings and take part in the resolutions in an advisory capacity, but without their absence being able to impair the validity of the resolutions.

**Article 21 – The Board’s allowances and remunerations**

By way of remuneration for their work, the general meeting may award the directors a fixed annual sum in respect of attendance allowances, the amount of which is entered in the company’s general expenses and which is distributed at the Board’s discretion among its members.

The remuneration of the chairperson of the Board of Directors, that of the chief executive and that of the deputy chief executive or executives are determined by the Board, as are the non-voting board members’ fees.

**Article 22 – Custodian bank**

The Custodian bank is appointed by the Board of Directors.

The custodian carries out those duties incumbent upon it in accordance with the applicable laws and regulations as well as those which have been assigned to it contractually by the management company. It must in particular ensure that the decisions of the management company are in compliance with regulatory requirements and shall take such measures as it deems necessary in this regard. In the event of a dispute with the management company it shall inform the Autorité des Marchés Financières accordingly.

**Article 23 – The Prospectus**

The Board of Directors of the SICAV, or the management company delegated for its management has full powers to make any changes thereto, if necessary, in order to ensure efficient management of the company, in compliance with the provisions of the legislation and regulations specific to SICAVs.

**TITLE IV****AUDITOR****Article 24 - Appointment - Powers - Remuneration**

The auditor is appointed for six financial years by the Board of Directors with the approval of the Autorité des Marchés Financiers, from among the persons authorised to discharge these duties in commercial companies.

It certifies the veracity and regulatory conformance of the accounts.  
The statutory auditor may be re-appointed.

The auditor is required to notify as soon as possible the Autorité des Marchés Financières of any fact or decision concerning the Fund which comes to its knowledge during the exercise of its functions which:

- 1° Constitutes a violation of the legal or regulatory provisions applicable to the fund and which liable to have significant effects on the financial situation, the earnings or the assets of the fund;
- 2° Undermines the conditions or continuity of its operations
- 3° Leads to the loss of reserves or a refusal to certify the accounts.

Asset valuations and the determination of the exchange ratios in conversion, mergers or demergers are carried out under the auditor’s supervision.

The statutory auditor assesses any contribution in kind under its responsibility.  
It checks the accuracy of the composition of the assets and any other information prior to publication.

The auditor’s fees are set by mutual agreement between the latter and the Board of Directors of the SICAV in view of a programme of work specifying the tasks deemed necessary.

The auditor shall certify the situations that are used as a basis for the distribution of advance payments.

A deputy auditor shall be appointed; he/she is required to replace the established auditor if the latter should be prevented from carrying out his/her duties, or in the event of refusal to do so, resignation or death.

**TITRE V****GENERAL MEETINGS****Article 25 – General meetings**

General meetings are convened and held under the conditions laid down by law.

The annual general meeting, which must approve the company's financial statements, is required to meet within four months of the end of the financial year.

The meetings shall take place either at the registered office or at another venue specified in the notice of meeting.

Any shareholder may participate in the meetings, either in person or through a proxy, after having proved his/her identity and ownership of his/her shares, in the form of an accounting record of his/her shares on the third working day preceding the meeting at zero hours, Paris time, either in the records of registered shares or in the records of bearer shares kept by the authorised intermediary. This entry must be ascertained by a participation certificate issued by the authorised intermediary and annexed to the postal voting form or proxy voting form or, on request, by an admission card drawn up in the shareholder's name.

A shareholder may be represented according to the provisions in article L.225-106 of the commercial code.

A shareholder may also vote by correspondence by means of a form which he/she may receive according to the conditions indicated in the notice of meeting and the regulations currently in force.

Meetings are chaired by the chairperson of the Board of Directors or, in his/her absence, by a vice-chairperson or by a director appointed for this purpose by the Board. Failing this, the meeting shall itself elect its chairperson.

The minutes of meetings are drawn up and the copies thereof are certified and issued according to the law.

**TITLE VI****ANNUAL FINANCIAL STATEMENTS****Article 26 – Financial year**

The financial year begins on the day after the last trading day of the Paris stock exchange in the month of December and ends on the last trading day of the Paris stock exchange in the same month of the following year.

However, exceptionally the first financial year will include all transactions carried out from the date of establishment until December 31, 1999.

**Article 27 – Allocation of distributable income**

The Board of Directors determines the net profit of the financial year which, in accordance with the provisions of the law, is equal to the amount of interest, arrears on bonuses and lots, dividends, directors fees and all the other proceeds relating to the shares that make up the portfolio of each sub-fund, plus the proceeds of the sums currently available and less the amount of the management expenses, borrowing costs and any allocations to write-downs.

The sums available for distribution are made up of:

- 1° The net result of the financial year plus the balances carried over and plus or minus the balance of prepayments;
- 2° Realised gains (net of fees) minus the realised losses (net of fees) accrued during the financial year, plus net gains of the same nature generated in previous financial years that were not distributed or capitalised and plus or minus the gains' balance of prepayments.

The sums mentioned in 1° and 2° above may be distributed, either fully or partially, independently of each other.

The exact procedures regarding allocation of distributable income are defined in the prospectus.

**TITRE VII****EXTENSION – WINDING UP - LIQUIDATION****Article 28 – Extension or early winding-up**

The Board of Directors may, at any time and for any reason whatsoever, propose to an extraordinary meeting the extension or early winding up or liquidation of the SICAV.

The issue of new shares and the redemption by the SICAV of shares from shareholders who so request shall cease on the day of publication of the notice of the general meeting at which the early winding up and liquidation of the company are proposed, or upon expiry of the duration of the company.

**Article 29 - Liquidation**

The liquidation procedures are established according to the provisions of article L.214-12 of the monetary and financial code.

**TITRE VIII****DISPUTES****Article 30 - Jurisdiction - Election of domicile**

Any disputes that may arise during the life of the company or during its liquidation, either between the shareholders and the company or among the shareholders themselves in respect of company business, shall be judged in accordance with the law and submitted to the jurisdiction of the competent courts.