

THE STRALEM FUND

Société d'Investissement à Capital Variable

11, rue Aldringen

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RCS Luxembourg B July 27, 2008

Art. 1. There exists among the subscribers and all those who may become holders of shares, a company in the form of a "société d'investissement à capital variable" under the name of THE STRALEM FUND (hereafter the "Company").

Art. 2. The Company is established for an unlimited period from the date hereof. The Company may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these Articles of incorporation, as prescribed in Article 27 hereof.

Art. 3. The exclusive object of the Company is to place the funds available to it in transferable securities and in other assets referred to in the Part I of the Law of 20 December 2002 relating to undertakings for collective investment (hereafter the "2002 Law") in accordance with the provisions of the investment policy and restrictions established by the board of directors (hereafter the "Board") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the 2002 Law or any legislative re-enactment or amendment thereof.

Art. 4. The registered office of the Company is established in Luxembourg City, in the Grand-Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the Board.

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

Art. 5. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total net assets of all the sub-funds of the Company as defined in Article 22 hereof.

The minimum capital of the Company is the equivalent in EUR of the minimum capital stipulated by 2002 Law.

The Company constitutes one sole legal entity and for the purpose of the relations as between shareholders, each sub-fund will be deemed to be a separate entity. The assets of a class are only applicable to the debts, engagements and obligations of that class.

The Board is authorized without limitation to issue fully paid shares at any time in accordance with Article 23 hereof at the Net Asset Value or at the respective Net Asset Values per share determined in accordance with Article 22 hereof without reserving the existing shareholders a preferential right to subscription of the shares to be issued. The Board may delegate to any duly authorized director or officer of the Company or to any other duly authorized person, the duty of accepting subscriptions for delivering and receiving payment for such new shares.

Such shares may, as the Board shall determine, be of different sub-funds and the proceeds of the issue of each sub-fund shall be invested, pursuant to Article 3 hereof, in securities or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of assets, as the Board shall from time to time determine in respect of each sub-fund.

Within each sub-fund, the Board is authorised to create different categories and/or sub-categories which may be characterised by their distribution policy (distribution shares, capitalisation shares), their benchmark currency, their commission levels or by any other characteristic to be determined by the Board.

All the rules applicable to the classes are also applicable mutatis mutandis to the classes and categories of shares.

Payments of dividends will be made to holders of distribution shares, in respect of registered shares, at their address in the Register of Shareholders whereas the corresponding amounts due to capitalization shares will not be paid but will stay invested in the Company on their behalf.

The Board may further decide a split or a reverse split of shares or category/sub-category of shares of the Company.

For the purpose of determining the capital of the Company, the net assets attributable to each sub-fund shall, if not expressed in USD, be converted into USD, and the capital shall be equal to the total of the net assets of all the sub-funds.

Art. 6. Shares will be issued either in registered or in bearer form.

In respect of Bearer Shares, if issued, certificates will be in such denominations as the Board shall decide. Only certificates evidencing a whole number of Shares will be issued.

If a bearer shareholder requests the exchange of his certificates for certificates in other denominations, no cost will be charged to him. If a bearer shareholder requests the conversion of his bearer shares into registered shares, the Board may in its discretion levy a charge on such Shareholder to cover the administrative costs incurred in effecting such exchange.

Share certificates shall be signed by either two directors or one director and an official duly authorised by the Board for such purpose. Signatures of the directors may be either manual, or printed. 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.

Registered shares shall be inscribed in the register of shareholders.

In the case of registered shares, if the Board resolves that shareholders may elect to obtain Share certificates and if a shareholder does not expressly elect to obtain Share certificates, he will receive in lieu thereof a confirmation of his shareholding.

In the case of shares issued under registered form, fractions of shares may be issued . Fractions of shares shall not carry a vote but shall be entitled to a corresponding fraction of liquidation proceeds and dividends (if any).

In the case of registered shares, all issued 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 shall contain the name of each holder of inscribed shares, his residence or elected domicile and so far, as notified to the Company, the number, sub-fund held by him, and the amount paid in on each such share.

In the case of registered shares, every transfer of a share shall be entered in the Register of Shareholders, and every such entry shall be signed by one or more officers of the Company or by one or more persons designated by the Board.

Transfer of registered shares shall be effected 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 therefore.

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

In the event that such shareholder does not provide such address, the Company may permit a notice to this effect to be entered in the Register of Shareholders, and the shareholder's address will be deemed to be at the registered office of the Company, or 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 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.

Shareholders are entitled to request the exchange of their bearer shares for registered shares (or *vice-versa*). The Board may in its discretion levy a charge on such shareholders.

Shares may be issued upon acceptance of the subscription. The subscriber will, upon issue of the Shares and receipt of the purchase price, receive title to the Shares purchased by him.

If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, but without restriction thereto, as the Company may determine.

On the issue 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.

Mutilated or defaced share certificates may be exchanged for new ones by order of the Company. The mutilated or defaced certificates shall be delivered to the Company and shall be cancelled immediately.

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 cancellation of the old share certificate.

Art. 7. The Board shall have power to impose such restrictions 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 authority or (b) any person in circumstances which in the opinion of the Board might result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantage which the Company might not otherwise have incurred or suffered.

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:

- a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in beneficial ownership of such a share 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 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 or will rest in a person who is precluded from holding shares in the Company and,
- c) where it appears to the Company that any person, who is precluded from holding shares in the Company, either alone or in conjunction with any other person, is a beneficial owner of shares, compulsorily redeem from any such shareholder all shares held by such shareholder in the following manner:
 - 1) The Company shall serve a notice (hereinafter called the "redemption notice") upon the shareholder bearing such shares or appearing in the Register of Shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the Redemption Price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company.

Immediately after the close of business on the date specified in the redemption notice, such shareholder shall cease to be a shareholder and the shares previously held by him shall be cancelled;

- 2) The price at which the shares specified in any redemption notice shall be redeemed (herein called the "Redemption Price") shall be an amount equal to the per share Net Asset Value of shares in the Company of the relevant sub-fund determined in accordance with article 22 hereof;

- 3) Payment of the Redemption Price will be made in the reference currency of the relevant sub-fund and will be deposited by the Company with a bank (as specified in the redemption notice) for payment to such owner. 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 owner thereof to receive the price so deposited (without interest) from such bank.

4) The exercise by the Company of the powers conferred by this article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any redemption notice, provided that in such case the said powers were exercised by the Company in good faith; and

d) decline to accept the vote of any person who is precluded from holding shares in the Company at any meeting of shareholders of the Company.

Whenever used in these Articles, the term "U.S. person" shall include a national or resident of the United States of America and a partnership or corporation organised or existing in any state, territory or possession of the United States of America.

Art. 8. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company if the decisions to be taken are of interest for all the shareholders. Its resolutions shall be binding upon all shareholders of the Company regardless of the sub-fund held by them. It shall have the broadest power to order, carry out or ratify acts relating to the operations of the Company. However, if the decision are only concerning the particular rights of the shareholders of one sub-fund such decisions are to be taken by a General Meeting representing the shareholders of such sub-fund.

Art. 9. 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 Luxembourg as may be specified in the notice of meeting, on the first Thursday of the month of October at 3 p.m. If such day is not a bank business day in Luxembourg (hereafter "Business Day"), the annual general meeting shall be held on the following Business Day. 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.

Art. 10. The quorum and delays required by law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each whole share of whatever sub-fund and regardless of the net asset value per share within the sub-fund, is entitled to one vote. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing.

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 expressed votes.

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

Art. 11. Shareholders will meet upon call by the Board, pursuant to article 70 of the Luxembourg law of 10 August, 1915 (as amended).

Art. 12. The Company shall be managed by a Board composed of not less than three members; members of the Board need not to be shareholders of the Company.

The Directors shall be elected by the shareholders at their annual general meeting for a period of three years, 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 a vacancy until the next meeting of shareholders.

Art. 13. The Board may choose from among its members a chairman and one or more vice-chairmen. It shall also choose a secretary, who need not to be a Director, who shall be responsible for keeping the minutes of the meeting of the Board and of the shareholders. The Board shall meet upon call by any two Directors, at the place indicated in the notice of meeting. If a chairman is appointed, he shall preside at all meetings of shareholders and at the Board, but failing a chairman or in his absence the shareholders or the Board may appoint any Director as chairman pro tempore by vote of the majority present at any such meeting.

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 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 another Director as his proxy. Directors may also cast their vote in writing.

Board meetings may be held by telephone link or telephone/video conference.

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 at a meeting of the Board. Decision shall be taken by a majority of the votes of the Directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman of the meeting shall have a casting vote.

Resolutions of the Board may also be passed in the form of one or several declarations in writing signed by all the Directors.

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 operation 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 to them by the Board.

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 to be members of the Board.

Art. 14. The minutes of any meeting of the Board shall be signed by the chairman pro tempore who presided at such meeting.

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

Art. 15. The Board shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy for the investments relating to each sub-fund and the course of conduct of the management and business affairs of the Company.

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 acting under the supervision of the Board.

The course of conduct of the management and business affairs of the Company shall not effect such investments or activities as shall fall under such investment restrictions as may be imposed by the 2002 Law or be laid down in the laws and regulations of those countries where the Shares are offered for sale to the public or as shall be adopted from time to time by resolutions of the Board and as shall be described in any prospectus relating to the offer of shares.

In the determination and implementation of the investment policy the Board may invest the assets of the Company in:

- a) transferable securities and money markets instruments admitted to or dealt in on a regulated market and/ or
- b) transferable securities and money markets instruments dealt in on another regulated market in a Member State of the European Union or such other country referred to point c) hereunder, which operates regularly and is recognized and open to the public and/or
- c) transferable securities and money markets instruments admitted to official listing on a stock exchange in a non-member State of the European Union or dealt in on another regulated market in a non-member State of the European Union which operates regularly and is recognized and open to the public provided that the choice of the stock exchange located in a State which is not a member of the European Union: all the countries of Europe, Asia, Oceania, the American continents and Africa
- d) recently issued transferable securities and money market instruments, provided that:
 - 1) the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market which operates regularly and is recognized and open to the public, provided that the choice of the stock exchange or the market has been provided for in the instruments of incorporation of the UCITS
 - 2) such admission is secured within one year of issue.
- e) Units/shares of UCITS authorized according to Directive 85/611/EEC and/or other UCIs within the meaning of Article 1, paragraph (2) first and second indents of Directive 85/611/EEC provided that:
 - 1) such other UCIs are authorized under laws which provide that they are subject to supervision considered by the Commission de Surveillance du Secteur Financier (the 'CSSF') to be equivalent to that laid down in Community law, and that co-operation between authorities is sufficiently ensured. Such other UCIs must have been authorized under the laws of any

Member State of the EU or under the laws of Norway, Switzerland or the United States of America, Guernsey, Jersey;

- 2) the level of protection for unitholders/shareholders in the other UCIs is equivalent to that provided for unitholders/shareholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 85/611/EEC;
- 3) the business of the other UCIs is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;
- 4) no more than 10% of the UCITS' or the other UCIs' assets, whose acquisition is contemplated, can, according to their constitutional documents, be invested in aggregate in units or shares of other UCITS or other UCIs;

Acquisition of units or shares of another UCI with which the Company is linked within the framework of a common management or control or by direct or indirect participating interests may only be allowed in the case of a UCI which, in accordance with its management regulations or with its Articles of Association, specializes in a given geographical or economic sector.

f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve months, provided that the credit institution has its registered office in a Member State of the European Union or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;

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

- 1) the underlying consists of instruments covered by Article 41, paragraph (1) of the 2002 Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest,
- 2) the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF, and
- 3) the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the UCITS' initiative; such valuation method will be approved by the auditors.

h) money market instruments other than those dealt in on a regulated market, which fall under Article 1 of the 2002 Law, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:

- 1) issued or guaranteed by a central, regional or local authority or central bank of a Member State, the European Central Bank, the European Union or the

European Investment Bank, a non-Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or

- 2) issued by an undertaking any securities of which are dealt in on regulated markets referred to in items a), b) or c) above, or
- 3) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community Law, or
- 4) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second and the third items and provided that the issuer is a company whose capital and reserves amount to at least EUR 10.000.000 and which presents and publishes its annual accounts in accordance with the fourth directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

The Board of Directors of the Company is authorised, in accordance with the principle of the risk spreading, to invest up to 100% of the net assets of any sub-fund in transferable securities and money market instruments issued or guaranteed by a Member State of the European Union, by its public territorial bodies, by a Member State of the Organisation for Economic Co-operation and Development (OECD), or by international organisations of a public character of which one or more Member States of the European Union are part, on the condition that such securities belong to at least six different issues, without the securities belonging to a single issue exceeding 30% of the total amount.

Art. 16. 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 affiliation with such other company or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have any personal interest in any transaction of the Company, such director or officer shall make known to the Board such personal interest and shall not consider or vote on any such transaction, and such director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving the investment manager or any subsidiary thereof, or such other company or entity as may from time to time be determined by the Board on its discretion.

Art. 17. 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 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. 18. The Company will be bound by the joint signatures of two directors or officers to whom authority has been delegated by the Board or by the sole signature of the managing director.

Art. 19. To the extent required by the 2002 Law , the operations of the Company and its financial situation including particularly its books shall be supervised by a qualified "réviseur d'entreprises" who shall be elected by a General Meeting for a period of three years until his successor is elected.

The "réviseur d'entreprises" in office may be replaced at any time by the Company with or without cause.

Art. 20. As is more especially prescribed herebelow, the Company has the power to redeem its own shares at any time within the sole limitation set forth by the 2002 Law.

Any shareholder may request the redemption of all or part of his shares by the Company. The Redemption Price shall be paid not later than 10 Business Days as from the Calculation Day (the calculation day is being defined as the day on which the Net Asset Value for the relevant sub-fund as determined in accordance with the provisions of Article 22 hereof is calculated) less such redemption fee as the prospectus may provide.

The Company shall not be bound to redeem on any Valuation Day more than 10% of the number of Shares of any sub-fund on such Valuation Day.

In the case of redemption requests exceeding 10% of the net asset value of the relevant sub-fund on any Valuation Day, the Company may decide to defer on a pro rata basis redemptions to the next Valuation Day. In case of a deferral of redemptions, the relevant Shares shall be redeemed at

the Net Asset Value per Share prevailing on the Valuation Day on which the redemption is effected. On such Valuation Day such requests shall be complied with by giving priority to the earliest request.

Any such request must be filed and sent by such shareholder in written form 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.

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

Any shareholder may request the conversion of whole or part of his shares into shares of another sub-fund at the respective Net Asset Value of the shares of the relevant sub-fund, provided that the Board may impose such restrictions as to, inter alia, frequency of conversion, and may make conversion subject to payment of an administration charge.

Art. 21. The Net Asset Value of shares in the Company shall be calculated as to the shares of each sub-fund by the Company from time to time, but in no instance less than twice monthly, as the Board by regulation may direct ("Calculation Day"), provided that in any case where any Calculation Day would not fall on a Business Day, such Calculation Day shall be the next business day.

The Company may suspend the determination of the Net Asset Value of shares of any particular sub-fund or all sub-fund and the issue and redemption of the shares in such sub-fund or sub-funds as well as conversion from and to shares of such sub-fund or sub-funds:

- a) during any period when any market or stock exchange, which is the principal market or stock exchange on which a material part of the Company's investments attributable to any sub-fund for the time being are quoted, is closed, (otherwise than for ordinary holidays), or during which dealings are substantially restricted or suspended; or
- b) during the existence of any state of affairs which in the opinion of the Board constitutes an emergency as a result of which disposals or valuations of assets owned by the Company attributable to any sub-fund would be impracticable; or
- c) during any breakdown in, or restriction in the use of the means of communication normally employed in determining the price or value of any of the investments attributable to any sub-fund or the current prices on any market or stock exchange; or
- d) during any period when the Company is unable to repatriate moneys for the purpose of making payments on the redemption of its Shares or during which any transfer of moneys 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) during any period when, in the opinion of the Board, there exists unusual circumstances which make it impracticable or unfair towards the shareholders to continue dealing with Shares of any sub-fund of the Company; or
- f) When there is a suspension of redemption or withdrawal rights by several investment funds in which the Company or the relevant sub-fund is invested.
- g) once a Meeting has been convened during which it will be proposed to dissolve the Company; or
- h)) as from the effective date of a decision to close a class.

Shareholders having requested issue, redemption of their Shares will be notified in writing of any such suspension within seven calendar days of their request and will be promptly notified in writing of the termination of such suspension.

The suspension affecting any sub-fund will have no effect on the calculation of Net Asset Value, Subscription Price and Redemption Price or the issue and redemption of the Shares of any other sub-fund.

Art. 22. The Net Asset Value of the different sub-funds is determined by deducting the total liabilities corresponding to each sub-fund from the total assets corresponding to each sub-fund.

The Net Asset Value per share of a sub-fund shall be expressed in the reference currency of the relevant sub-fund. The Net Asset Value per share will be determined by dividing the net assets of the sub-fund by the total number of shares of that sub-fund then outstanding taking into account the allocation of the net assets between categories of shares and shall be rounded up or down to the nearest whole hundredth.

The valuation of the Net Asset Value of the different sub-funds shall be made in the following manner:

- A. The assets of the Company shall be deemed to include:
 - a) all cash on hand or on deposit, including any interest accrued thereon,
 - b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered), except those receivable from a subsidiary of the Company,
 - c) all bonds, time notes, shares, stock, debentures stocks, subscription rights, warrants, options and other investments, money market instruments and securities owned or contracted for by the Company,
 - d) all financial instruments,
 - e) all stock, stock dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights or by similar practices),
 - f) all interests accrued on any interest-bearing securities owned by the Company except to the extent that the same is included or reflected in the principal amount of such security,
 - g) 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
 - h) all other assets of every kind and nature, including prepaid expenses.

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 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 Board may consider appropriate in such case to reflect the true value thereof.
- b) The value of securities or money market instruments or derivatives which are quoted or dealt in on any stock exchange is based on the closing price on such stock exchange, on the relevant Valuation Day.
- c) The value of securities or money market instruments dealt in on a regulated market which operates regularly and is recognized and open to the public ("the regulated market") is based on the closing price on the relevant Valuation Day.
- d) In the event that any of the securities or money market instruments held in the Company's portfolio are not quoted or dealt in on any stock exchange or other regulated market or if, with respect to securities quoted or dealt in on any stock exchange or dealt in on any other regulated market, the price as determined pursuant to sub-paragraphs b) or c) is not representative of the fair market value of the relevant securities, the value of such securities will be determined based on the reasonably foreseeable sales price determined prudently and in good faith.
- e) all investments, cash balances and other assets of the Company expressed in currencies other than the reference currency of the different sub-funds shall be valued after taking into account the market rate or rates of exchange in force at the relevant Valuation Day.
- f) for money market instruments and transferable securities with a residual maturity of less than 12 months, the valuation price will be gradually adjusted to the maturity date, based on the net acquisition price and retaining the ensuing yield. If market conditions change substantially, the valuation principles for the individual investments will be adjusted to the new market returns.
- g) Units/shares issued by any open-ended UCI shall be valued at their last available net asset value at the relevant Valuation Day, as reported or provided by such underlying funds or their agents.
- h) the valuation of swaps will be based on their market value, which itself depends on various factors (e.g. level and volatility of the underlying asset, market interest rates, residual term of the swap). Any adjustments required as a result of issues and redemptions are carried out by means of an increase or decrease in the nominal of the swaps, traded at their market value;
- i) The valuation of derivatives traded over-the-counter (OTC), such as futures, forward or option contracts not traded on exchanges or on other recognized markets, will be based on their net liquidating value determined, pursuant to the policies established by the Company on the basis of recognized financial models in the market and in a consistent manner for each category of contracts. The net liquidating value of a derivative position is to be understood as being equal to the net unrealized profit/loss with respect to the relevant position.

Where, as a result of special circumstances, a valuation on the basis of the aforesaid rules becomes impracticable or inaccurate, other generally accepted and verifiable valuation criteria are applied in order to obtain an equitable valuation.

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

- a) loans, bills and accounts payable;
- b) all accrued or payable administrative expenses including fees and expenses to the Investment Manager and to the Custodian (including fees and expenses of its correspondents abroad) and all other expenses incurred in the operation of the Company. Fees and expenses to be borne by the Company will include, without limitations, taxes, expenses for legal, auditing and other professional services, costs of printing proxies, stock certificates, shareholders' reports, prospectuses and other reasonable promotional and marketing expenses, expenses of issue, conversion and redemption of Shares and payment of dividend, if any, expenses of the Transfer Agent, Administrative Agent, registration fees and other expenses due or incurred in connection with the authorization by and reporting to supervisory authorities in various jurisdictions, cost of translation of the prospectus and other documents which may be required in various jurisdictions where the Company is registered, the fees and out-of-pocket expenses of Directors of the Company, insurance, interest, listing and brokerage costs, taxes and costs relating to the transfer and deposit of securities or cash, out-of-pocket disbursements of the Custodian and of all other agents of the Company and the costs of computation and publication of the Net Asset Value per Share of each sub-fund;
- c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto,
- d) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves if any authorized and approved by the Board 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 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.

All recurring charges will be charged first against current income, then against capital gains, then against assets.

The costs and expenses incurred in connection with the formation of the Company and the issue of shares referred to herein, including those incurred in the preparation and publication of this Prospectus, all legal and printing costs, certain launch expenses (including advertising costs) and preliminary expenses will be borne by the Company, and amortized over the first five years on a straight line basis.

- C. The Board shall establish a pool of assets for each sub-fund in the following manner:
- a) the proceeds from the issue of each sub-fund shall be applied in the books of the Company to the pool of assets established for that sub-fund, 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 as the assets from which it was derived and on each re-valuation 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 action taken in connection with an asset of a particular pool, such liability shall be allocated to the relevant pool,
 - d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated to all the pools pro rata to the net asset values of the relevant sub-funds; it is understood that all the assets concerning a specific sub-fund are only liable for the debts and obligations of that sub-fund;
 - e) upon the payment of dividends to the holders of distribution shares of any sub-funds, the Net Asset Value of such distribution shares shall be reduced by the amount of such dividends. The corresponding amounts due to capitalization shares will remain invested in the Company on their behalf.
- D. For the purposes of this Article:
- a) shares of the Company to be redeemed under Article 20 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to Article 21, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;
 - b) all investments, cash balances and other assets of the Company expressed in currencies other than the reference currency of the relevant sub-fund 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 shares and
 - c) effect shall be given on any Valuation Day to any acquisitions or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable.

Art. 23. Whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be the Net Asset Value as hereinabove defined for the relevant sub-fund plus such subscription fee as the prospectus may provide, such price to be rounded up or down to the nearest whole hundredth of the reference currency of the relevant sub-fund. Any remuneration to agents in the placing of the shares shall be paid out of such commission. The price so determined shall be payable no later than 10 business days as from the relevant Calculation Day.

Art. 24. The accounting year of the Company shall begin on the 1st of July of each year and shall terminate on the 30th of June.

The accounts of the Company shall be expressed in USD. Where there shall be different sub-funds as provided for in Article 5 hereof, and if the accounts within such sub-funds are expressed in different currencies, such accounts shall be converted into USD and added together for the purpose of the determination of the accounts of the Company.

Art. 25. The general meeting of shareholders shall, upon the proposal of the Board in respect of each sub-fund, and such as well for distribution and capitalisation shares determine how the annual net investment income, the realised capital gains and the unrealised capital gains after deduction of unrealised capital losses, shall be disposed of. The payment of dividends shall be determined by the holders of distribution shares at the annual general meeting, upon the proposal of the Board. The corresponding amounts due to capitalisation shares will not be paid but will stay invested in the company on their behalf. When a dividend is distributed to distribution shares, the net asset value of these distribution shares will be reduced by the aggregate amount of the dividend.

Distribution of dividends can be made for any amounts (including effectively a repayment of capital) provided that after distribution the net asset value of the Company exceeds the minimum capital requested by the 2002 Law. However the nature or the distribution (capital or revenue) must be disclosed.

The dividends declared will be paid in the reference currency of the relevant sub-funds.

The Board is allowed to decide the payment of an intermediary dividend.

Art. 26. 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 sub-fund shall be distributed by the liquidators to the holders of shares of each sub-fund in proportion of their holding of shares in such sub-fund.

If the capital of the COMPANY falls below two thirds of the minimum capital, the directors or the management organ, as the case may be, must submit the question of the dissolution of the COMPANY to a general meeting for which no quorum shall be prescribed and which shall decide by a simple majority of the shares represented at the meeting.

If the capital of the COMPANY falls below one fourth of the minimum capital, the directors or the management organ, as the case may be, must submit the question of the dissolution of the COMPANY to a general meeting for which no quorum shall be prescribed; dissolution may be resolved by shareholders holding one fourth of the shares at the meeting.

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

The Board may decide at any time the closing of one or more sub-funds of the Company in the following events:

- If the net assets of any sub-fund has not reached, or has decreased, to a minimum amount, to be the minimum level for such sub-fund to be operated in an economically efficient manner or;
- If the political and/or economical environment happens to change
- If an economic nationalization is needed

Unless otherwise decided by the Board, the Company may, until such time as the decision to liquidate is executed, continue to redeem or convert the shares of the sub-fund which it has been decided to liquidate, taking account of liquidation costs but without deducting any redemption fee as stated in the prospectus. The formation expenses will be fully amortized.

Amounts unclaimed by shareholders on the closure of liquidation of the relevant sub-fund shall be deposited with the custodian bank for a period not exceeding six months from the date of closure. After such period the amounts will be deposited with the "*Caisse de Consignation*".

The Board may decide to close down one sub-fund by contribution into another sub-fund of the Company. In addition, such merger may be decided by the Board if required by the interests of all the shareholders of the relevant sub-funds. Such decision will be published as foreseen by the law and by the Board. The publication will contain information in relation to the absorbing sub-fund. Such publication will be made 1 month before the date on which the merger becomes effective in order to enable shareholders to request redemption of their shares, free of redemption fee as stated in the prospectus, before the merger operation becomes effective.

The decision relative to the merger will be binding upon all the shareholders who have not asked for redemption of their shares during the 1 month's period.

The Board may also, under the same circumstances as provided above, decide to close down one sub-fund by contribution into another collective investment undertaking governed by Part I of the 2002 Law. In addition, such merger may be decided by the Board if required by the interests of all the shareholders of the relevant sub-fund. Such decision will be published in the countries where the Company is registered in a widely spreaded newspaper and, in addition, the publication will contain information in relation to the absorbing collective investment undertaking. Such publication will be made 1 month before the date on which the merger becomes effective in order to enable shareholders to request redemption of their shares, free of redemption fee as stated in the prospectus, before the merger operation becomes effective. In case of contribution to another collective investment undertaking of the mutual fund type, the merger will be binding only on shareholders of the relevant sub-fund who will expressly agree to the merger.

The decision to liquidate or to merge a sub-fund in the circumstances and in the manner described in the preceding paragraphs may also be taken at a meeting of the shareholders of the sub-fund to be liquidated or merged where no quorum is required and where the decision

to liquidate or merge must be approved by shareholders holding at least 50% of the shares represented at the meeting.

The contribution of one sub-fund into another foreign collective investment undertaking is only possible with the unanimous agreement of all the shareholders of the relevant sub-fund or under the condition that only the shareholders who have approved the operation will be transferred.

Art. 27. These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and majority requirements provided by laws of Luxembourg. Any amendment affecting the rights of the holders of shares of any sub-fund vis-à-vis those of any other sub-fund shall be subject, further, to the said quorum and majority requirements in respect of each such relevant sub-fund.

All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and amendments thereto and the 2002 Law.