

SCHRODER SPECIAL SITUATIONS FUND
société d'investissement à capital variable
Registered office: 5, rue Höhenhof, L-1736 Senningerberg
R.C.S. Luxembourg: B 58.066

CONSOLIDATED ARTICLES OF INCORPORATION

Article one:

There exists among the subscribers and all those who may become holders of shares a company in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of "**SCHRODER SPECIAL SITUATIONS FUND**" (the "Company").

Article two:

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

Article three:

The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other assets as permitted by the law of 17 December 2010 on undertakings for collective investment, as may be amended (the "Law") and, to the extent applicable, the EU Regulation 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the "Regulation") 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 Part I of the Law and, to the extent applicable, by the Regulation.

Article four:

The registered office of the Company is established in Senningerberg, in the Grand-Duchy of Luxembourg. Wholly-owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors of the Company (together, hereafter referred to as the "Board" or the "Directors" and individually as a "Director"). The Board may transfer the registered office of the Company to any municipality in the Grand-Duchy of Luxembourg in which case the Board shall have the power to amend the Articles accordingly.

In the event that the Board determines that extraordinary political, economic, social or military developments have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, or with the 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 corporation.

Article five:

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 not be less than the amount prescribed by the Law.

The Board is authorised without limitation to issue fully paid shares at any time in accordance with Article twenty-three hereof at the net asset value (the "Net Asset Value") or at the respective Net Asset Values per share determined in accordance with Article twenty-three hereof without reserving to the existing shareholders a preferential right to subscription of the shares to be issued. The Board may delegate to any duly authorised Director or officer of the Company or to any other duly authorised person, the duty of accepting subscriptions and/or delivering and receiving payment for such new shares, remaining always within the limits imposed by the Law.

Such shares may, as the Board shall determine, be of different classes and the proceeds of the issue of each class of shares shall be invested pursuant to Article three hereof in securities or other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of securities or other permitted assets, or with such other specific features as the Board shall from time to time determine in respect of each class of shares.

For the avoidance of doubt, the references to "class of shares" in the preceding paragraph and throughout the Articles are to be understood as references to "sub-funds" or "compartments" within the meaning of article 181 of the Law unless the context otherwise requires.

Each class of shares may, where applicable, qualify as a short-term or a standard variable net asset value money market fund, a short-term low volatility net asset value money market fund or a short-term public debt constant net asset value money market fund as allowed by the Regulation and disclosed in the sales document of the Company.

Within each such class of shares (having a specific investment policy), further sub-classes having specific sale, redemption or distribution charges (a "sales charge system") and specific income distribution policies or any other features may be created as the Board may from time to time determine and as disclosed in the sales documents of the Company. For the purpose of these Articles, any reference hereinafter to "class of shares" shall also mean a reference

to "sub-class of shares" unless the context otherwise requires.

The different classes of shares may be denominated in different currencies to be determined by the Board provided that for the purpose of determining the capital of the Company, the net assets attributable to each class shall, if not expressed in Euro, be converted into Euro and the capital shall be the total of the net assets of all the classes.

The provisions on mergers of UCITS set forth in the Law and any implementing regulation shall be applicable to the mergers of classes in other UCITS set forth in the following paragraphs. Any merger of a class shall be decided by the Board unless the Board decides to submit the decision for a merger to a meeting of shareholders of the class concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of a class in another UCITS where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of shareholders for which no quorum is required and that may decide with a simple majority of the votes cast by the shareholders present or represented at the meeting.

The Board may, subject to regulatory approval, decide to proceed with the compulsory redemption of a class of shares or its liquidation, if the Net Asset Value of the shares of such class falls below the amount of Euro 50 million or its equivalent in another currency, or such other amount as may be determined by the Board from time to time to be the minimum level for assets of such class to be operated in an economically efficient manner and as disclosed in the sales documents of the Company, or if any economic or political situation would constitute a compelling reason for such redemption, or if required by the interests of the shareholders of the relevant class.

The decision of the compulsory redemption or liquidation will be published (or notified as the case may be) by the Company in accordance with applicable laws and regulations. Unless the Board otherwise decides in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the class concerned may continue to request redemption or conversion of their shares subject to the charges as provided for in the prospectus of the Company.

The Board may also, under the same circumstances as provided above and subject to regulatory approval, decide the reorganisation of one class of shares, by means of a division or split into two or more classes in the Company or in another UCITS. Such decision will be published in the same manner as described above and the publication will contain information in relation to the two or more new classes.

The Board may also, under the same circumstances as provided above and subject to regulatory approval, decide the consolidation or merger of two or more sub-classes. Such decision will be published in the same manner as described above and the publication will contain information in relation to the new sub-class.

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

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

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

Article six:

The Board will issue shares in registered form only. If and to the extent permitted by law, the Board may at its discretion decide to issue, in addition to shares in registered form, shares in dematerialised form or global share certificates taking the form of global bearer certificates deposited with a securities settlement system ("Global Shares Certificates"). In particular, under the conditions provided for in the Luxembourg law of 6 April 2013 relating to dematerialized securities, the Board may at its discretion decide to issue shares in dematerialised form. Dematerialised shares are generally shares exclusively issued by book entry in an issue account (compte d'émission, the "Issue Account") held by a central account holder (the "Central Account Holder") designated by the Company and disclosed in the sales documents of the Company. Under the same conditions, holders of registered shares may also request the conversion of their shares into dematerialised shares. The registered shares will be converted into dematerialised shares by means of a book entry in a security account (compte titres, the "Security Account") in the name of their holders. In order for the shares to be credited on the Security Account, the relevant shareholder will have to provide to the Company any necessary details of his/her/its account holder as well as the information regarding his/her/its Security Account. This information data will be transmitted by the Company to the Central Account Holder who will in turn adjust the Issue Account and transfer the shares to the relevant account holder. The Company will adapt, if need be, the Register. The costs resulting from the conversion of

registered shares at the request of their holders will be borne by the latter unless the Board considers that the conversion is in the interests of the Company in which case such costs may be borne in all or in part by the Company. For the avoidance of doubt, shares still can be dematerialised de facto.

The Company shall be entitled to consider any right, interest or claim of any other person in or upon such shares to be non-existing, provided that the foregoing shall deprive no person of any right which they might properly have to request a change in the registration of their shares.

In respect of registered shares, shareholders will receive a confirmation of their shareholding, unless they elect to receive a share certificate instead. If a registered shareholder desires that more than one share certificate be issued for his shares, customary cost may be charged to him. No charge may be made on the issue of a certificate for the balance of a shareholding following a transfer, redemption or conversion of shares. Share certificates shall be signed by two Directors or an official duly authorised by the Board for such purpose. Signatures of the Directors may be either manual, or printed, or by facsimile. The signature of the authorised official shall be manual. The Company may issue temporary share certificates in such form as the Board may from time to time determine.

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

Shares shall be issued only upon acceptance of the subscription and subject to payment of the price as set forth in Article twenty-four hereof. The subscriber will, without undue delay, obtain delivery of definitive share certificates or, subject as aforesaid, a confirmation of his/her/its shareholding.

Payments of dividends will be made to shareholders, in respect of registered shares, by bank transfer or by cheque mailed at their mandated addresses in the register of shareholders of the Company (the "Register of Shareholders") or to such other address as given to the Board in writing. In respect of dematerialised shares, payment of dividends will be made in the manner determined by the Board from time to time in accordance with applicable laws and/or the provisions set forth in the sales documents of the Company, as the case may be.

A dividend declared but not claimed on a share within a period of five years from the payment notice given thereof, cannot thereafter be claimed by the holder of such share and shall be forfeited and revert to the Company. No interest will be

paid or dividends declared pending their collection.

All registered shares of the Company shall be inscribed in the Register of Shareholders, which shall be kept by the Company or by one or more persons designated therefore by the Company and such Register of Shareholders shall contain the name of each holder of registered shares, his/her/its residence or elected domicile so far as notified to the Company and the number and class of shares held by him/her/it and the amount paid in on each such share. Every transfer of a registered share shall be entered in the Register of Shareholders upon payment of such customary fee as shall have been approved by the Board for registering any other document relating to or affecting the title to any share. Shares, when fully paid, shall be free from any lien in favour of the Company.

Transfer of registered shares shall be effected (a) by inscription of the transfer to be made by the Company upon delivery of the certificate or certificates, if any, 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.

The transfer of dematerialised shares or shares taking the form of Global Share Certificates, if issued, shall be made in accordance with applicable laws or the provisions set forth in the sales documents of the Company, as the case may be.

Every registered shareholder must provide the Company with an address that will be entered in the Register of Shareholders and for shareholders that have individually accepted being notified via email, an email address. All notices and announcements from the Company may be sent to the shareholders to the address entered in the Register of Shareholders and/or by email for shareholders that have so accepted. Such address will be entered in the Register of Shareholders. In the event of joint shareholders, only one address will be inserted and any notices will be sent to that address only. Subject to Article twelve hereof, shareholders may, at any time, change their address and/or email address by means of a written notification to the Company.

In the event that such shareholder does not provide such address, or such notices and announcements are returned as undeliverable to 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 such other address as may be so entered by the

Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his/her/its 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.

The Company, may at its own expense, in view of the identification of holders of dematerialized shares for its own account, request from the Central Account Holder the names or denominations, the nationalities, the birth years or incorporation years as well as the addresses of the holders in its books which immediately grant or which may eventually grant the right to vote at the general meetings of the Company as well as the amount of shares held by each of them and, as the case may be, the potential limitations to the shares. All notices and announcements from the Company may, to the extent permitted by law, be sent to holders of dematerialised shares at the address received from the Central Account Holder.

Notices and announcements from the Company to holders of dematerialised shares or shares taking the form of Global Share Certificates, if issued, shall be made in accordance with applicable laws or the provisions set forth in the sales documents of the Company, as the case may be.

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, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend or other distributions.

The Company will recognise only one holder in respect of a share in the Company unless the shares are held jointly, in which case it will recognise joint shareholders. The Company reserves the right to pay any redemption proceeds, distributions or other payments to any appointed representative of all joint shareholders, or to all joint shareholders together, at its absolute discretion. The Company also reserves the right to suspend the exercise of any right deriving from the relevant share(s) until one person has been designated to represent the joint owners vis à vis the Company.

Article seven:

If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid, mutilated or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions 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 election, 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 original share certificate.

Article eight:

The Board shall have power to impose such restrictions (other than any restrictions on transfer of shares) as it may think necessary for the purpose of ensuring that no shares in the Company are acquired or held by (a) any person in breach of the law or requirement of any country or governmental or regulatory authority (if the Directors shall have determined that any of them, the Company, any of the Company's investment managers or advisers or any other person as determined by the Directors would suffer any disadvantage as a result of such breach) or (b) any person in circumstances which in the opinion of the Board might result in the Company incurring any liability to taxation (to include, *inter alia*, regulatory or tax liabilities and any other tax liabilities that might derive, *inter alia*, from the requirements of the Foreign Account Tax Compliance Act, as might be amended, completed or supplemented ("FATCA") or the Common Reporting Standard or any similar provisions or any breach thereof) or suffering any pecuniary disadvantage which the Company might not otherwise have incurred or suffered, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority or (c) any person whose shareholding's concentration could, in the opinion of the Board, jeopardise the liquidity of the Company or any of its classes of shares.

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 hereafter.

For such purposes the Company may at its discretion and without liability:

a) decline to issue any share or to register any transfer of any share where it appears to it that such registration or transfer would or might result in such share being directly or beneficially owned by a person, who is precluded from holding shares in the 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 representations and warranties or any information, supported by affidavit, which it may consider necessary for the purpose of determining

whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's share rests or will rest in a person who is precluded from holding shares in the Company;

c) 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; and

d) where it appears to the Company that any person who is precluded from holding shares or a certain proportion of the shares in the Company, or whom the Company reasonably believes to be precluded from holding shares in the Company either alone or in conjunction with any other person is a beneficial or registered owner of shares, or is in breach of his/her/its representations and warranties or fails to make such representations and warranties in a timely manner as the Company may require, the Board may (i) direct such shareholder to transfer his/her/its shares to a person qualified to own such shares, or (ii) require compulsorily the redemption from any such shareholder of all or part of shares held by such shareholder in the following manner:

1) The Company shall serve a notice (hereinafter called the "redemption notice") upon the shareholder holding 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/her/its last address known to or appearing in the books of the Company. The holders of dematerialised shares shall be informed by publication of the redemption notice in one or more Luxembourg newspapers and in one or more national newspapers in the countries where the shares are distributed, to be determined by the Board or, to the extent permitted by law, by way of a notice sent to the address received from the Central Account Holder in accordance with Article six hereof. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates (if issued) 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 the owner of the shares specified in such notice, his/her/its name shall be removed as to such shares in the Register, and the correspondent shares will 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 based

on the Net Asset Value per share in the Company of the relevant class, determined in accordance with Article twenty-three hereof;

3) Subject to all applicable laws and regulations, payment of the redemption price will be made to the owner of such shares in the currency of denomination for the relevant class of shares except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such person but only, if a share certificate shall have been issued, upon effective surrender of the share certificate or certificates representing the shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the thereof owner to receive the price so deposited (without interest) from such bank 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.

Whenever used in these Articles, the term "U.S. person" shall have the meaning determined by the Board from time to time and disclosed in the sales documents of the Company. This definition will be based on Regulation S, as amended from time to time, of the United States Securities Act of 1933, as amended (the "1933 Act") or as in any other regulation or act which shall come into force within the United States of America and which shall in the future replace Regulation S of the 1933 Act.

The Board may, from time to time, amend or clarify the aforesaid meaning.

In addition to the foregoing, the Board may restrict the issue and transfer of shares of a class to institutional investors within the meaning of Article 174 of the Law ("Institutional Investor(s)") or may impose any other eligibility criteria. The Board may, at its discretion, delay the acceptance of any subscription application for shares of a class until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor or complies with such eligibility criteria. If it appears at any time that a holder of shares of a class is not an Institutional Investor or does not meet such criteria, the Board will convert the relevant shares into shares of a class which is not restricted to Institutional

Investors or for which the applicant meets the eligibility criteria (provided that there exists such a class with similar characteristics) and which is essentially identical to the restricted class in terms of its investment object (but, for avoidance of doubt, not necessarily in terms of the fees and expenses payable by such class), or compulsorily redeem the relevant shares in accordance with the provisions set forth above in this Article. The Board will refuse to give effect to any transfer of shares and consequently refuse for any transfer of shares to be entered into the Register of Shareholders in circumstances where such transfer would result in a situation where shares of a class (i) restricted to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor or (ii) having specific eligibility criteria would, upon such transfer, be held by a person who does not comply with the eligibility criteria.

In addition to any liability under applicable law, each shareholder who (i) is precluded from holding shares in the Company or (ii) does not qualify as an Institutional Investor, and who holds shares in a class restricted to Institutional Investors, or (iii) does not meet the eligibility criteria of the class of share or sub-class of shares he/she/it holds or (iv) has caused the Company and/or its class of shares to suffer any sanction, penalty, burden or other disadvantage (including any tax liability that might derive from the FATCA or the Common Reporting Standard or any similar provisions) which it/they might not otherwise have incurred or suffered or might otherwise be detrimental to its/their interests, shall hold harmless and indemnify the Company, the Board, the other shareholders of the relevant class and the Company's agents for any damages, losses and expenses (including, *inter alia*, tax liabilities deriving from FATCA requirements), resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish (i) his/her/its status as an eligible investor and/or has failed to notify the Company of his/her/its change of such status and/or (ii) his/her/its compliance with the eligibility criteria of the class of share or sub-class of share and/or (iii) his/her/its tax status or his/her/its situation to the Company and/or tax or other authorities. Where a demand for further information is made on a shareholder for anti-money laundering purposes or other similar purposes (such as tax or regulatory purposes) as further disclosed in the sales documents of the Company, the Company may decide to withhold any transfer request and any payment of the proceeds of any redemption request that has been processed, without interest accruing, until such information demand has been satisfied.

Article nine:

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 of shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Article ten:

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

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

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

Article eleven:

The quorum and notice periods required by law shall govern the notice for and the conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

To the extent permitted by law, the Board may suspend the right to vote of any shareholder which does not fulfil his/her/its obligations under the Articles or any document stating its obligations towards the Company and/or the other shareholders. Any shareholder may undertake personally not to exercise his/her/its voting rights on all or part of his/her/its shares temporarily or indefinitely. In case the voting rights of one or more shareholders are suspended in accordance with the previous sentence, such shareholders shall be called and may attend the general meeting but their shares shall not be taken into account for determining whether the quorum and majority requirements are satisfied. An attendance list shall be kept at all general meetings.

Each share of whatever class and regardless of the Net Asset Value per

share within the 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/her/its proxy in writing or by telefax message or any other electronic means capable of evidencing such proxy. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

If and to the extent permitted by the Board for a specific meeting of shareholders, each shareholder may vote through voting forms sent by post or facsimile to the Company's registered office or to the address specified in the convening notice. The shareholders may only use voting forms provided by the Company and which contain at least (i) the name, address or registered office of the relevant shareholder, (ii) the total number of shares held by the relevant shareholder and, if applicable, the number of shares of each class held by the relevant shareholder, (iii) the place, date and time of the general meeting, (iv) the agenda of the general meeting, (v) the proposal submitted for decision of the general meeting, as well as (vi) for each proposal three boxes allowing the shareholder to vote in favour, against or abstain from voting on each proposed resolution by ticking the appropriate box. Voting forms, which show neither a vote in favour, nor against the resolution, nor an abstention shall be void. The Company will only take into account voting forms received prior to the general meeting of shareholders to which they relate.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes attaching to shares in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote. A corporation may execute a proxy under the hand of a duly authorised officer. The Board may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

Where there is more than one class of shares and the resolution of the general meeting is such as to change the respective rights thereof, such resolution must, in order to be valid, also be approved by shareholders of such class of shares in accordance with the quorum and majority requirements provided for by this Article.

Article twelve:

Shareholders will meet upon call by the Board or upon the written request of shareholders representing at least one tenth of the share capital of the Company.

To the extent required by law, the notice shall be published in the *Recueil Electronique des Sociétés et Associations* of Luxembourg, in (a) Luxembourg newspaper(s) and in such other newspapers as the Board may decide.

If all shares are in registered form and if no publications are required by law, notices to shareholders may be mailed by registered mail, or in any manner as set forth in applicable law. If so permitted by law, the convening notice may be sent to a shareholder by any other means of communication having been accepted by such shareholder. The alternative means of communication are email, the ordinary letter, the courier services or any other means satisfying the conditions provided for by law.

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

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

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

The Board is free to determine the most appropriate means for convening shareholders to a general meeting of shareholders and may decide on a case by case basis. The Board may, for the same general meeting, convene shareholders to the general meeting by email as regards those shareholders that have provided their email address in time and the other shareholders by letter or courier service.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may specify that the quorum and the majority applicable for this general meeting will be determined by reference to the shares issued and in circulation at a certain date and time preceding the

general meeting (the "Record Date"), whereas the right of a shareholder to participate at a general meeting of shareholders and to exercise the voting right attached to his/her/its shares will be determined by reference to the shares held by this shareholder as at the Record Date.

In case of dematerialised shares, if issued, the right of a holder of such shares to attend a general meeting and to exercise the voting rights attached to such shares will be determined by reference to the shares held by this holder as at the time and date provided for in the convening notices and/or by Luxembourg laws and regulations. The holders of dematerialised shares are obliged, in order to be admitted to the general meetings, to provide a certificate issued by the institution with which their security account is maintained at least five business days prior to the date of the meeting.

Article thirteen:

The Company shall be managed by a board composed of not less than three members; members of the Board need not be shareholders of the Company.

A majority of the Board shall at all times comprise a majority of persons not resident for tax purposes in the United Kingdom.

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

In the event of a vacancy in the office of Director because of death, retirement or otherwise, the remaining Directors may meet and may elect, by majority vote, a Director to fill such vacancy until the next general meeting of shareholders.

Article fourteen:

The Board may 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 and of the shareholders. The Board shall meet upon call by the chairman (if any), or any two Directors, at the place indicated in the notice of meeting but so that no meetings may take place in the United Kingdom.

The chairman (if any) shall preside at all meetings of shareholders and of the Board, but in his/her absence the shareholders or the Board may appoint another Director (and, in respect of shareholders' meetings, any other person) as

chairman pro tempore.

Written notice of any meeting of the Board shall be given to all Directors at least 24 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 telefax message or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

Any Director may act at any meeting of the Board by appointing in writing or by telefax message or any electronic means capable of evidencing such appointment, another Director as his/her/its proxy. One Director may represent one or more Directors. Directors may also cast their vote in writing or by telefax message or any other electronic means capable of evidencing such vote.

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

The Board can deliberate or act validly only if at least two Directors are present or represented by another Director as proxy at a meeting of the Board and only if the majority of the Directors so present or represented are persons not resident in the United Kingdom. For the calculation of quorum and majority, the Directors participating at the Board by video conference, by telecommunication means or by any other means permitting their identification may be deemed to be present. Such means shall satisfy technical characteristics which ensure an effective participation at the meeting of the Board whose deliberations should be online without interruption. Such a Board meeting held at distance by way of such communication means shall be deemed to have taken place at the registered office of the Company. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting or participating in the video-conference or conference call or participating by any other electronic means capable of evidencing such decision. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman (if any) or the chairman pro tempore shall have a casting vote.

Resolutions of the Board may also be passed in the form of a consent resolution in identical terms in the form of one or several documents in writing signed by all the Directors and circulated in original or by telefax message or other

electronic means. The entirety will form the minutes giving evidence of the resolution.

The Board 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 operations and management of the Company. Any such appointment may be revoked at any time by the Board. 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.

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

The Board 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. The Board may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are Directors and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are Directors of the Company, provided further that no delegations may be made to a committee of the Board, the majority of which consists of Directors who are resident in the United Kingdom. No meeting of any committee of the Board may take place in the United Kingdom and no such meeting will be validly held if the majority of the Directors present or represented at that meeting are persons resident in the United Kingdom.

Article fifteen:

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

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

Article sixteen:

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

The Board shall also determine any restrictions which shall from time to time be applicable to the investments of the Company, in accordance with Part I of the Law and/or the Regulation including, without limitation, restrictions in respect of:

- a) the borrowings of the Company and the pledging of its assets;
- b) the maximum percentage of its assets which it may invest in any form or class of security and the maximum percentage of any form or class of security which it may acquire;

The Board may decide that investments of the Company be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Law and/or the Regulation, (ii) in transferable securities and money market instruments dealt in on another market in any member state of the European Union, which is regulated, operates regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing on a stock exchange in any other country in Europe, Asia, Oceania, the American continents and Africa, or dealt in on another regulated market of countries referred to above, provided that such market operates regularly, is regulated and is recognised and open to the public, (iv) in recently issued transferable securities and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such listing is secured within one year of the issue, as well as (v) in any other transferable securities, money market instruments or other assets within the restrictions as shall be set forth by the Board in compliance with the Law, the Regulation and any applicable laws and regulations and disclosed in the sales documents of the Company.

For the avoidance of doubt, classes of shares qualifying as money market funds within the meaning of the Regulation will only invest in money market instruments listed under (i) to (iii) and (v) securitisations and asset-backed commercial papers as well as deposits with credit institutions, repurchase and reverse repurchase agreements, financial derivative instruments and unit of other money market funds within the meaning of the Regulation.

For classes of shares that do not qualify as money market funds within the

meaning of the Regulation, the Board may decide to invest or be exposed to, under the principle of risk-diversification, up to 100% of the total net assets of each class of shares in different transferable securities and money market instruments issued or guaranteed by any member state of the European Union, its local authorities or agencies, a non-member state of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Company (including but not limited to member states of the Organisation for Economic Co-operation and Development, the Republic of Singapore, the Hong Kong Special Administrative Region of the People's Republic of China or any member state of the Group of Twenty) or public international bodies of which one or more member states of the European Union are members, provided that in the case where the Company decides to make use of this provision the relevant class of shares must hold or be exposed to securities from at least six different issues and securities from any one issue may not account for more than 30% of such class of shares' total net assets.

For classes of shares that qualify as money market funds within the meaning of the Regulation, the Board may decide to invest more than 5% and up to 100% of the assets of each class of shares of the Company in different money market instruments issued or guaranteed separately or jointly by the European Union, the national, regional and local administrations of any member state of the European Union or their central banks, the European Central Bank, the European Investment Bank, the European Investment Fund, the European Stability Mechanism, the European Financial Stability Facility, a central authority or a central bank of a third country as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Company, the International Monetary Fund, the International Bank for Reconstruction and Development, the Council of Europe Development Bank, the European Bank for Reconstruction and Development, the Bank for International Settlements or any other international financial institution or organisation to which one or more of such member states of the European Union are members, provided that in the case where the Company decides to make use of this provision it must hold, on behalf of the class of shares concerned, money market instruments from at least six different issues by the issuer and investment in money market instruments from the same issue is limited to a maximum of 30% of the total assets of such class.

Unless otherwise provided for in the sales documents of the Company, the Company will not invest more than 10% of the net assets of any of its classes of shares in units or shares of UCITS and other UCIs as defined in the Law or in units

or shares of money market funds within the meaning of the Regulation for classes of shares qualifying as money market funds under the Regulation.

The Board may decide that investments of the Company be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the Law and/ or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments covered by Article 41 (1) of the Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as disclosed in the sales documents of the Company. Classes of shares that qualify as money market funds within the meaning of the Regulation will only be allowed to invest in financial derivative instruments including equivalent cash settled instruments dealt in on a regulated market as referred to in the Law and/or financial derivative instruments dealt in over-the-counter for the purposes of hedging the interest rate or exchange rate risks inherent in other investment of those classes of shares provided that, among others, the underlying consists of interest rates, foreign exchange rates or currencies as well as of indices representing one of those categories.

The Board may decide that investments of the Company be made so as to replicate stock indices and/or debt securities indices to the extent permitted by the Law provided that the relevant index is recognised as having a sufficiently diversified composition, is an adequate benchmark and is published in an appropriate manner.

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

Any class may, to the widest extent permitted by and under the conditions set forth in applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company, subscribe, acquire and/or hold shares to be issued or issued by one or more classes. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to these shares are suspended for as long as they are held by the class concerned. In addition and for as long as these shares are held by a class, their value will not be taken into consideration for the

calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the Law.

A "connected" person may not purchase, sell or loan securities (excluding the shares of the Company) as principal, or grant or receive loans, to or from the Company for its own account, unless the transaction is made within the restrictions set forth in these Articles or other regulations adopted by the Company, and either (i) in the case of securities, the price is determined by current publicly available quotations on internationally recognised securities markets or on an arms' length basis determined from time to time by the Board, or (ii) in the case of loans, the interest rates are competitive in the light of those prevailing from time to time on internationally recognised money markets. For this purpose a "connected person" means any investment manager, any investment adviser, any custodian, any domiciliary agent, any transfer agent, any registrar agent and any authorised agents and any of their directors, officers or employees or any of their major shareholders (meaning a shareholder who, to the knowledge of the Board holds in his/her/its own or any other name, including a nominee's name, more than 10 per cent of the total issued and outstanding shares or stock of such company).

The Board may invest and manage all or any part of the pools of assets established for two or more classes of shares on a pooled basis, as described in Article twenty-five, where it is appropriate with regard to their respective investment sectors to do so.

In order to reduce the operational and administrative charges of the Company while permitting a larger diversification of the investments, the Board may resolve that all or part of the assets of the Company shall be co-managed with the assets of other Luxembourg collective investment undertakings.

Investments of the Company may be made either directly or indirectly through wholly-owned subsidiaries incorporated in any suitable jurisdiction and carrying on management activities exclusively for the Company, and this primarily, but not solely, for the purposes of greater tax efficiency. When investments of the Company are made in the capital of subsidiary companies which, exclusively on its behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, with regard to the redemption of shares at the request of shareholders, paragraphs (1) and (2) of Article 48 of the Law do not apply. Any reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

Article seventeen:

No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm. Any Director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business, shall not, by reason of such connection and/or relationship with that 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 direct or indirect financial interest conflicting with that of the Company in any transaction submitted for approval to the Board, that Director or officer shall make known to the Board such interest and shall not consider, take part in the discussions or vote on any such transaction and must have their declaration recorded in the minutes of the Board meeting. Any such transaction and such Director's or officer's interest therein shall be reported to the next general meeting of shareholders. This paragraph shall not apply where the decision of the Board relates to current operations entered into under normal conditions.

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

If the Board cannot deliberate on a particular item due to a conflict of interest of one or more members of the Board, the Board may submit the item to the general meeting of shareholders.

Article eighteen:

The Company may indemnify any Director or officer, and his/her/its heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he/she/it may be made a party by reason of him/her/it being or having been a Director or officer of the Company or, at its request, of any other corporation of which the Company is a shareholder or creditor and from which he/she/it is not entitled to be indemnified. Such person shall be indemnified in all circumstances except in relation to matters

as to which he/she/it shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which he/she/it may be entitled.

Article nineteen:

The Company will be bound by the joint signature of any two Directors or by the joint or single signature(s) of any other person(s) to whom such authority has been delegated by the Board.

Article twenty:

The Company shall appoint a "réviseur d'entreprises agréé" who shall carry out the duties prescribed by the Law. The auditor shall be elected by the shareholders at a general meeting for a period ending at the next annual general meeting and until its successor is elected. The Board is authorised to determine the terms of the engagement of the *réviseur d'entreprises agréé*.

Article twenty-one:

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

Any shareholder may at any time request the redemption of all or part of his/her/its shares by the Company. Any redemption request must be filed by such shareholder in irrevocable written form (or a request evidenced by any other electronic means deemed acceptable by the Company), subject to the conditions set out in the sales documents of the Company, at the registered office of the Company or with any other person or entity appointed by the Company as its agent for redemption of shares, together with the delivery of the certificate(s) for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

The redemption price shall normally be paid no later than seven bank business days after receipt of correct renunciation documentation as requested by the Company and shall be equal to the Net Asset Value for the relevant class of shares as determined in accordance with the provisions of Article twenty-three hereof less a redemption charge, if any, as the sales documents of the Company may provide, such price being rounded down to the nearest decimal and such rounding to accrue to the benefit of the Company. From the redemption price there may further be deducted any deferred sales charge if such shares form part of a class in respect of which a deferred sales charge has been contemplated in the

sales documents of the Company. If the Board so decides, with respect to classes of shares that qualify as low volatility net asset value money market funds and public debt constant net asset value money market funds within the meaning of the Regulation and as further described in the sales documents of the Company, a liquidity fee may be deducted from such redemption price in the circumstances provided for by Article 34 of the Regulation.

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

If the requests for redemption and/or conversion received for any class of shares for any specific Valuation Day (as defined below) exceed a certain amount or percentage of the Net Asset Value of such class, such amount and percentage being fixed by the Board from time to time and disclosed in the sales documents of the Company, the Board may defer such exceeding redemption and/or conversion requests to be dealt with to a subsequent Valuation Day in accordance with the terms of the sales documents of the Company. In particular, the Board may defer such exceeding redemption and/or conversion requests when the liquidity thresholds as disclosed in the sales documents of the Company for classes of shares that qualify as public debt constant net asset value money market funds and low volatility net asset value money market funds are breached as provided for in Article thirty of the Articles.

The Board may extend the period for payment of redemption proceeds in exceptional circumstances, or if the investment policy of the relevant class so justifies, to a period not exceeding thirty bank business days, as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Company shall be invested. Payment of the redemption proceeds will be effected in the reference currency of the relevant class of shares or in such other freely convertible currency as disclosed in the sales documents of the Company.

The Board may also determine the notice period, if any, required for lodging any redemption request of any specific class or classes. The specific period for payment of the redemption proceeds of any class of shares of the Company and

any applicable notice period as well as the circumstances of its application will be publicised in the sales documents of the Company relating to the sale of such shares.

The Board may delegate to any duly authorised Director or officer of the Company or to any other duly authorised person, the duty of accepting requests for redemption and effecting payment in relation thereto.

With the consent of the shareholder(s) concerned, the Board may (subject to the principle of equal treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the shares to be redeemed as described in the sales documents of the Company.

To the extent required by law, such redemption will be subject to a special audit report by the auditor of the Company confirming the number, the denomination and the value of the assets which the Board will have determined to be contributed in counterpart of the redeemed shares. This audit report, if issued, will also confirm the way of determining the value of the assets which will have to be identical to the procedure of determining the Net Asset Value of the shares

The specific costs for such redemptions in kind, in particular the costs of the special audit report, if issued, will have to be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the Board considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company.

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

Any shareholder may request conversion of whole or part of his/her/its shares of one class into shares of another class at the respective Net Asset Values of the shares of the relevant class, provided that the Board may impose such restrictions between classes of shares as disclosed in the sales documents of the Company as to, inter alia, frequency of conversion, and may make conversions subject to payment of a charge as specified in the sales documents of the Company.

The conversion request may not be accepted unless any previous transaction involving the shares to be converted has been fully settled by such shareholder.

No redemption or conversion by a single shareholder may, unless

otherwise decided by the Board, be for an amount of less than that of the minimum holding amount as determined from time to time by the Board.

If a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder of shares of one class below the minimum holding amount as the Board 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/her/its shares of such class.

Notwithstanding the foregoing, if in exceptional circumstances the liquidity of the Company is not sufficient to enable payment of redemption proceeds or conversions to be made within a seven day period, such payment (without interest), or conversion, will be made as soon as reasonably practicable thereafter.

The Board may in its absolute discretion compulsorily redeem or convert any holding with a value of less than the minimum holding amount to be determined from time to time by the Board and to be published in the sales documents of the Company.

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

Shares of a class having a specific sales charge system and a specific distributions policy, as provided in Article five above, may be converted to shares of a class of shares having the same sales charge system and having the same or a different distribution policy.

Article twenty-two:

The Net Asset Value, the subscription price and redemption price of each class of shares in the Company shall be determined as to the shares of each class of shares by the Company from time to time, but in no instance less than twice monthly, as the Board may decide from time to time and as described in the sales documents of the Company (every such day or time determination thereof being referred to herein a "Valuation Day"). The Board may decide for the Net Asset Value per Share to be determined either once a day or several times during the same day (every such day being a "Multiple NAV Valuation Day").

In respect of classes of shares that qualify as low volatility net asset value money market funds and public debt constant net asset value money market funds within the meaning of the Regulation the Board shall apply a constant Net Asset Value per share policy ("Constant NAV Policy") as further described in the sales documents of the Company by declaring daily as a dividend all or substantially all of the net investment income in a manner to maintain the Net Asset Value per share constant at an amount determined by the Board. Such distributions may be paid or may be reinvested in newly issued shares of the relevant class of shares at

such times as the Board may decide.

The Company may temporarily suspend the determination of the Net Asset Value, the subscription price and redemption price of shares of any particular class and the issue and redemption of the shares in such class from its shareholder as well as conversion from and to shares of such class:

(a) during any period when any of the principal stock exchanges or any other regulated market on which any substantial portion of the Company's investments of the relevant class for the time being are quoted, is closed, or during which dealings are restricted or suspended; or

(b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of investments of the relevant class by the Company is impracticable; or

(c) during any breakdown or restriction in the means of communication normally employed in determining the price or value of any of the Company's investments or the current prices or values on any market or stock exchange; or

(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 such shares cannot in the opinion of the Board be effected at normal rates of exchange; or

(e) if the Company or a class is being or may be wound-up on or following the date on which notice is given of the meeting of shareholders at which a resolution to wind up the Company or a class is proposed; or

(f) if the Board has determined that there has been a material change in the valuations of a substantial proportion of the investments of the Company attributable to a particular class of shares in the preparation or use of a valuation or the carrying out of a later or subsequent valuation; or

(g) during any other circumstance or circumstances where a failure to do so might result in the Company or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or any other detriment which the Company or its shareholders might so otherwise have suffered; or

(h) during any period when the determination of the net asset value per share of and/or the redemptions in the underlying investment funds representing a material part of the assets of the relevant class is suspended; or

(i) during any period where in relation to a class of shares pursuing a Constant NAV Policy, circumstances have arisen that no longer permit the relevant class to maintain a Constant NAV Policy provided that in such case the Board will

take all reasonable measures to lift the suspension as soon as possible with or by means of, as the case may be, a switch to a variable Net Asset Value per share determination;

(j) during any period where circumstances exist that would justify the suspension for the protection of shareholders in accordance with the Law.

In the case of a Multiple NAV Valuation Day, the suspension of the determination of the Net Asset Value per Share at any time during such Multiple NAV Valuation Day shall not invalidate any previous Net Asset Value per Share determined on the same Multiple NAV Valuation Day nor any subscriptions, redemptions or conversions made on the basis of such previous Net Asset Value per Share.

Notwithstanding the above-mentioned provisions, for classes of shares that qualify as low volatility net asset value money market funds and public debt constant net asset value money market fund, the Board may, in accordance with Article 34 of the Regulation, decide to suspend redemptions for any such classes of shares for any period up to fifteen working days.

To the extent required from a legal or regulatory perspective or decided by the Company, any such suspension shall be published by the Company and shall be promptly notified to shareholders requesting redemption or conversion of their shares by the Company at the time of the filing of the written request (or a request evidenced by any other electronic means deemed acceptable by the Company) for such redemption or conversion as specified in Article twenty-one hereof.

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

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

Article twenty-three:

The Net Asset Value of shares of each class of shares in the Company shall be expressed in the reference currency of the relevant class (and/or in such other currencies as the Board shall from time to time determine) as a per share figure and shall be determined in respect of any Valuation Day by dividing the net assets of the Company corresponding to each class of shares, being the value of the assets of the Company corresponding to such class less the liabilities

attributable to such class, by the number of shares of the relevant class outstanding.

The subscription and redemption price of a share of each class shall be expressed in the reference currency of the relevant class (and/or in such other currencies as the Board shall from time to time determine) as a per share figure and shall be determined in respect of any Valuation Day as the Net Asset Value per share of that class calculated in respect of such Valuation Day adjusted by a sales commission, redemption charge, if any, fixed by the Board in accordance with all applicable law and regulations. The subscription and redemption price shall be rounded upwards and downwards respectively to the number of decimals as shall be determined from time to time by the Board.

If an equalisation account is being operated an equalisation amount is payable.

The valuation of the Net Asset Value of the different classes of shares shall be made in the following manner:

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

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

(b) all bills and notes payable on demand and any amounts due (including the proceeds of securities sold but not collected);

(c) all securities, shares, bonds, debentures, options or subscription rights and other derivative instruments, warrants, units or shares of undertakings for collective investment and other investments and securities belonging to the Company;

(d) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company (the Company may however adjust the valuation to fluctuations in the market value of securities due to trading practices such as trading ex-dividends or ex-rights);

(e) all accrued interest on any securities held by the Company except to the extent such interest is comprised in the principal thereof;

(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.

For classes of shares that do not qualify as money markets funds within the meaning of the Regulation, the value of such assets shall be determined as

follows:

(1) The value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Company may consider appropriate in such case to reflect the true value thereof.

(2) The value of such securities, financial derivative instruments and assets will be determined on the basis of the last available price on the stock exchange or any other regulated market as aforesaid on which these securities or assets are traded or admitted for trading. Where such securities or other assets are quoted or dealt in one or by more than one stock exchange or any other regulated market, the Board shall make regulations for the order of priority in which stock exchanges or other regulated markets shall be used for the provisions of prices of securities or assets.

(3) If a security is not traded or admitted on any official stock exchange or any other regulated market, or in the case of securities so traded or admitted the last available price of which does not reflect their true value, the Board is required to proceed on the basis of their expected sales price, which shall be valued with prudence and in good faith.

(4) The financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in accordance with market practice as may be further disclosed in the sales documents of the Company.

(5) Units or shares in undertakings for collective investments shall be valued on the basis of their last available net asset value, as reported by such undertakings.

(6) Liquid assets and money market instruments may be valued at mark-to-market, mark-to-model and/or by using the amortised cost method, as further disclosed in the sales documents of the Company.

(7) If any of the aforesaid valuation principles do not reflect the valuation method commonly used in specific markets or if any such valuation principles do not seem accurate for the purpose of determining the value of the Company's assets, the Board may fix different valuation principles in good faith and in accordance with generally accepted valuation principles and procedures.

(8) Any assets or liabilities in currencies other than the base currency of

the classes of shares will be converted using the relevant spot rate quoted by a bank or other recognised financial institution.

For classes of shares that qualify as money markets funds within the meaning of the Regulation, the value of the assets shall be determined as follows:

(1) Liquid assets and money market instruments will be valued at mark-to-market, mark-to-model and/or by using the amortised cost method, as further disclosed in the sales documents of the Company depending on the type of money market funds

(2) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Board may consider appropriate in such case to reflect the true value thereof;

(3) Shares or units of money market funds shall be valued at their last available net asset value as reported by such money market funds;

(4) Any assets or liabilities in currencies other than the base currency of the classes of shares will be converted using the relevant spot rate quoted by a bank or other recognised financial institution.

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

(a) all borrowings, bills and other amounts due;

(b) all administrative and other operative expenses due or accrued including all fees payable to the investment manager, the depositary and any other representatives and agents of the Company;

(c) all known liabilities due or not yet due, including the amount of dividends declared but unpaid;

(d) an appropriate amount set aside for taxes due on the date of valuation and other provisions or reserves authorised and approved by the Board covering among others liquidation expenses; and

(e) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares in the Company. In determining the amount of such liabilities, the Board shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its investment advisers or investment managers, Director's fees and reasonable out-of-pocket expenses, accountants, depositary, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other

agent employed by the Company, fees related to listing to shares of the Company on any stock exchange, fees related to the shares of the Company being quoted on another regulated market, fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of sales documents of the Company, key investor information documents, explanatory memoranda or registration statements, taxes or governmental or supervisory fees or charges, and all other operational expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. In certain circumstances expenses payable by the Company may also comprise investment research fees. The Board may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

For the purposes of the valuation of its liabilities, the Board may duly take into account all administrative and other expenses of a regular or periodical character by valuing them for the entire year or any other period and by dividing the amount concerned proportionately for the relevant fractions of such period.

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

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

a) the proceeds from the allotment and issue of each class shall be applied in the books of the Company to the pool of assets established for that class of shares, and the assets, and liabilities and income and expenditure attributable thereto shall be applied to such pool subject to the provisions of this Article.

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same pool of assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant pool.

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

d) in the case where any asset or liability of the Company cannot be

considered as being attributable to a particular pool, such asset or liability shall be allocated pro rata to all the pools on the basis of the Net Asset Value of the total number of shares of each pool outstanding provided that any amounts which are not material may be equally divided between all pools.

The Board may allocate material expenses, after consultation with the auditors of the Company, in a way considered to be fair and reasonable having regard to all relevant circumstances.

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

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

D. Each pool of assets and liabilities shall consist of a portfolio of transferable securities and other assets in which the Company is authorised to invest, and the entitlement of each class of shares within the same pool will change in accordance with the rules set out below.

In addition there may be held within each pool on behalf of one specific or several specific classes of shares, assets which are class specific and kept separate from the portfolio which is common to all classes related to such pool and there may be assumed on behalf of such class or classes specific liabilities.

The proportion of the portfolio which shall be common to each of the classes related to a same pool and which shall be allocable to each class of shares shall be determined by taking into account issues, redemptions, distributions, as well as payments of class specific expenses or contributions of income or realisation proceeds derived from class specific assets, whereby the valuation rules set out below shall be applied *mutatis mutandis*.

The percentage of the Net Asset Value of the common portfolio of any such pool to be allocated to each class of shares shall be determined as follows:

- 1) initially the percentage of the net assets of the common portfolio to be allocated to each class shall be in proportion to the respective number of the shares of each class at the time of the first issuance of shares of a new class;
- 2) the issue price received upon the issue of shares of a specific class shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant class;
- 3) if in respect of one class the Company acquires specific assets or

pays specific expenses (including any portion of expenses in excess of those payable by other share classes) or makes specific distributions or pays the redemption price in respect of shares of a specific class, the proportion of the common portfolio attributable to such class shall be reduced by the acquisition cost of such class specific assets, the specific expenses paid on behalf of such class, the distributions made on the shares of such class or the redemption price paid upon redemption of shares of such class;

4) the value of class specific assets and the amount of class specific liabilities are attributed only to the share class to which such assets or liabilities relate and this shall increase or decrease the Net Asset Value per share of such specific share class.

E. For the purpose of determination of the Net Asset Value per share, the Net Asset Value attributable to each class of shares shall be divided by the number of shares of the relevant class issued and outstanding on the relevant Valuation Day. The Net Asset Value may be adjusted as the Board or its delegate may deem appropriate to reflect inter alia any dealing charges including any dealing spreads, fiscal charges and potential market impact resulting from shareholders transactions.

F. For the purpose of valuation under this Article:

(a) shares of the Company to be redeemed under Article twenty-one hereto shall be treated as existing and taken into account until immediately after the time specified by the Board on the Valuation Day on which such valuation is made, and from such time and until paid the price therefor 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 reference currency in which the Net Asset Value per share of the relevant class is calculated shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of the relevant class of shares;

(c) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for the Company on such Valuation Day to the extent practicable; and

(d) in circumstances where the interest of the Company or its shareholders so justify, the Board may take any appropriate measures as further described in the sales documents of the Company.

Article twenty-four:

Whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be based on the subscription price as hereinabove defined for the relevant class of shares. The price so determined shall be payable within a period as determined by the Board which shall not exceed seven business days after the date on which the applicable subscription price was determined.

In addition, a dilution levy may be imposed on deals as specified in the sales documents of the Company. Such dilution levy should not exceed a certain percentage of the Net Asset Value determined from time to time by the Board and disclosed in the sales documents of the Company. This dilution levy will be calculated taking into account the estimated costs, expenses and potential impact on security prices that may be incurred to meet purchase requests. The subscription price (not including the sales commission) may, upon approval of the Board and subject to all applicable laws, namely with respect to a special audit report from the auditor of the Company confirming the value of any assets contributed in kind be paid by contributing to the Company securities acceptable to the Board consistent with the investment policy and investment restrictions of the Company.

Any costs incurred in connection with a contribution in kind shall be borne by the relevant shareholder, unless the Board considers that the subscription in kind is in the interests of the Company in which case such costs may be borne in all or in part by the Company.

Article twenty-five:

1. The Board may invest and manage all or any part of the pools of assets established for one or more classes of shares (hereafter referred to as "Participating Funds") on a pooled basis where it is appropriate with regard to their respective investment sectors to do so. Any such enlarged asset pool ("Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter the Board may from time to time make further transfers to the Enlarged Asset Pool. The Board may also transfer assets from the Enlarged Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Enlarged Asset Pool only where they are appropriate to the investment sector of the Enlarged Asset Pool concerned.

2. A Participating Fund's participation in an Enlarged Asset Pool shall

be measured by reference to notional units ("units") of equal value in the Enlarged Asset Pool. On the formation of an Enlarged Asset Pool the Board shall in its discretion determine the initial value of a unit which shall be expressed in such currency as the Board considers appropriate, and shall allocate to each Participating Fund units having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Fractions of units, calculated as further disclosed in the sales documents of the Company, may be allocated as required. Thereafter the value of a unit shall be determined by dividing the net asset value of the Enlarged Asset Pool (calculated as provided below) by the number of units subsisting.

3. When additional cash or assets are contributed to or withdrawn from an Enlarged Asset Pool, the allocation of units of the Participating Fund concerned will be increased or reduced (as the case may be) by a number of units determined by dividing the amount of cash or value of assets contributed or withdrawn by the current value of a unit. Where a contribution is made in cash it may be treated for the purpose of this calculation as reduced by an amount which the Board considers appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned; in the case of a cash withdrawal a corresponding addition may be made to reflect costs which may be incurred in realising securities or other assets of the Enlarged Asset Pool.

4. The value of assets contributed to, withdrawn from, or forming part of an Enlarged Asset Pool at any time and the net asset value of the Enlarged Asset Pool shall be determined in accordance with the provisions (mutatis mutandis) of Article twenty-three provided that the value of the assets referred to above shall be determined on the day of such contribution or withdrawal.

5. Dividends, interests and other distributions of an income nature received in respect of the assets in an Enlarged Asset Pool will be immediately credited to the Participating Funds, in proportion to their respective entitlements to the assets in the Enlarged Asset Pool at the time of receipt.

Article twenty-six:

The accounting year of the Company shall begin on the first day of January of each year and shall terminate on the last day of December of that year.

The accounts of the Company shall be expressed in Euro or such other currency or currencies, as the Board may determine pursuant to the decision of the general meeting of shareholders. Where there shall be different classes as provided for in Article five hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be converted into Euro and

added together for the purpose of determination of the accounts of the Company.

Article twenty-seven:

The general meeting of shareholders shall, upon the proposal of the Board in respect of each class of shares, determine how the annual net investment income shall be disposed of.

The net assets of the Company may be distributed subject to the minimum capital of the Company as defined under Article five hereof being maintained.

Distribution of net investment income as aforesaid shall be made irrespective of any realised or unrealised capital gains or losses. In addition, dividends may include realised and unrealised capital gains after deduction of realised and unrealised capital losses.

Dividends may further, in respect of any class of shares, include an allocation from an equalisation account which may be maintained in respect of any such class and which, in such event, will, in respect of such class, be credited upon issue of shares and debited upon redemption of shares, in an amount calculated by reference to the accrued income attributable to such shares.

Any resolution of a general meeting of shareholders deciding on dividends to be distributed to the shares of any class shall, in addition, be subject to a prior vote, at the majority set forth above, of the shareholders of such class.

Interim dividends may at any time be paid on the shares of any class of shares upon decision of the Board.

The dividends declared may be paid in the reference currency of the relevant class of shares or in such other currency as selected by the Board and may be paid at such places and times as may be determined by the Board. The Board may make a final determination of the rate of exchange applicable to translate dividend funds into the currency of their payment.

Dividends may be reinvested on request of holders of shares in the subscription of further shares of the class to which such dividends relate.

The Board may decide that dividends be automatically reinvested for any class of shares unless a shareholder entitled to receive cash distribution elects to receive payment of dividends. However, no dividends will be distributed if their amount is below an amount to be decided by the Board from time to time and published in the sales documents of the Company. Such amount will automatically be reinvested.

Article twenty-eight:

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 of shares shall be distributed by the liquidators to the holders of shares of each class in proportion of their holding of shares in such class either in cash or, upon the prior consent of the shareholders, in kind. Any funds to which shareholders are entitled upon the liquidation of the Company and which are not claimed by those entities thereto prior to the close of the liquidation process shall be deposited for the benefit of the persons entitled thereto to the Caisse de Consignation in the Grand Duchy of Luxembourg in accordance with the Luxembourg law. Amounts so deposited shall be forfeited in accordance with Luxembourg laws.

Article twenty-nine:

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

Article thirty:

In accordance with the Regulation, the Board or the management company of the Company appointed by the Board (the "Management Company"), as appropriate, will establish, implement and consistently apply a prudent and rigorous liquidity management procedure which enables the monitoring of the liquidity risks of the classes of shares that qualify as short-term low volatility or public debt constant net asset value money market funds and ensures compliance with the weekly liquidity thresholds of each of the relevant class of shares investment portfolio so that the Board or the Management Company, as appropriate, can normally meet at all times its obligation to repurchase its shares at the request of shareholders.

Qualitative and quantitative measures will be used to monitor portfolios and securities to seek to ensure that investment portfolios are appropriately liquid and that shareholders concentrations in individual classes of shares are regularly reviewed to assess their potential impact on the liquidity profile of the relevant classes of shares.

Classes of shares that qualify as money market funds will be reviewed individually with respect to liquidity management, to ensure ongoing compliance with the minimum levels of daily and weekly liquidity as specified in the sales

documents of the Company.

The liquidity management procedures aim to assess the potential mismatch between asset side liquidity and liability side liquidity. On the asset side liquidity, portfolio holdings are classified according to their level of liquidity, taking account of both the individual security liquidity characteristics (bottom up assessment leveraging quantitative data from existing vendor models, supplemented by judgemental qualitative overlays where appropriate), and higher level asset class market depth constraints (top down assessment leveraging trading desks and other survey estimates). In addition to a base line liquidity assessment for each class of shares considering normal market conditions, additional stressed liquidity conditions are considered whereby the baseline liquidity figures are haircut to reflect decreased market liquidity assumptions in stressed market conditions. Concerning the liability side liquidity, shareholder positions shall be regularly reviewed and assessed in accordance with the "know your customer" policy for fund concentrations and any related impact on liquidity in the classes of shares. Analysis will be undertaken to identify patterns in shareholder cash needs and if any degree of correlation exists between shareholders. Periodic review of the evolution of inflows and outflows will also be undertaken to promote anticipation of future redemptions.

When the liquidity thresholds as disclosed in the sales documents of the Company for classes of shares that qualify as public debt constant net asset value money market funds and low volatility net asset value money market funds are breached, the Board may decide to apply one of the following measures: (i) liquidity fees, (ii) redemption gates or (iii) suspension of the redemption requests.

Article thirty-one:

In accordance with the Regulation and relevant delegated acts supplementing the Regulation, the Board or the Management Company, as appropriate, will establish, implement and consistently apply a customized internal credit quality assessment procedure based on prudent, systematic and continuous assessment methodologies for systematically determining the credit quality of the instruments held in the portfolio of the class of shares that qualify as money market funds within the meaning of the Regulation.

An effective process has been established by the Board or the Management Company, as appropriate, to ensure that relevant information on the issuer and the instrument's characteristics are obtained and kept up-to-date. This information includes, but is not limited to, detail on each issuer's financial accounts, business profile, and the quality of management in addition to industry

and market trends.

Determination of credit risk of an issuer or guarantor will be made based on an independent analysis of the issuer's or guarantor's ability to repay its debt obligations which uses a mixture of quantitative and qualitative information. The persons in charge of the implementation of internal credit quality assessment procedure constitute a team of credit analysts under the responsibility of the Board or the Management Company, as appropriate. The determination of credit risk shall include the following elements, where applicable:

- Financial condition and analysis of recent financial statements;
- Assessment of the issuer's liquidity profile including sources of liquidity;
- Ability to react to future market-wide and issuer- or guarantor-specific events, including the ability to repay in a highly adverse situation;
- Strength of the issuer's or guarantor within the economy and relative to economic trends and competitive position;
- Credit quality direction (which is an absolute view of how an issuer's credit quality is expected to evolve in the market);
- Sector rankings (they are made on a relative risk basis, linking a credit quality direction with an analyst's view of what is forecast to happen to an issue in the market);
- The rating and outlook provided by external credit rating agencies.

In order to quantify the credit risk of an issuer or guarantor and the relative risk of default of an issuer or guarantor and of an instrument, the following quantitative criteria will be used in the credit quality assessment methodology:

- (a) Bond pricing information, including credit spreads and pricing of comparable fixed income instruments and related securities;
- (b) Pricing of money market instruments relevant to the issuer or guarantor, instrument or industry sector;
- (c) Credit default-swap pricing information, including credit default-swap spreads for comparable instruments;
- (d) Default statistics relating to the issuer or guarantor, instrument, or industry sector;
- (e) Financial indices relevant to the geographic location, industry sector or asset class of the issuer or instrument;
- (f) Financial information relating to the issuer or guarantor, including profitability ratios, interest coverage leverage metrics, pricing of new issues including the existence of more junior securities.

Specific criteria for the qualitative assessment of the issuer or guarantor and of an instrument as designated by the Board or the Management Company, as appropriate will include:

- A. Credit Assessment of the issuer or guarantor of the instrument
 - 1. The financial condition of the issuer
 - a. Analysis of the sovereign including explicit and contingent liabilities, the size of foreign exchange reserves and any foreign exchange liabilities, etc.
 - b. Analysis of the industry and market in which the issuer operates, and its position within it.
 - 2. The financial condition of the guarantor
 - 3. The condition of government support
 - a. The level of government ownership or the point at which intervention will take place
 - b. Debt protection or business/financial support
 - c. National policy and the level of economic/systematic importance
- B. The liquidity of the instrument
 - 1. The amount of the issue outstanding
 - 2. The instruments liquidity as measured by both internal and external liquidity risk applications
- C. The issuer's rating from external credit rating agencies
 - 1. External credit ratings are not relied upon, but are used as an initial threshold for suitability using a minimum rating by internationally recognised statistical rating organizations determined by the Board or the Management Company, as appropriate.

There will be no mechanistic over-reliance on external ratings given, amongst other factors, the external rating is not forward-looking in nature. Independent, fundamental analysis will therefore be undertaken in order to come to an informed view.

The qualitative and quantitative inputs on which the credit quality assessment methodology is based will be of a reliable nature and well-documented.

Based on the analysis completed, a global favorable or unfavorable assessment on the issuer and on the instrument will be delivered. Unfavorable assessments result automatically in the impossibility of a transaction. Favorable assessments permit the issuer's inclusion on the approved list of issuers, making transactions possible but do not systematically end with a transaction. Each

approved issuer is assigned a maximum maturity for which its issues can be held.

The credit quality of individual issuers is reviewed and updated on a continuous basis. Proactive monitoring of public information that may impact an issuer's credit quality is key part of the dynamic research process.

In case an issuer's credit quality declines the instruments of which are held in a share class portfolio, the issuer may be designated "do not roll". In these instances, the instruments are either (i) sold or (ii) allowed to expire. In this latter case, the assessment of the credit quality of the instrument must remain favourable and further issues of the same issuer will not be purchased until such a point it recovers a credit quality sufficient to conclude to a favorable assessment of the instruments it issues.

The credit quality assessment methodologies are reviewed at least on annual basis by the Board or the Management Company, if appropriate, and more often if necessary.

In case there is a material change, within the meaning of the Regulation, that could have an impact on the existing assessment of an instrument or on the credit quality methodologies, a new credit quality assessment will be performed and/or credit quality methodologies will be updated.

Stress scenario analysis is performed at both an individual issuer and a total portfolio level. In the case of individual issuers, stress scenario analysis forms an integral part of the credit research process. It is performed in order to test the robustness of the assumptions used in the credit research process and to ensure that individual issuers are suitably resilient under potentially challenging conditions. Key factors involved in historical scenarios are used to inform forward-looking assumptions of potential future scenarios. Stress scenario analysis is performed on-desk by Schroders' dedicated team of credit analysts using proprietary systems, and is performed as frequently as may be necessary.

Article thirty-two:

Any information that the Company makes available to some or all of the investors shall be made available by information means, as decided by the Board, including: (i) the sales documents of the Company or marketing documentation, (ii) subscription, redemption, conversion or transfer form, (iii) contract note, statement or confirmation in any other form, (iv) letter, telecopy, email or any type of notice or message (including verbal notice or message), (v) publication in the (electronic or printed) press, (vi) the Company's periodic report, (vii) the Company's, Management Company's or any third party's registered office, (viii) a third-party, (ix) internet or a website and (x) any other means or medium to be freely

determined from time to time by the Board to the extent that such means or medium comply with these Articles and applicable laws and regulations.

Certain electronic information means used to make available certain information or document requires an access to internet and/or to an electronic messaging system.

By the sole fact of investing or soliciting the investment in the Company, an investor acknowledges the possible use of electronic information means to disclose certain information as set out in the sales documents and confirms having access to internet and to an electronic messaging system allowing this investor to access the information or document made available via an electronic information means.

Article thirty-three:

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