



# SWAN SICAV-SIF

**Société Anonyme in the form of  
SICAV-Fonds d'Investissement Spécialisé  
(Investment company with variable share capital –  
Specialised Investment Fund)**

Registered Office: 20, boulevard Emmanuel Servais  
L-2535 Luxembourg

## ARTICLES OF INCORPORATION OF 22 FEBRUARY, 2013 N° 139

IN THE YEAR TWO THOUSAND THIRTEEN,  
ON THE TWENTY-SECOND DAY OF FEBRUARY.

Before the undersigned Maître **Cosita Delvaux**, notary residing in  
Redange-sur-Attert, Grand Duchy of Luxembourg.

### THERE APPEARED:

SWAN ASSET MANAGEMENT S.A., with registered office at Via L. Zuccoli,  
CH-6900 Lugano-Paradiso (Switzerland), represented by Marco Domenico  
Petronio, professionally residing at 11, rue Beatrix de Bourbon, L-1225  
Luxembourg by virtue of a proxy given on 18 February 2013, which, after  
having been signed *ne varietur* by the proxy holder of the appearing party  
and the notary, will remain attached to the present deed in order to be  
registered with it.

Such appearing party, acting in the here above stated capacity, has  
requested the notary to inscribe as follows the Articles of Incorporation of a  
*société anonyme* which it forms:

### Title I.- Name - Registered office - Duration - Purpose

#### Art. 1. Name.

There exists among the subscriber and all those who may become owners  
of shares hereafter issued, a public limited company (*société anonyme*)  
qualifying as an investment company with variable share capital –  
specialised investment fund (*société d'investissement à capital variable –  
fonds d'investissement spécialisé*) under the name of "SWAN SICAV-SIF"  
(hereinafter the "Company").

#### Art. 2. Registered office.

The registered office of the Company is established in Luxembourg, Grand  
Duchy of Luxembourg.

The registered office of the Company may be transferred within the Grand Duchy of Luxembourg by resolution of the board of directors of the Company (hereafter the "board" or "board of directors").

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the board of directors.

In the event that the board of directors determines that extraordinary political, social or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg corporation.

#### **Art. 3. Duration.**

The Company is established for an unlimited period of time.

#### **Art. 4. Purpose.**

The exclusive purpose of the Company is to invest the funds available to it in transferable securities, units or shares of other open-ended and closed-ended undertakings for collective investment and other assets permitted by law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under the law of 13 February 2007 relating to specialised investment funds (hereinafter the "**Law of 2007**"), as amended from time to time.

The Company is dedicated to institutional investors, professional investors and other well-informed investors as these categories of eligible investors are defined in the Law of 2007, as amended from time to time (collectively the "**Qualified investors**").

### **Title II.- Share capital - Shares - Net asset value**

#### **Art. 5. Share capital – Share Classes.**

The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 11 hereof. The minimum capital shall be as provided by law, i.e. one million two hundred and fifty thousand euro (EUR 1,250,000.-). Such minimum capital must be reached within a period of



twelve months after the date on which the Company has been authorised as an undertaking for collective investment – specialised investment fund under Luxembourg law. The initial capital is thirty-one thousand Euro (EUR 31,000.-) represented by fully paid up shares of no par value.

The shares to be issued pursuant to Article 7 hereof may, as the board of directors shall determine, be of different classes. The proceeds of the issue of each class shall be invested in transferable securities of any kind, units or shares of other open-ended and closed-ended undertakings for collective investment and other assets permitted by law pursuant to the investment policy determined by the board of directors for the Sub-Fund (as defined hereinafter) established in respect of the relevant class or classes, subject to the investment restrictions provided by law or by regulation or determined by the board of directors.

The board of directors shall establish a portfolio of assets constituting a sub-fund (individually a “**Sub-Fund**”, collectively the “**Sub-Funds**”) for each class or for two or more classes. The Company constitutes one single legal entity. However, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund. In addition, each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund.

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.

#### **Art. 6. Form of shares.**

The Company shall issue shares in registered form only.

All issued registered shares of the Company shall be registered into the register of shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered shares, his residence or elected domicile as indicated to the Company and the number of registered shares held by him and the amount paid on the shares.

The inscription of the shareholder's name into the register of shareholders evidences his right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

The share certificates, if any, shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. The certificates, if any, will remain valid even if the list of authorized signatures of the Company is modified. However, one of such signatures may be made by a person duly authorized thereto by the board of directors; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the board of directors shall determine.

Transfer of registered shares shall be effected (i) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory

to the Company and (ii) if no share certificates have been issued, by a written declaration of transfer to be inscribed into the register of shareholders, dated and signed by the transferor and the transferee or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons duly authorized thereto by the board of directors.

Shareholders shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change his address as entered into 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.

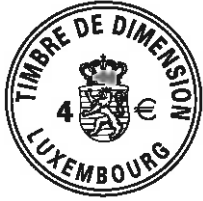
If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid, mutilated or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, 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 replacement of which the new one has been issued shall become void.

Mutilated share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the shareholder the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the annulment of the original share certificate.

The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of such share(s) is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such share(s).

The Company may decide to issue fractional shares up to three decimals. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the distributions and/or net assets attributable to the relevant class on a pro rata basis.



#### **Art. 7. Issue of shares.**

The board of directors is authorized without limitation to issue an unlimited number of fully paid up shares at any time without reserving the existing shareholders a preferential right to subscribe for the shares to be issued.

The board of directors may impose restrictions on the frequency at which shares shall be issued in any class or Sub-Fund; the board of directors may, in particular, decide that shares of any class or Sub-Fund shall only be issued during one or more offering periods or at such other periodicity as provided for in the issue documents for the shares.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be based on the net asset value per share of the relevant class within the relevant Sub-Fund, as determined in compliance with the provisions of Article 11 hereof as of such Valuation Day (as defined in Article 12 hereof) as is determined in accordance with such policy as the board of directors may from time to time determine. Such price may be increased by applicable sales commissions, as approved from time to time by the board of directors. The price so determined shall be payable within a maximum period as provided for in the issue documents for the shares.

The board of directors may delegate to any director, manager, officer or other duly authorized agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them. If subscribed shares are not paid for, the Company may cancel their issue whilst retaining the right to claim its issue fees and commissions.

The board of directors may agree to issue shares as consideration for a contribution in kind of securities or other permitted assets, in compliance with the conditions set forth by Luxembourg law, in particular the obligation for the independent auditor qualifying as *réviseur d'entreprise* agree to deliver a valuation report on this contribution and provided that such securities or other permitted assets comply with the investment objective, policies and restrictions of the relevant Sub-Fund as described in the issue documents for the shares. Any costs incurred in connection with a contribution in kind of securities shall be borne by the incoming investor.

#### **Art. 8. Redemption of shares.**

Any shareholder may request the redemption of all or part of his shares by the Company, under the terms and procedures set forth by the board of directors in the issue documents for the shares and within the limits provided by law and these Articles.

The redemption price per share shall be paid within a maximum period as provided for in the issue documents for the shares, as is determined in accordance with such policy as the board of directors may from time to time determine, provided that the share certificates, if any, and the transfer documents have been received by the Company, subject to the provisions of Article 12 hereof.

If as a result of any request for redemption, the number or the aggregate net asset value of the shares held by any shareholder in any class of the relevant Sub-Fund would fall below such number or such value as determined by the board of directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares in such class.

Further, if on any given Valuation Day redemption requests pursuant to this Article and conversion requests pursuant to Article 9 hereof exceed a certain level determined by the board of directors in relation to the number of shares in issue of a specific class, the board of directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the board of directors considers to be in the best interests of the Company.

Any redemption request may furthermore be deferred in special circumstances if the board of directors considers that the implementation of the redemption or the conversion request on such Valuation Day would adversely affect or prejudice the interests of the relevant Sub-Fund or the Company.

Under special circumstances including, but not limited to, default or delay in payments due to the relevant Sub-Fund from banks or other entities, the board of directors may, in turn, delay all or part of the payment to shareholders requesting redemption of shares in the Sub-Fund concerned. The right to obtain redemption is contingent upon the Sub-Fund having sufficient liquid assets to honour redemptions.

The board of directors may also defer payment of the redemption of a Sub-Fund's shares if raising the funds to pay such a redemption would, in the opinion of the board of directors, be detrimental to the remaining shareholders. The payment may be deferred until the special circumstances have ceased; redemption could be based on the then prevailing net asset value per share.

The redemption price shall be based on the net asset value per share of the relevant class within the relevant Sub-Fund, as determined in compliance with the provisions of Article 11 hereof, less such charges and commissions (if any) at the rate provided by the issue documents for the shares. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine.

The board of directors may, in its sole discretion, in compliance with the conditions set forth by Luxembourg law, notably the obligation to deliver a valuation report from an auditor qualifying as a *réviseur d'entreprises agréé*, decide to satisfy the payment of the redemption proceeds to any shareholder either wholly or partly in specie by allocating to such shareholder assets of the relevant Sub-Fund, equal in value as of the Valuation Day with respect to which the redemption price is calculated, to the net asset value of the Shares to be redeemed less any applicable redemption fee. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the redeeming



shareholder and/or the other shareholders of the relevant share class(es). The cost of such transfer shall be borne by the transferee.

If the net assets of any Sub-Fund do not reach a level at which the board of directors considers management possible or fall below a level under which the board of directors considers management not possible, the board of directors may decide the merger of one Sub-Fund with one or several other Sub-Funds of the Company in the manner described in Article 24 hereof.

All redeemed shares shall be cancelled.

#### **Art. 9. Conversion of shares.**

Unless otherwise determined by the board of directors of the Company, any shareholder may be entitled to request the conversion of all or part of his shares in any Sub-Fund into shares of another existing Sub-Fund.

The price for the conversion of shares shall be computed by reference to the respective net asset value of the two Sub-funds and share classes, calculated on the same Valuation Day following the business day on which the conversion request is accepted.

The board of directors may set restrictions as to the frequency, terms and conditions of conversions and subject them to the payment of such charges and commissions as it shall determine.

If as a result of any request for conversion, the number or the aggregate net asset value of the shares held by any shareholder in any class of the relevant Sub-Fund would fall below such number or such value as determined by the board of directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class.

The shares which have been converted into shares of another Sub-Fund shall be cancelled.

Under the responsibility of the board of directors, conversions may be effected in kind by conversion of a representative selection of the original Sub-Fund's holding in securities and cash pro rata to the number of shares converted, to the receiving Sub-Fund having a compatible investment policy as certified by an auditor qualifying as a *réviseur d'entreprises agréé*. Any expenses incurred in the valuation of the conversion in kind may be borne by the incoming investor.

#### **Art. 10. Restrictions on ownership of shares.**

The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, if in the opinion of the Company the latter is not a Qualified investor as defined in Article 4 hereof or if such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws other than those of the Grand Duchy of Luxembourg (including but without limitation tax laws).

Specifically, but without limitation, the Company may restrict the ownership of shares in the Company by any non-Qualified investor and by any U.S. person, as defined in this article, and for such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a non-Qualified investor or by a U.S. person; and

B.- at any time require any person whose name is entered into, or any person seeking to register the transfer of shares into the register of shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a non-Qualified investor or in a U.S. person, or whether such registry will result in beneficial ownership of such shares by a non-Qualified investor or by a U.S. person; and

C.- decline to accept the vote of any non-Qualified investor or of any U.S. person at any meeting of shareholders of the Company; and

D.- where it appears to the Company that any non-Qualified investor or any U.S. person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within thirty (30) days of the notice. If such shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such shareholder all shares held by such shareholder in the following manner:

(1) The Company shall serve a second notice (the "purchase notice") upon the shareholder holding such shares or appearing into the register of shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the purchase notice.

Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice and his name shall be removed from the register of shareholders.

(2) The price at which each such share is to be purchased (the "**purchase price**") shall be an amount based on the net asset value per share of the relevant class as at the Valuation Day specified by the board of directors for the redemption of shares in the Company immediately preceding the date of the purchase notice or next succeeding the surrender of the share certificate or certificates representing the shares specified in such notice,





whichever is lower, all as determined in accordance with Article 8 hereof, less any service charge provided therein.

(3) Payment of the purchase price will be made available to the former owner of such shares normally in the currency fixed by the board of directors for the payment of the redemption price of the shares of the relevant class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the purchase price following surrender of the share certificate or certificates specified in such notice. Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any funds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the Sub-Fund relating to the relevant class or classes. The board of directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorize such action on behalf of the Company.

(4) The exercise by the Company of the power 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 purchase notice, provided in such case the said powers were exercised by the Company in good faith.

Whenever used in these Articles, the term "U.S. person" means a citizen or resident of, or a company or partnership organized under the laws of or existing in any state, commonwealth, territory or possession of the United States of America, or an estate or trust other than an estate or trust the income of which from sources outside the United States of America is not includible in gross income for purpose of computing United States income tax payable by it.

#### **Art. 11. Calculation of net asset value per share.**

The net asset value per share of each class within each Sub-Fund shall be expressed in the reference currency (as defined in the issue documents for the shares) of the relevant class or Sub-Fund and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to each class, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Day, by the total number of shares in the relevant class then outstanding, in accordance with the valuation rules set forth below. The calculation of the net asset value per share of each class in a Sub-Fund may be computed up to one calendar month after the relevant Valuation Day in order to take into account the most current prices of any undertakings for collective investment in which the respective Sub-Fund may be invested. The net

asset value per share may be rounded up or down to the nearest second decimal place as the board of directors shall determine. If the board of directors considers that the net asset value calculated on a given Valuation Day is not representative of the fair value of the Sub-Fund's Shares or if, since the calculation of the Net Asset Value, there have been significant fluctuations on the stock exchanges concerned, the Company may, in order to safeguard the interests of the shareholders and the Company, decide to actualise the Net Asset Value on that same day.

The valuation of the net asset value of the different classes shall be made in the following manner:

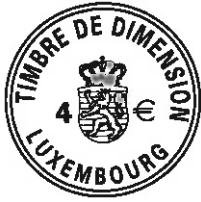
I. The assets of the Company shall include:

- 1) all cash on hand or on deposit, including any interest accrued thereon;
- 2) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);
- 3) all bonds, time notes, certificates of deposit, shares, stocks, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- 4) all units or shares of other undertakings for collective investment;
- 5) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;
- 6) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such asset;
- 7) the preliminary expenses of the Company, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off;
- 8) all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

(a) The value of any cash on hand or on deposit, bills and demand notes payable and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless, 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 may be considered appropriate in such case to reflect the true value thereof.

(b) The value of securities which are listed or dealt in on any stock exchange will be based on the previous day closing prices on the stock exchange which can reasonably be considered the principal market of such



securities, and each security traded on any other stock exchanges or regulated markets will, unless otherwise provided in the offering documentation of the Company, be based on its last available price on the principal market on which such securities are listed or admitted for trading, as furnished by a recognized pricing service approved by the board of directors; for non-listed securities or securities not traded or dealt in on any stock exchange or other regulated market, as well as listed or non-listed securities on such other market for which no valuation price is available, or securities for which the quoted prices are not representative of the fair market value, the value thereof shall be determined prudently and in good faith on the basis of foreseeable sales prices or on the basis of the prices as determined by the board of directors.

(c) The value of each security or other asset dealt in on any other regulated market that operates regularly, is recognized and is open to the public (a "Regulated Market") will be based on its last available price on the principal market on which such security is listed or admitted for trading, as furnished by a recognized pricing service approved by the board of directors.

(d) In the event that any assets are not listed nor dealt in on any stock exchange or on any other Regulated Market, or if, with respect to assets listed or dealt in on any stock exchange or on any other Regulated Market as aforesaid, the price as determined pursuant to sub-paragraph (b) or (c) is not representative of the fair market value of the relevant assets, or if, with respect to any assets listed or not listed on such other market for which no valuation price is available, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith or on the basis of the prices as determined by the board of directors.

(e) Units or shares of other undertakings for collective investment will be valued at their latest determined and available net asset value or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the board of directors on a fair and equitable basis. In particular some of the other undertakings for collective investment might not offer a valuation more frequently than monthly; valuations of such investments might be based on estimated or final figures calculated on the last available valuation and the market development in the opinion of the relevant manager of these investments. These valuations may be subject to adjustment (upward or downward) upon the finalization or the auditing of such valuation.

(f) The liquidating value of futures, spot, forward or options contracts not traded on stock exchanges nor on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the board of directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, spot, forward or options contracts traded on stock exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on stock exchanges and Regulated Markets on which the particular futures, spot, forward or options contracts are traded by the Company; provided that if a futures, spot, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for

determining the liquidating value of such contract shall be such value as the board of directors may deem fair and reasonable.

(g) Swaps will be valued at their market value.

(h) Money market instruments are valued at: a) market value plus any accrued interest for instruments having, at the moment of their acquisition by the Company, an initial or remaining maturity of more than 12 (twelve) months, until the instruments have a remaining maturity of less than 12 (twelve) months at which time they will move to an amortised cost basis plus accrued interest, and b) if no market value is available, on an amortised cost basis plus accrued interest for instruments having, at the moment of their acquisition by the Fund, an initial or remaining maturity of less than 90 (ninety) days.

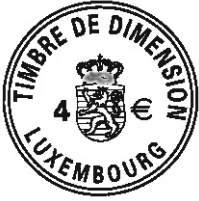
(i) All other securities and other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the board of directors.

The value of all assets and liabilities not expressed in the reference currency of a class or Sub-Fund will be converted into the reference currency of such class or Sub-Fund at the rate of exchange ruling in Luxembourg on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the board of directors.

The board of directors, in its discretion, may permit some other methods of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

II. The liabilities of the Company shall include:

- 1) all loans, bills and accounts payable;
- 2) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);
- 3) all accrued or payable expenses (including administrative expenses, management fees, including incentive fees, custodian fees, and corporate agents' fees);
- 4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company;
- 5) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves (if any) authorized and approved by the board of directors, as well as such amount (if any) as the board of directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- 6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise but not be limited to organisational and offering expenses, fees payable to its



investment managers, assistant managers, including performance fees, if any, fees and expenses payable to its auditors and accountants, custodian and correspondents, domiciliary and corporate agent, administrative agent, registrar and transfer agent, distributors, listing agent, any paying agent, any permanent representatives in places of registration, as well as any other agent employed by the Company, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the costs of preparing, printing, advertising and distributing issue documents, periodical reports or registration statements, share certificates, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateable for yearly or other periods. No fees or other expenses are payable by the Company to the Directors.

**III. The assets shall be allocated as follows:**

The board of directors shall establish a Sub-Fund in respect of each class and may establish a Sub-Fund in respect of two or more classes in the following manner:

a) If two or more classes relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. Within a Sub-Fund, classes may be defined from time to time by the board of directors so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific distribution fee structure, and/or (v) specific types of investors entitled to subscribe the relevant classes, and/or (vi) a specific currency, and/or (vii) any other specific features applicable to one class;

b) The proceeds to be received from the issue of shares of a class shall be applied in the books of the Company to the Sub-Fund established for that class, and the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the class to be issued, and the assets and liabilities and income and expenditure attributable to such class or classes shall be applied to the corresponding Sub-Fund subject to the provisions of this Article;

c) Where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Sub-Fund as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant Sub-Fund;

d) Where the Company incurs a liability which relates to any asset of a particular Sub-Fund or to any action taken in connection with an asset of a

particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund;

e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund, such asset or liability shall be allocated to all the Sub-Funds pro rata to the net asset values of the relevant classes or in such other manner as determined by the board of directors acting in good faith. Each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund;

f) Upon the payment of distributions to the holders of any class, the net asset value of such class shall be reduced by the amount of such distributions.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the net asset value taken by the board of directors or by any bank, company or other organization which the board of directors may appoint for the purpose of calculating the net asset value, shall be final and binding on the Company and present, past or future shareholders.

IV. For the purpose of this Article:

1) shares of the Company to be redeemed under Article 8 hereof shall be treated as existing and taken into account until immediately after the time specified by the board of directors on the Valuation Day on which such redemption is made and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the board of directors on the Valuation Day on which such issue is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the reference currency of the relevant class or Sub-Fund shall be valued after taking into account the rate of exchange ruling in Luxembourg on the relevant Valuation Day; and

4) where on any Valuation Day the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Day, then its value shall be estimated by the Company.

**Art. 12. Frequency and Temporary suspension of calculation of net asset value per share, of issue, Redemption and Conversion of shares.**

With respect to each class, the net asset value per share and the subscription, redemption and conversion price of shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company at a frequency determined by the board of directors, such date or time of calculation being referred to herein as the "Valuation Day".

The Company may temporarily suspend the determination of the net asset value per share of any particular sub-fund and share class and the issue and redemption of its shares from its shareholders as well as the conversion from and to shares of each class:

- a) during any period when any of the principal stock exchanges or other markets on which a substantial portion of the investments of the Company attributable to such Sub-Fund or share class from time to time are listed or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;
- b) during the existence of any state of affairs which constitutes an emergency in the opinion of the board of directors as a result of which disposal or valuation of assets owned by the Company attributable to such Sub-Fund would be impracticable;
- c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such Sub-Fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such Sub-Fund;
- d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares of such class or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot, in the opinion of the board of directors, be effected at normal rates of exchange;
- e) when for any other reason the prices of any investments owned by the Company attributable to such Sub-Fund or share class cannot promptly or accurately be ascertained;
- f) upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding up, dissolution, orderly disposal of the Company or of any Sub-Funds;
- g) during any period when the market of a currency in which a substantial portion of the assets of the Company is denominated is closed otherwise than for ordinary holidays, or during which dealings therein are suspended or restricted;
- h) during any period when political, economical, military, monetary or fiscal circumstances which are beyond the control and responsibility of the Company prevent the Company from disposing of the assets, or determining the net asset value of the Company in a normal and reasonable manner;

i) during any period when the calculation of the net asset value per unit or share of a substantial part of the undertakings for collective investment the Company is investing in, is suspended and this suspension has a material impact on the net asset value of such class;

j) in any other case where deemed necessary by the board of directors;

Any such suspension shall be published, if appropriate, by the Company and may be notified to shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the net asset value has been suspended.

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

Any application for subscription, conversion or redemption of Shares submitted to the relevant Sub-Fund during a suspension period may be withdrawn by the applicant; such withdrawal must be notified to the Fund before the end of the suspension period. If no such notice of withdrawal is received by the Fund, such application will be dealt with on the first Valuation Day following the end of the period of suspension.

### **Title III.- Administration and Supervision**

#### **Art. 13. Directors.**

The Company shall be managed by a board of directors composed of not less than three members, who need not be shareholders of the Company. They shall be elected for a term not exceeding six years. They may be re-elected. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Directors shall be elected by the majority of the votes of the shares present or represented.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of director, the remaining directors may temporarily elect, by majority vote, a director to fill such vacancy until the next meeting of shareholders.

#### **Art. 14. Board meetings.**

The board of directors may choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who needs not be a director, who shall write and keep the minutes of the meetings of the board of directors and of the shareholders. The board of directors shall meet upon call by the chairman, if any, or any two directors, at the place indicated in the notice of meeting.



The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the board members shall decide by a simple majority vote that another director, or in case of a shareholders' meeting, that any other person shall be in the chair of such meetings.

The board of directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the board of directors. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the board of directors.

Written notice of any meeting of the board of directors shall be given to all directors at least one week prior to the date 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 consent in writing, by telegram, telex, telefax or any other similar means of communication. Separate notice shall not be required for meetings held at times and places fixed in a previous resolution adopted by the board of directors.

Any director may act at any meeting by appointing in writing, by telegram, telex or telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the board of directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the board of directors. The directors may not bind the Company by their individual signature, except if specifically authorized thereto by a resolution of the board of directors.

The board of directors can deliberate or act validly only if at least a simple majority of the directors is present or represented.

Resolutions of the board of directors will be recorded in minutes signed by the person who will chair the meeting. Copies or extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors or by the secretary or any other authorized person.

Resolutions are taken by a simple majority vote of the directors present or represented. In the event that at any meeting the number of votes for or against a resolution are equal, the chairman of the meeting shall have a casting vote.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director

shall approve such resolution in writing, by telegram, telex, telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

**Art. 15. Powers of the board of directors.**

The board of directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in Article 18 hereof.

All powers not expressly reserved by law or by these Articles of Incorporation to the general meeting of shareholders are in the competence of the board of directors.

**Art. 16. Corporate signature.**

*Vis-à-vis* third parties, the Company is validly bound by the joint signatures of any two directors or by the joint or single signature of any person(s) to whom authority has been delegated by the board of directors.

**Art. 17. Delegation of power.**

The board of directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the board of directors, who shall have the powers determined by the board of directors and who may, if the board of directors so authorizes, sub-delegate their powers.

The board of directors may in this way delegate to investment manager(s), under its overall supervision, direction and responsibility, the daily management of the assets of the Company.

The board of directors or the investment manager(s) may be assisted by any assistant manager(s) in the performance of the Company's administrative duties.

The board of directors may also confer special powers of attorney by notarial or private proxy.

**Art. 18. Investment policies and Restrictions.**

The board of directors, based upon the principle of risk spreading, has the power to determine the investment policies and strategies to be applied in respect of each Sub-Fund and the course of conduct of the management and business affairs of the Company, within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations.

#### **Art. 19. Conflict of interest.**

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, associate, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, 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 in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the board of directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding general meeting of shareholders.

The term "opposite interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving the investment manager, the assistant manager, the custodian or such other person, company or entity as may from time to time be determined by the board of directors in its discretion.

#### **Art. 20. Indemnification of directors.**

The Company may indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

#### **Art. 21. Independent auditor.**

The accounting data related in the annual report of the Company shall be examined by an independent auditor (*réviseur d'entreprises agréé*) appointed by the general meeting of shareholders of the Company and remunerated by the Company.

- The independent auditor shall fulfil all duties prescribed by the Law of 2007, as amended from time to time.

#### **Title IV.- General meetings - Accounting year - Distributions**

##### **Art. 22. General meetings of shareholders of the company.**

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

The general meeting of shareholders shall meet upon call by the board of directors.

It may also be called upon the request of shareholders representing at least one tenth of the share capital.

The annual general meeting of shareholders shall be held in accordance with Luxembourg law in Luxembourg at a place specified in the notice of meeting, on the second Tuesday of the month of June of each year at 12.00 (noon) or, if any such day is not a business day, on the next following business day.

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

Shareholders shall meet upon call by the board of directors pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered shareholder at the shareholder's address into the register of shareholders. The giving of such notice to registered shareholders needs not be justified to the meeting. The agenda shall be prepared by the board of directors except when the meeting is called on the written demand of the shareholders in which case the board of directors may prepare a supplementary agenda.

As the shares are issued in registered form only, no publications of the notice of meeting will be made; notices to shareholders will be mailed by registered mail only.

If all shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of meeting.

The board of directors may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each share of whatever class is entitled to one vote in compliance with Luxembourg law and these Articles of Incorporation. Shareholders may act

either in person or by giving a proxy in writing, by telegram, telex or telefax to another person who needs not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, resolutions of the general meeting of shareholders of the Company are passed by a simple majority vote of the shareholders present or represented.

**Art. 23. General meetings of shareholders of a class or of classes.**

The shareholders of the class or of classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any class may hold, at any time, general meetings to decide on any matters which relate exclusively to such class.

The provisions of Article 22, paragraphs 2, 3, 7, 8 and 9 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles of Incorporation. Shareholders may act either in person or by giving a proxy in writing, by telegram, telex or telefax to another person who needs not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, resolutions of the general meeting of shareholders of a Sub-Fund or of a class are passed by a simple majority vote of the shareholders present or represented.

Any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any class vis-à-vis the rights of the holders of shares of any other class or classes, shall be subject to a resolution of the general meeting of shareholders of such class or classes in compliance with the law of 10 August 1915 on commercial companies, as amended (the "Law of 1915").

**Art. 24. Dissolution and Merger of Sub-Funds.**

In the event that for any reason the value of the net assets in any Sub-Fund has decreased to an amount determined by the board of directors to be the minimum level for such Sub-Fund to be operated in an economically efficient manner, or if a change in the economical, monetary or political situation relating to the Sub-Fund concerned would have material adverse consequences on the investments of that Sub-Fund or in order to proceed to an economical rationalization, the board of directors may decide to compulsorily redeem all the shares of the relevant class or classes issued in such Sub-Fund at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. The Company shall send a notice in writing to the holders of the relevant class or classes at least thirty days prior to the effective date for the compulsory redemption, which will indicate the reasons for, and the procedure of the redemption operations. Unless it is otherwise decided in the interests of, or to keep

equal treatment between the shareholders, the shareholders of the Sub-Fund or class of Shares concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the effective date for the compulsory redemption.

Notwithstanding the powers conferred to the board of directors by the preceding paragraph, the general meeting of Shareholders of any Sub-Fund or class of Shares may, upon proposal from the board of directors, redeem all the Shares of such Sub-Fund or class of Shares and refund to the Shareholders the NAV of their Shares (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

All redeemed shares shall be cancelled.

Under the same circumstances as provided in the first paragraph of this Article, the board of directors may decide to allocate the assets of any Sub-Fund to those of another existing Sub-Fund within the Company or to another undertaking for collective investment or to another sub-fund within such other undertaking for collective investment (the "New Sub-Fund"). Such decision will be notified in the same manner as described in the first paragraph of this Article (and, in addition, the notification will contain information in relation to the New Sub-Fund), one month before the date on which the merger becomes effective in order to enable shareholders to request redemption or conversion of their shares, free of charge, during such period.

In the case of a merger with another Luxembourg undertaking for collective investment of the contractual type ("*fonds commun de placement*") or a foreign based undertaking for collective investment the decision shall be binding only on such shareholders who have voted in favour of such merger; the other shareholders will be considered to have asked for the redemption of their shares.

#### **Art. 25. Accounting year.**

Afterwards, the Company's accounting years shall commence on the 1 (first) of January of each year and shall terminate on the 31 (thirty-first) of December of the same year.

#### **Art. 26. Distributions.**

The general meeting of shareholders shall, upon proposal from the board of directors and within the limits provided by law, determine how the results of

each Sub-Fund shall be disposed of, and may from time to time declare, or authorize the board of directors to declare, distributions.

For any class entitled to distributions, the board of directors may decide to pay interim dividends in compliance with the conditions set forth by law.

The shareholders of the class or of classes issued in respect of any Sub-Fund shall decide on the disposal of the results of each Sub-Fund at special class or classes meetings according to the provisions of Article 23 hereof.

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses into the register of shareholders.

Distributions may be paid in such currency and at such time and place that the board of directors shall determine from time to time.

The board of directors may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the board of directors.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the Sub-Fund relating to the relevant class or classes.

No interest shall be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

## **Title V.- Final provisions**

### **Art. 27. Custodian.**

To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of 5<sup>th</sup> April 1993 on the financial sector (hereinafter the "custodian").

The custodian shall fulfil the duties and responsibilities as provided for by the Law of 2007, as amended from time to time.

If the custodian desires to retire, the board of directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The board of directors may terminate the appointment of the custodian, but shall not remove the custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

### **Art. 28. Dissolution of the Company.**

The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the *quorum* and majority requirements referred to in Article 30 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to a general meeting of shareholders by the board of directors. The general meeting, for which no *quorum* shall be required, shall

decide by a simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall also be referred to a general meeting of shareholders whenever the share capital falls below one-fourth of the minimum capital indicated in Article 5 hereof; in such event, the general meeting shall be held without any *quorum* requirement and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days as from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

#### **Art. 29. Liquidation of the Company.**

The liquidation of the Company shall be carried out by one or several liquidators, who may be physical persons or legal entities and do not need to be shareholders, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

#### **Art. 30. Amendments to the Articles of Incorporation.**

The general meeting of shareholders may amend these Articles of Incorporation subject to the *quorum* and majority requirements provided by the Law of 1915.

#### **Art. 31. Statement.**

Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships, associations and any other organized group of persons whether incorporated or not.

#### **Art. 32. Applicable law.**

All matters not governed by these Articles of Incorporation shall be determined in accordance with the Law of 1915 and the Law of 2007, as such laws have been or may be amended from time to time.

### ***Transitory provisions***

- 1) The first accounting year will begin on the date of the formation of the Company and will end on 31 December 2013.
- 2) The first annual general meeting will be held on Tuesday, 10 June 2014.



### ***Subscription and Payment***

The Articles of Incorporation of the Company having thus been drawn up by the appearing party, the said appearing party, here represented as stated here above, declares to subscribe to the shares as follows:

- Swan Asset Management S.A. pre-named, subscribes for 310 shares with no par value.

The subscribed capital has been fully paid up in cash. The result is that as of now the Company has at its disposal the sum of thirty-one thousand Euros (EUR 31,000.-).

Evidence of the above payment was given to the undersigned notary.

### ***Declaration***

The undersigned notary herewith declares having verified the existence of the conditions enumerated in Article 26 of the Law of 1915 and expressly states that they have been fulfilled.

### ***Expenses***

The expenses which shall be borne by the Company as a result of its organisation are estimated at approximately EUR 2.900.-.

### ***General meeting of shareholders***

The above named person representing the entire subscribed capital and considering itself as validly convened, has immediately proceeded to hold a general meeting of shareholders which resolved as follows:

I. The following are elected as directors, their term of office expiring at the Annual General Meeting in 2014:

- Mr. Enrico Angella, born in Genova (Italy) on 21 November 1965, residing professionally at Via L. Zuccoli 19, CH-6900 Lugano-Paradiso, Switzerland;
- Mr. Fabrizio Biondo, born in Palermo (Italy) on 21 February 1970, residing professionally at Via L. Zuccoli 19, CH-6900 Lugano-Paradiso (Switzerland);
- Mr. Andrea Rocca, born in Rome (Italy) on 24 April 1971, residing professionally at Via G. Verdi 6, 20121 Milan (Italy);
- Mr. Sante Jannoni, born in Milan (Italy) on 25 May 1964, residing professionally at 11, Rue Beatrix de Bourbon, L-1225 Luxembourg.

II. The following is elected as independent auditor, its term of office expiring at the Annual General Meeting in 2014:

- PricewaterhouseCoopers, Société Coopérative, 400, route d'Esch, L-1014 Luxembourg.

III. The address of the Company is set at 20, boulevard Emmanuel Servais, L-2535 Luxembourg.

The undersigned notary, who understands and speaks English, herewith states that on request of the above named persons, this deed is worded in English.

**WHEREOF**, this notarial deed was drawn up in Luxembourg, on the date at the beginning of this deed.

The document having been read to the person appearing, who is known to the notary by his surname, first name, civil status and residence, the said person signed together with Us notary this original deed.

(Signé) M.D. PETRONIO, C. DELVAUX

Enregistré à Redange/Attert, le 25 février 2013

Relation : RED/2013/291

Reçu soixante-quinze euros

75,00 €

Le Receveur (signé) T.KIRSCH

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POUR EXPEDITION CONFORME,  
délivrée à la demande de la société.

Redange-sur-Attert, le 27 février 2013

Me Cosita DELVAUX

