

**"CANDRIAM MONEY MARKET"**

Société d'Investissement à Capital Variable

**L-4360 Esch-sur-Alzette**

14, Porte de France

Luxembourg Trade and Companies Register (RCS): **B26803**

Formed according to the deed recorded by Maître Frank Baden, notary residing in Luxembourg, on 16 November 1987, published in the *Mémorial Recueil des Sociétés et Associations* C number 358 of 18 December 1987.

The articles of incorporation were amended for the last time following the deed received by Maître Henri HELLINCKX, notary at Luxembourg, on 23 April 2019, and published in the *Recueil Electronique des Sociétés et Associations (RESA)* number RESA\_2019\_1064 of 6 May 2019

**ARTICLES OF INCORPORATION (COORDINATED TEXT)**

**With effect from 24 April 2019**

## **Section I. - Registered name - Term - Object - Registered Office.**

**Article 1. – Form and name.** There exists among the subscribers, and all those who will become shareholders, a company in the form of a société anonyme (limited liability company) taking the form of a société d'investissement à capital variable (open-ended investment company) subject to the provisions of part I of the Law of 17 December 2010 on undertakings for collective investment and its implementing provisions (hereinafter the "Law of 2010") and qualifying as a money market fund for the purposes of Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (hereinafter "Regulation 2017/1131"), with the name "**CANDRIAM MONEY MARKET**" (hereinafter the "SICAV").

**Article 2. - Term.** The SICAV is established for an unlimited term. The SICAV may be dissolved at any time by a decision of the shareholders voting to amend the articles of incorporation.

**Article 3. - Object.** The sole object of the SICAV is to invest the funds at its disposal in short-term liquid financial assets in accordance with the provisions (i) of the Law of 2010 and (ii) of Regulation 2017/1131, with a view to spreading the investment risks and allowing its shareholders to benefit from the results of the management of its assets.

The SICAV may take any measures and carry out any transactions which it deems useful for the accomplishment and the development of its company object to the extent permitted by the Law of 2010 and/or Regulation 2017/1131.

**Article 4. - Registered office.** The SICAV's registered office is in Esch-sur-Alzette, Grand Duchy of Luxembourg. By resolution of the Board of Directors, branches or offices may be established both in the Grand Duchy of Luxembourg and abroad.

The Board of Directors may decide to transfer the registered office of the SICAV to any other location in the Grand Duchy of Luxembourg in so far as permitted by the law, and to amend the articles of incorporation accordingly.

Should the Board of Directors consider that extraordinary events of such political or military nature as to interfere with the Company's normal activities at the registered office, or with the ease of communication between the office and persons aboard, have taken place or are imminent, it may temporarily transfer the registered office abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company, which, notwithstanding this temporary transfer of the registered office, shall remain a Luxembourg company.

## **Section II – Share capital – Shares – Net asset value**

**Article 5. - Share capital, sub-funds and share classes.** The capital of the SICAV shall be represented by fully paid-up shares of no par value, and shall at all times be equal to the value of the net assets of the SICAV as set down in article twelve of these articles of incorporation.

The minimum capital of the SICAV shall be the amount stipulated by the law, which is currently one million two hundred and fifty thousand euros (EUR 1,250,000).

The Board of Directors may launch within the SICAV one or more portfolios of assets constituting sub-funds within the meaning of article 181 of the Law of 2010 (hereinafter the "sub-fund(s)"). These sub-funds may, if the Board of Directors so chooses, be divided into one or more share classes (hereinafter the "classes") whose assets shall be commonly invested but which shall have specific characteristics in terms of fee or commission structures, distribution policy, hedging policy, reference currency or any other specific feature determined by the Board of Directors.

Each sub-fund qualifies as a variable net asset value, standard or short-term money market fund as defined in Regulation 2017/1131 and as specified in the sales documents.

The proceeds of any issue of shares in a given class shall be invested in short-term liquid financial assets in accordance with the investment policy fixed by the Board of Directors for the sub-fund in question, taking account of the investment restrictions stated in the Law of 2010 and Regulation 2017/1131 or adopted by the Board of Directors.

The Board of Directors may, at any time, create additional sub-funds and/or classes, provided the rights and obligations of the shareholders of the existing sub-funds and/or classes do not change as a result of such additional sub-funds and/or classes being created.

The Board of Directors shall fix the terms of the various sub-funds and, where applicable, the methods governing their extension.

In order to determine the capital of the SICAV, the net assets corresponding to each sub-fund shall, if not expressed in EUR, be converted into EUR and the capital shall be equal to the total net assets of all of the sub-funds. The SICAV'S consolidated capital shall be expressed in EUR.

**Article 6. - Form of the shares.** The SICAV may decide to issue its shares in registered and/or bearer form or in any other form permitted under the legislation in force.

For registered shares, the shareholder shall receive confirmation of his/her shareholding, unless he/she decides to receive certificates.

Bearer shares shall, as decided by the Board of Directors, be issued in either physical or paperless form. If bearer shares are issued in physical form, the certificates shall be issued in the denominations determined by the Board of Directors.

If a shareholder wishes that more than one certificate be issued for his shares, the cost of the additional certificates may have to be borne by that shareholder. Similarly, if an owner of bearer shares issued in physical form request the exchange of his/her certificates for other types of certificates, the cost of such exchange shall be charged to that shareholder. The share certificates shall be signed by two directors. The two signatures may be handwritten, printed or appended by means of a signature stamp. One of the signatures may, however, be appended by a person delegated for this purpose by the Board of Directors and must, in this case, be handwritten.

The SICAV may issue temporary certificates in the forms determined by the Board of Directors.

All registered shares issued by the SICAV shall be recorded in the register of shareholders, which shall be kept by the SICAV or by one or more persons appointed for this purpose by the SICAV. The entry must show the name of each shareholder, his place of residence or elected domicile, the number of registered shares that he owns, the class, where applicable, and the amount paid for each of said shares.

The transfer of bearer shares issued in physical form shall take place through the remittance of the corresponding bearer share certificate with all unmatured coupons attached.

The transfer of registered shares shall be take place (a) if certificates have been issued, through the remittance to the SICAV of the certificate(s) representing these shares, together with all other transfer documents required by the SICAV and (b) if no certificates have been issued, through a written transfer statement recorded in the register of shareholders, dated and signed by the assignor and the assignee, or by their representatives with proof of the necessary authority.

Registered shareholders shall provide the SICAV with an address to which all communications and all information regarding the SICAV may be sent. This address shall also be recorded in the register of shareholders.

If a registered shareholder does not provide an address to the SICAV a note may be made in the register of shareholders, and the shareholder's address shall be deemed to be at the SICAV's registered office or any other address that shall be determined from time to time by the SICAV, until another address is provided by the shareholder to the SICAV. The shareholder may at any time ask for the address recorded in the register of shareholders to be changed through a written declaration sent to the SICAV at its registered office or any other address that shall be determined from time to time by the SICAV.

The SICAV may decide to issue fractions of shares. Fractions of shares shall not carry voting rights, but shall carry the right to a corresponding fraction of the net assets attributable to the relevant share class. In the event that bearer shares are issued in paper form, solely the certificates representing whole shares shall be issued.

The SICAV shall recognise only one shareholder per share in the SICAV. In case of joint ownership or usufruct, the SICAV may suspend the exercise of rights resulting from the shares concerned until one person is validly appointed in order to represent the joint owners or usufructuaries in relation to the SICAV.

**Article 7. - Issue of the shares.** The Board of Directors shall be authorised, at any time and without restriction, to issue new, fully paid-up shares at a price based on the net asset value per share in question determined in accordance with article twelve of these articles of incorporation, without granting preferential subscription rights to the existing shareholders.

When the SICAV offers shares in any sub-fund for subscription, the price per share at which similar shares shall be offered and issued shall be equal to the net asset value per share of the class in question as defined in these articles of incorporation plus, where necessary, the commissions and fees stated in the sales documents.

The price thus established shall be payable within the timescales stipulated by the Board of Directors in the sales documents.

Subscription applications may be suspended under the terms and conditions set down in article thirteen of these articles of incorporation.

The Board of Directors may, at its sole discretion, reject all or part of any subscription application.

The Board of Directors may delegate responsibility for accepting subscriptions, receiving payment of the price of the new shares and issuing the new shares to any director, manager or other person duly authorised for this purpose.

The SICAV may agree to issue shares against a contribution in kind of transferable securities, in accordance with the stipulations set down in Luxembourg law and provided such transferable securities comply with the objectives and the investment policy of the sub-fund in question as described in the sales documents. The Board of Directors may decide to charge the costs of the contribution in kind of transferable securities to the respective shareholder or to the SICAV.

**Article 8. - Redemption of the shares.** In accordance with the terms and conditions set forth hereinafter, the SICAV shall at all times have the power to redeem its own shares within the limits stipulated by the Law of 2010.

Any shareholder may apply for all or part of his/her shares to be redeemed by the SICAV in accordance with the procedures stipulated by the Board of Directors in the sales documents

and within the limits imposed by law and these articles of incorporation. Shares redeemed by the SICAV will be cancelled.

The redemption price shall be paid within the timescales stipulated by the Board of Directors and shall be equal to the net asset value per share of the class in question, as established in accordance with the stipulations of article twelve below, minus any commissions and fees stated in the sales documents.

Any redemption application must be submitted by the shareholder in writing to the registered office of the SICAV or to any other individual or legal entity appointed by the SICAV or the Management Company as representative for the redemption of shares. The request must be accompanied by the share certificates (if issued) in due form and by sufficient proof of a transfer, if necessary.

Subject to the express agreement of the shareholder in question, the SICAV may agree to issue transferable securities against an application for a redemption in kind, in accordance with the stipulations set down in Luxembourg law. The value of these transferable securities shall be determined in accordance with the principles established for the calculation of the net asset value. The Board of Directors shall ensure that the withdrawal of the transferable securities shall not harm the remaining shareholders. The Board of Directors may decide to charge the costs of such transfer to the shareholder in question or to the SICAV.

Redemption applications may be suspended under the terms and conditions set down in article thirteen below.

If the redemption applications exceed a certain percentage of the net assets of a sub-fund as determined by the Board of Directors in the sales documents, all or some of the redemption applications may be postponed on a pro rata basis for a period and under the conditions established by the Board of Directors, giving consideration to the interest of the shareholders and the SICAV. These redemption applications shall be processed on the valuation date following this period as a priority over the applications submitted later.

**Article 9. - Conversion of the shares.** Notwithstanding the specific restrictions decided by the Board of Directors and stated in the sales documents, any shareholder may apply for all or some of his/her shares to be converted into shares in another sub-fund.

The conversion shall be carried out in accordance with the provisions stipulated by the Board of Directors in the sales documents.

The conversion application shall be submitted under the terms applicable to redemptions.

The conversion price of the shares shall be calculated by reference to the respective net asset value of the two classes in question plus, where applicable, the commissions and fees stated in the sales documents.

The converted shares may be cancelled.

Conversion applications may be suspended under the terms and conditions set down in article thirteen below. If the conversion applications exceed a certain percentage of the net assets of a sub-fund as determined by the Board of Directors in the sales documents, the Board of Directors may decide to postpone all or part of these conversion applications under the same terms and conditions as applicable to redemptions, as described in article 8.

**Article 10. - Lost or damaged certificates.** If a shareholder can prove to the SICAV that his share certificate has been lost, damaged or destroyed, a duplicate may be issued, at his request, under such conditions and guarantees that the SICAV shall determine, notably in the form of an insurance, without prejudice to any other form of guarantee that the SICAV may choose. Upon the issue of the new certificate, on which it shall be stated that it is a duplicate, the original certificate shall become null and void.

The SICAV may, at its sole discretion, charge the shareholder for the cost of the duplicate and all justifiable costs incurred by the SICAV in connection with the issue and registration in the register of shareholders of this duplicate or in connection with the destruction of the old certificate.

**Article 11. – Restrictions on purchase of the Company's shares.** The Board of Directors may restrict or prevent ownership of the shares of the SICAV by any individual or legal entity if the SICAV considers that this ownership leads to a breach of the law in the Grand Duchy of Luxembourg or abroad, or may imply that the SICAV be subject to tax in a country other than the Grand Duchy or may in some other way be detrimental to the SICAV.

In particular, it may limit or prevent ownership of the shares of the SICAV by any national of the United States of America.

To this end, the SICAV may:

a) decline to issue shares and register share transfers, when it appears that such issue or transfer would or could result in the attribution of share ownership to a person who is not authorised to hold the SICAV's shares,

b) decline to issue shares and register share transfers or carry out compulsory repurchase if the Board of Directors believes that a person's holding could produce a degree of concentration which is sufficiently high, in the opinion of the Board of Directors, to endanger the liquidity of the SICAV or one of its sub-funds qualifying as a money market fund for the purposes of Regulation 2017/1131

b) require, at any time, any person appearing in the register of shareholders, or any other person who requests registration of the share transfer, to provide all information and certificates which it considers necessary, supported by a statement made under oath if necessary, in order to determine whether the shares effectively are or will be owned by a person not authorised to hold the SICAV's shares,

c) carry out the compulsory repurchase of all the shares if it appears that a person not authorised to hold the SICAV's shares, either alone, or jointly with other persons, is the owner of the SICAV's shares or proceed to the compulsory repurchase of all or part of the shares, if it appears to the SICAV that one or more persons are owners of a proportion of the SICAV's shares in a way to render the SICAV subject to tax or other regulations of jurisdictions other than Luxembourg. In this case, the following procedure shall apply:

1) The SICAV shall serve a notice (hereinafter called "the redemption notice") upon the shareholder holding shares or appearing in the register of shareholders as the owner of the shares to be repurchased; the redemption notice shall specify the shares to be repurchased, the redemption price to be paid and the place where this price shall be payable. The redemption notice may be served upon the shareholder by registered post addressed to the last known address or the one registered in the SICAV's shareholders' register.

The shareholder in question shall be under obligation to remit to the SICAV the certificate(s), if any, representing the shares specified in the redemption notice. Upon the close of business on the date specified in the redemption notice, the shareholder concerned shall cease to be the owner of the shares specified in the redemption notice; if this relates to registered shares, his name shall be removed as the holder of these shares from the register of shareholders; and if this relates to bearer shares, the certificate(s) relating to these shares shall be cancelled in the Company's books.

2) The price at which the shares specified in the redemption notice shall be redeemed ("the redemption price") shall be equal to the net asset value of the shares in question, determined in accordance with article twelve of these articles of incorporation on the date of the redemption notice.

3) Payment of the redemption price shall be made in the currency of the sub-fund concerned, except during periods of restrictions on foreign exchange; the price shall be deposited by the SICAV with a bank, in Luxembourg or elsewhere (as specified in the redemption notice), which shall hand it over to the given shareholder against the surrender of the certificate(s), if they have been issued, representing the shares specified in the redemption notice. Following the deposit of the price under these conditions, no person having an interest in the shares mentioned in the redemption notice may exercise his rights regarding all or some of these shares nor may the person take any action against the SICAV and its assets, except the rights of a shareholder, appearing as the owner of the shares, to receive the price thus deposited (without interest) with the bank against the surrender of the certificate(s), if they have been issued.

4) The exercise by the SICAV of the powers conferred by this article shall under no circumstance be questioned or invalidated on the grounds that there is insufficient proof of share ownership by any person or that the true ownership of the share was other than appeared to the SICAV when sending the redemption notice, provided solely that the SICAV exercises these powers in good faith; and

d) refuse, at any general meeting of shareholders, to accept the vote of any person not authorised to hold the shares of the SICAV.

The term "national of the United States of America", as used in these articles of incorporation, means any national of the United States, as defined in Regulation S of the United States Securities Act of 1933 as amended, and any amendment to said definition may, where applicable, be made by the Board of Directors in the sales documents.

**Article 12. - Net asset value.** In order to determine the issue, redemption and conversion prices per share, the net asset value of the shares of each sub-fund and share class of the SICAV shall be calculated periodically by the SICAV at a frequency to be established by the Board of Directors, but under no circumstances less than once per bank business day.

The date on which the net asset value of the shares is determined shall be referred to in these articles of incorporation as the "valuation date".

If the Valuation Day is a public or bank holiday in Luxembourg, the Valuation Day shall then be the first bank working day following unless otherwise stipulated in the sales documents.

The net asset value shall be expressed in the reference currency of the respective sub-fund, or in any other currency that the Board of Directors may choose.

The net asset value shall be calculated by dividing the net assets of the respective sub-fund (made up of the assets corresponding to this sub-fund, minus the liabilities attributable to this sub-fund) on the valuation date, by the number of shares issued for this sub-fund, accounting, where necessary, for the distribution of the net assets of this sub-fund between the various classes. The net asset value per share thus calculated may be rounded to the nearest basis point or its equivalent if the net asset value is expressed in a monetary unit for variable net asset value money market funds.

The net asset value of the various classes shall be calculated as follows:

A. The assets of the SICAV will notably comprise:

- a) all cash on hand or on deposit including accrued interest,
- b) all notes and bills payable at sight and accounts receivable (including proceeds from the sale of shares where payment has not yet been received),
- c) all money market instruments (including bonds with a residual maturity of less than 397 days), units or shares in money market funds, securitisations, asset backed commercial papers (ABCPs) and other investments that are the property of the SICAV,
- d) all dividends and distributions receivable by the SICAV (it is understood that the SICAV may make adjustments in the light of fluctuations of the market value of transferable securities resulting from ex-dividend or ex-rights trading or similar practices),
- e) all accrued interest from securities owned by the SICAV, unless such interest is included in the principal of the securities,
- f) the preliminary expenses of the SICAV insofar as they have not been amortised,
- g) all other assets of any kind, including prepaid expenses.

The value of these assets will be determined as follows:

- a) securitisations, ABCPs and money market instruments are valued at the market price,
- b) shares or units money market funds are valued on the basis of their last published net asset value,
- c) cash, deposits, accounts receivable, accounts payable, repurchase and reverse repurchase agreements are valued at their nominal value,
- d) derivative financial instruments which are listed and cleared by a central counterparty are valued at the settlement price in the various markets; other derivative financial instruments are valued on the basis of models validated by the Management Company,

The above assets are valued on the reference date, or failing that on the first available date before then.

Alternatively, if access to a market price valuation is not possible, if the market data is not of high enough quality, if the assets are not subject to significant transaction volumes or if the price of the assets is unavailable or clearly unrepresentative of the market, the assets of the SICAV will undergo prudent valuation including valuation with reference to a model.

The model-based valuation method is based on financial models in order to assign a fair value to an asset, making use of:

- (i) models developed in-house by the Board of Directors and/or the Management Company or
- (ii) existing models from external parties such as data providers or
- (iii) a combination of (i) and (ii).

Assets not expressed in the currency of the sub-fund shall be converted into that currency at the exchange rate in force in Luxembourg on the respective valuation date.

B. The liabilities of the SICAV shall notably comprise:



(a) all borrowings, matured bills and accounts payable,

(b) all administrative expenses, overdue or due (including but not limited to remuneration paid to the SICAV's asset managers, depositaries, representatives and agents),

(c) all known obligations, whether due or not due, including all contractual obligations payable relating to payments in cash or in kind, where the valuation date coincides with the date on which it is determined who is or will be entitled to such payment,

(d) an appropriate reserve for future taxes on capital and on revenue, accrued up to the valuation date and determined periodically by the SICAV and, where necessary, other reserves authorised or approved by the Board of Directors,

(e) any other liabilities of the SICAV regardless of their nature and type, with the exception of those represented by its own funds. When valuing these other liabilities, the SICAV will take into consideration all its expenses, in particular: incorporation costs, fees and commissions payable to counterparties providing a service to the SICAV including management fees, performance fees and consulting fees, fees payable to the depositary and correspondent agents, the administrative agent, the transfer agent, the paying agents, etc., including out-of-pocket expenses, legal fees and audit fees, promotional expenses, the cost of printing and publishing the share sales documents and any other document concerning the SICAV such as financial reports, the cost of calling and holding shareholders' meetings and of any amendments to the articles of incorporation, the cost of calling and holding meetings of the Board of Directors, reasonable travel expenses incurred by the directors in carrying out their duties plus attendance allowances, share issue and redemption costs, dividend payment costs, taxes due to the supervisory bodies in foreign countries where the SICAV is registered including fees and commissions payable to local permanent representatives, also the costs associated with maintaining registrations, taxes, charges and duties imposed by government authorities, stock exchange listing and follow-on costs, financial, banking or brokerage fees, the expenses and costs connected with subscription to an account or a license or any other request for paid information from financial index providers, ratings agencies or any other data suppliers, and all other operating expenses and all other administrative charges. When valuing the amount of all or some of these liabilities, the SICAV may estimate regular or periodic administrative and other expenses on the basis of one year or any other period, allocating the amount over that period on a pro rata basis, or may set a fee calculated and paid as described in the sales documents.

C. The SICAV's net assets mean the SICAV's assets as defined above, minus the liabilities defined above, on the Valuation Day during which the net asset value of the shares is determined. The capital of the SICAV shall at all times be equal to the net assets of the SICAV. The net assets of the SICAV shall be equal to the net assets of all the sub-funds, the consolidation being done in EUR.

D. Distribution of assets and liabilities:

The directors will establish common assets accounts for each sub-fund in the following way:

a) If two or more share classes relate to a given sub-fund, the assets allocated to these classes shall be invested commonly in accordance with the specific investment policy of the respective sub-fund. The Board of Directors may, from time to time, establish classes within a sub-fund corresponding to:

(i) a specific distribution policy, for example carrying the right to distributions ("distribution shares"), or not carrying the right to distributions ("capitalisation shares"), and/or

(ii) a specific structure regarding sales or redemption fees, and/or

(iii) a specific structure regarding management or investment advisory fees, and/or  
(iv) a specific structure regarding distribution, shareholder services or other fees, and/or  
(v) the use of different hedging techniques in order to protect the assets and revenues of a sub-fund denominated in a different currency to that of the reference currency of the sub-fund against long-term movements in this currency in relation to the reference currency of the sub-fund.

(vi) Other specific characteristics.

b) the proceeds from the issue of the shares in each sub-fund shall be allocated, in the accounts of the SICAV, to the assets account established for this class or sub-fund, in the understanding that if several share classes are issued for a sub-fund, the corresponding amount shall increase the proportion of the net assets of this sub-fund attributable to the class to be issued.

c) the assets, liabilities, income and expenses relating to this sub-fund shall be allocated to the class(es) corresponding to this sub-fund in accordance with the provisions of this article.

d) the assets derived from other assets shall, in the SICAV's accounts, be allocated to the same common assets as the assets from which they are derived. In case of asset appreciation or depreciation, the increase or decrease in the value of that asset shall be attributable to the asset account of the sub-fund to which this asset is allocated.

e) all liabilities of the SICAV which may be attributed to a specific sub-fund shall be attributed to the assets account of that sub-fund.

f) the assets, liabilities, charges and expenses which cannot be attributed to a specific sub-fund shall be attributed to the various sub-funds in equal parts, or in so far as the amounts concerned justify it, on a pro rata basis of their respective net assets.

g) following distributions made to the holders of the shares of a class, the net asset value of this class shall be reduced by the amount of these distributions.

The SICAV is one and the same legal entity. However, unless otherwise stipulated in the sales documents, the assets of a given sub-fund are accountable for the debts, liabilities and obligations relating to that sub-fund only. In relations between shareholders, each sub-fund is treated as a separate entity.

E. For the purposes of this article:

a) each share of the SICAV which is in the process of redemption in accordance with article eight above shall be considered a share issued and existing up to the close of business of the valuation date as defined in this article and shall be, as from this day and until the respective price is paid, considered a liability of the SICAV;

b) shares to be issued by the SICAV in accordance with the subscription applications received, shall be treated as being issued from the close of business of the valuation date as defined in this article and the price shall be treated as a debt due to the SICAV until received by the latter;

c) all investments, cash balances and other assets of the SICAV will be valued after taking into account the market rates or exchange rates applicable on the date the net asset value of the shares is determined; and

d) as far as possible, any purchase or sale of transferable securities contracted by the SICAV on a valuation date shall be effective on that valuation date;

e) following the payment of dividends to the shareholders of any sub-fund, the net asset value of that sub-fund shall be reduced by the amount of these dividends.

F. The value of the distribution shares of a sub-fund shall be determined by dividing, on the valuation date, the net assets of this sub-fund, made up of its assets minus its liabilities, by the number of distribution shares in issue plus the number of capitalisation shares in issue multiplied by the parity at the time. The value of the capitalisation shares shall correspond to the value of the distribution shares multiplied by that parity.

The value of a distribution share and a capitalisation share shall be determined at the appropriate time by the percentage that each class represents in the initial share capital. During the life of the SICAV, the relative share of each class in the share capital varies depending on the parity and the subscriptions and repurchases of each class, in the following way:

- on the one hand, the parity shall be equal to one at the launch and shall be recalculated upon each dividend payment based on the formula consisting in dividing the value of the cum-dividend distribution share by the value of the ex-dividend distribution share, and multiplying by the existing parity. For each dividend payment, the relative share of the capitalisation class shall appreciate in relation to the distribution class,

- on the other hand, subscriptions and repurchases of a class influence the relative share of that class since they affect the share capital in the same way.

**Article 13. - Suspension of the calculation of the net asset value and the issue, exchange and redemption of the shares.** Notwithstanding legal reasons for suspension, the Board of Directors may temporarily suspend the calculation of the net asset value of one or more sub-funds as well as the issue, redemption and conversion of shares in the following cases:

a) for any period during which one of the principal markets or one of the principal stock markets on which a significant proportion of the investments of a sub-fund is listed is closed other than for normal closing days, or during which trading thereon is significantly restricted or suspended,

b) where the political, economic, military, monetary or social situation, or any force majeure event outside of the SICAV's responsibility or powers, make it impossible for the SICAV to dispose of its assets by reasonable and normal means without seriously harming shareholders' interests,

c) during any breakdown in the means of communication normally used to determine the price of any investment of the SICAV or current prices on any market or stock market,

d) where restrictions on foreign exchange or capital movements prevent the execution of transactions on behalf of the SICAV or where transactions to buy or sell the SICAV's assets cannot be carried out at normal exchange rates or where payments due in respect of the redemption or conversion of shares in the SICAV cannot, in the opinion of the Board of Directors, be made at normal exchange rates,

e) in the event of the merger, cancellation/closure or demerger of one or more sub-funds or classes or types of shares as stated in article twenty-eight, provided such suspension is justified in the interests of protecting the shareholders of the sub-funds or classes or types of shares in question,

f) if a master UCITS temporarily suspends the redemption, repurchase or subscription of its units or shares, whether at its own initiative or at the request of the competent authorities, the sub-fund of the SICAV which is the feeder fund of this master UCITS may suspend the redemption, repurchase or subscription of its shares for the same period as the master UCITS,

g) if a meeting of shareholders is convened to propose the winding-up of the SICAV.

Subscribers and shareholders offering shares for redemption will be advised of the suspension of net asset value calculation.

Pending subscriptions and redemption applications may be withdrawn by written instruction provided this is received by the SICAV before the end of the suspension.

Pending subscriptions and redemptions shall be processed on the first valuation date following the lifting of the suspension.

### **Section III - Administration and supervision**

**Article 14. - Directors.** The SICAV is managed by a Board of Directors made up of at least three members, who may or may not be shareholders of the SICAV.

The term of office of the directors shall be a maximum of six years. Directors shall be appointed by the general meeting of shareholders, which shall fix their numbers, emoluments and their term of office. They may be re-elected.

Any director may be dismissed with or without reason or may be replaced at any time by a decision of the general meeting of shareholders.

If a director's post were to become vacant, the remaining directors appointed by the general meeting of shareholders may elect, by majority vote, a director to temporarily carry out the duties attached to the post that has become vacant until the next general meeting of shareholders, which shall ratify this appointment.

**Article 15. – Chairmanship and meeting of the Board of Directors.** The Board of Directors may choose a chairman from among its members and may elect one or more deputy chairmen.

It may also designate a secretary, who need not be a director, and who shall be responsible for keeping the minutes of proceedings of the meetings of the Board of Directors as well as those of shareholders' meetings. The Board of Directors shall meet when convened by the chairman, two directors or any other person delegated for this purpose by the Board of Directors, at the place, date and time stated in the meeting notice.

The chairman of the Board of Directors, if elected, shall chair all meetings of the Board of Directors, and if a chairman is not elected, the Board of Directors may appoint another director to act as pro tempore chairman by majority of those present.

The Board of Directors may establish committees for which it shall determine the composition and remit, and which shall perform their activities under its responsibility.

If necessary, the Board of Directors may appoint a management committee, one (or more) chief executive(s), managers and a secretary, whose roles are considered necessary to properly conduct the business affairs of the SICAV. Such appointments may be terminated at any time by the Board of Directors. The managers, chief executives and secretary do not need to be directors or shareholders of the SICAV. Unless otherwise stated in the articles of incorporation, the appointed managers, chief executives and secretary shall have the authority and the responsibilities assigned to them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all directors at least twenty-four hours before the time scheduled for the meeting, except in urgent situations. In the latter case, the nature and reasons for the urgency shall be mentioned in the meeting notice. This notice may be disregarded following the approval of each director in writing or by telegram, telex or fax or any other equivalent method of communication. A meeting notice shall not be required for a meeting of the Board of Directors held at a time and place specified in a resolution that has already been adopted by the Board of Directors.

Any director may act at any meeting of the Board of Directors by appointing another director as his/her authorised representative in writing or by telegram, telex, fax or any other equivalent means of communication conveying a written document. A director may represent one or more of his colleagues.

The directors may act only within the scope of properly convened meetings of the Board of Directors. The directors cannot commit the SICAV through their individual signature, unless they are expressly authorised by a resolution of the Board of Directors.

The Board of Directors may only deliberate and act validly if at least half of the directors are present or represented at the meeting. Decisions are made by a majority vote of those members present or represented. If, during a meeting of the Board of Directors, there exists an equal number of votes for or against a motion, the person chairing the meeting shall have a casting vote.

All directors may participate in a meeting of the Board of Directors by telephone conference, video-conference or by other similar means of communication where all individuals taking part in the meeting can hear one another. Taking part in a meeting by these means shall be equivalent to attendance in person.

Notwithstanding the provisions above, a decision of the Board of Directors may also be taken by way of a circular resolution in accordance with the arrangements under Luxembourg law. Circular resolutions shall be duly signed – manually or electronically by means of an electronic signature compliant with the requirements of Luxembourg law. Signatures will be made either on one single document or on multiple copies of this document. Such a decision will have the same validity and force as if it had been taken in a normally convened meeting of the Board of Directors. Decisions made by way of circular resolutions shall be deemed to have been made at the registered office of the SICAV.

### **Minutes.**

The decisions of the Board of Directors shall be recorded in minutes signed by the chairman if elected, and if not, by the director chairing the meeting. The copies or extracts of the minutes used for legal or other purposes shall be duly signed by the chairman if elected, by two directors or by any person delegated for this purpose by the Board of Directors.

**Article 16. - Powers of the Board of Directors.** The Board of Directors has the most extensive powers to guide and manage corporate affairs and in order to carry out all acts of administration and disposal which fall within the scope of the SICAV. All powers not expressly restricted to the general meeting of shareholders by law or these articles of incorporation shall be within the remit of the Board of Directors.

The Board of Directors may suspend the voting rights of any shareholders failing to meet their obligations under these articles of incorporation or the document of subscription or engagement.

### **Article 17. – Investment policy.**

The Board of Directors, applying the principle of risk diversification, shall have the power to determine the general management and investment strategy for each sub-fund and the associated assets accounts as well as the policy to follow in the management of the SICAV.

The assets of the various sub-funds shall be invested in the financial assets permitted by the Law of 2010 and Regulation 2017/1131.

In particular, they may be invested in money market instruments officially listed on a stock exchange of a country in Europe (other than those forming part of the European Union), North and South America, Asia, Oceania and Africa, or traded on another regulated market of a Member State of Europe (other than those forming part of the European Union), North and

South America, Asia, Oceania and Africa, that operates regularly and is recognised and open to the public.

The Board of Directors is also able to decide that one or more sub-funds may invest, according to the principle of risk diversification, up to 100% of its (their) assets in various money market instruments issued or guaranteed individually or jointly by the European Union, the national, regional or local authorities of the Member States or their central banks, the European Investment Bank, the European Investment Fund, the European Stability Mechanism, the European Financial Stability Facility, a central authority or central bank of a third country if accepted by the Luxembourg supervisory authority and stated in the sales documents, the International Monetary Fund, the International Bank for Reconstruction and Development, the Council of Europe Development Bank, the European Bank for Reconstruction and Development, the Bank for International Settlements, or any other relevant international financial institution or organisation to which one or more Member States belong. In this event, the sub-fund(s) in question must hold money market instruments belonging to at least 6 different issues from the issuer. However, securities belonging to the same issue may not exceed 30% of the total amount of the net assets.

The SICAV will not invest more than ten per cent (10%) of the net assets of a sub-fund in units or shares in money market funds as defined in Regulation 2017/1131, unless otherwise indicated in the sales documents.

To the full extent permitted by the Law of 2010 and Regulation 2017/1131 and in accordance with the sales documents, a sub-fund of the SICAV may subscribe to, purchase and/or hold securities to be issued or already issued by one or more other sub-funds of the SICAV.

The Board of Directors may also decide to create master-feeder sub-funds, to convert an existing sub-fund into a feeder sub-fund or even to change the master UCITS into a feeder sub-fund, subject to the conditions set in the Law of 2010 and Regulation 2017/1131 and the sales documents.

#### **Article 18. - Day-to-day management.**

The Board of Directors may delegate its powers relating to the day-to-day management of the SICAV's affairs (including the right to act as the SICAV's authorised signatory) and the authority to represent it in respect of said management to one or more chief executives, a general secretary and/or one or more individuals or legal entities who do not necessarily need to be directors. These individuals or legal entities shall have the powers conferred on them by the Board of Directors. They may sub-delegate their powers if authorised by the Board of Directors. The Board of Directors may also grant any special mandates by notarised power of attorney or by private arrangement.

**Article 19. – Management.** The Board of Directors may appoint a management company approved by the competent authorities of a Member State in accordance with the provisions of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (hereinafter "Directive 2009/65/EC") to perform, on behalf of and in the name of the SICAV, the functions included in the collective portfolio management activity as set down in the Law of 2010.

The Board of Directors has appointed the company Candriam Luxembourg to assume the role of management company of the SICAV.

The Board of Directors of the SICAV may dismiss the appointed management company, which shall continue to perform its duties until a new management company has been

appointed. This dismissal decision must be approved by a decision of the extraordinary meeting of shareholders of the SICAV.

**Article 20. - Representation - Legal instruments and actions - Commitments of the Company.**

The SICAV shall be bound by the joint signature of two directors, or by the signature of only one director duly authorised for this purpose, or by the signature of only one manager, chief executive or secretary of the SICAV, duly authorised for this purpose, or by the signature of any other one person to whom powers have been delegated by the Board of Directors.

**Article 21. - Conflict of interest.** No contract or transaction that the SICAV may conclude with other companies or firms can be affected or invalidated by the fact that one or more directors, managers or chief executive of the SICAV has an interest in such a company or firm, or by the fact that they might be one of its directors, associates, managers, authorised representatives or employees. Any director, manager or chief executive of the SICAV who is a director, associate, manager, authorised representative or employee of a company or a firm with which the SICAV has entered into agreements or with which it has other business dealings shall not, for this reason, be prevented from deliberating, voting or acting with regard to any matter relating to such agreement or such dealings.

If a director, manager or chief executive of the SICAV has a personal interest in any business matter of the SICAV, this director, manager or chief executive shall inform the Board of Directors of this personal interest, shall have it recorded in the minutes of the meeting, and shall not deliberate or take part in the vote on this matter. The matter and the personal interest of the director, manager or chief executive in question shall be reported at the next general meeting of shareholders.

If, due to a conflict of interests, the number of directors required to deliberate and vote on the point in question is not reached, the Board of Directors may decide to refer the decision on this point to the general meeting of shareholders.

The term "personal interest" as used in the preceding sentence shall not apply to relationships or interests, positions or transactions which may exist in any way in relation to other companies or entities determined by the Board of Directors' absolute and final judgement from time to time.

**Article 22. - Compensation of directors and managers.** The SICAV may compensate any director, manager or chief executive or their heirs or executors for reasonable expenses arising from any actions or proceedings to which they may have been party in their capacity as manager, director or chief executive of the SICAV or for having been, at the request of the SICAV, director, manager or chief executive of any other company of which the SICAV is a shareholder or creditor and by which they are not compensated, except in cases where in similar actions or proceedings they would be ultimately found guilty of serious negligence or poor management; in case of an out of court settlement, such compensation shall only apply if the SICAV is informed by its legal counsel that the director, manager or chief executive has not committed such a breach of duties. The right to compensation shall not exclude other rights of the director, manager or chief executive.

**Article 23. – Company auditor.** The operations of the SICAV and its financial situation, particularly including its accounts, shall be overseen by one or more certified auditors who must meet the requirements of Luxembourg law as regards their respectability and their professional experience, and who shall exercise the duties stipulated in the Law of 2010.

This auditor shall be appointed by the general meeting of shareholders.

## **Section IV. - General meetings.**

### **Article 24.- Internal credit quality assessment procedure**

In accordance with Regulation 2017/1131, the Management Company has established an internal credit quality assessment procedure ("Assessment Procedure") which will be applied consistently to determine the credit quality of the money market instruments, securitisations and ABCPs in the portfolio, taking account of the issuer of the instruments and the characteristics of the instrument itself, with the aim of facilitating investment in assets with a positive credit quality assessment.

The participants in this Assessment Procedure within the Candriam Group are as follows, under the responsibility of the Management Company:

- Candriam credit analysts:
  - collect financial and non-financial information,
  - analyse the collected information,
  - propose an assessment of the credit quality of the issuers and the instruments to the committees responsible for validating the assessments,
  - review the assessment of issuers/instruments every month or whenever the methodology changes,
  - update the list of authorised issuers/instruments,
  - review the Assessment Procedure once a year or whenever necessary in exceptional circumstances.
  
- Candriam money market portfolio managers:
  - are not involved in the various analyses in order to guarantee absolute independence in the assessment of issuers and/or instruments,
  - are non-voting members of the committees responsible for validating the assessments,
  - apply the committees' decisions to influence their investment choices.
  
- The Candriam committees responsible for validating the assessments:
  - numbering two (universe of private sector issuers and universe of sovereign issuers),
  - consist of credit analysts and portfolio managers,
  - validate the assessments of issuers/instruments,
  - vote in a collaborative way (credit analysts only),
  - formalise the decisions by updating the list of authorised issuers/instruments.
  
- Candriam's risk management department:
  - reviews and validates the Assessment Procedure in a dedicated committee,
  - monitors the application of the Assessment Procedure,
  - may be required to take specific decisions if an exceptional event occurs,
  - informs the Management Company's management committee about the operation of the Assessment Procedure, areas where weaknesses have been identified, and the progress of actions and work carried out to remedy the weaknesses identified,
  - prepares a report on the risk profile of the fund, based on an analysis of the internal assessments of the fund's credit quality, and submits it to the Management Company's Board of Directors once a year.



- The Management Company's management committee:
  - approves the Assessment Procedure as well as its various updates,
  - ensures on an ongoing basis that the Assessment Procedure is working properly,
  - validates any change of credit quality methodology.
  
- The Management Company's Board of Directors:
  - approves the Assessment Procedure as well as its various updates.

The Assessment Procedure is based on a number of qualitative and quantitative criteria in accordance with Regulation (EU) 2017/1131.

- Quantitative criteria

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

- Capital structure: analysis of the capital structure, diversification of sources of finance, key credit ratios, etc.
- Financial health: analysis of cash flow generation, level of financial charges, key financial ratios, etc.
- Quality of assets: capacity to manage the debt level, analysis of off-balance sheet commitment, key financial ratios, etc.
- Cash holdings of the company: sources/use of the cash holdings crucial in estimating the company's liquidity buffer, key financial ratios, etc.
- Assessment of the company's debt: market assessment of the issuer's bonds and CDSs, market assessment of the issuer's commercial paper, etc.
- Market liquidity: existence and capacity of the secondary market in the instrument or security, and the outstanding term until the principal amount can be recovered on request (in other words the maturity), etc.

- Qualitative criteria

The criteria used to establish qualitative indicators of the credit risk associated with the issuer of the instrument are in principle the following:

- Financial situation and analysis of the most recent available financial statements.
- On the basis of market information, the capacity to react to elements heralding future specific events affecting a market, an issuer or a guarantor, including the capacity for repayment in an extremely negative situation.
- On the basis of market information, the capacity to react to elements impacting the sector of the issuer or the guarantor, or the economic system in relation to economic trends and competitive positions.
- Evaluation of the issuer's liquidity profile, including sources of liquidity, the use of bank credit lines and other sources of liquidity, as well as the issuer's capacity to repay its short-term debt.
- For sovereign issuers: budgetary policy (government revenue in relation to spending requirements), monetary policy (money supply and level and trend of interest rates),

balance of payments (strength of the country's capital account), current account and balance of trade, the size of international reserves and impact on the currency outlook, etc.

The specific criteria for the qualitative assessment of the issuer or the guarantor and an instrument as devised by the Management Company are in principal as follows:

- Type of asset or type of instrument or security, including the operational risk or the counterparty risk inherent in the structure of the instrument or security.
- Short-term character of the money market instruments: the internal short-term rating allows the portfolio manager to invest in maturities ranging from three months to two years.
- Category of assets to which the instrument belongs: notwithstanding the internal assessment defined by the analyst, the portfolio manager takes account of market parameters allowing consideration to be given to the asset categories to which the various instruments belong.
- Size of the company: assets, pricing policy, revenue, etc.
- Management quality: long-term history of strategies, shareholder structure, dividend policy, microeconomic SRI analysis – shareholder relations, etc.
- Economic model: geographical and product diversification, market share, customer base, macroeconomic SRI analysis – how the company addresses the key success factors, etc.
- Sector risk: resilience of the sector to economic cycles, political and regulatory risks, barriers to entry, identification of sustainability challenges, etc.
- External credit ratings: the different sub-funds of the SICAV will seek only to hold securities with an average credit quality above the minimum as rated by recognised rating agencies or by any other internationally recognized statistical rating organization. The Management Company will never rely on external ratings in a mechanistic or excessive way.

If the SICAV were to invest in ABCPs or other structured financial instruments, the credit quality assessment would take account of the operational risk and the counterparty risk inherent in the structured financial instrument and, in the case of exposure to a securitisation, the issuer's credit risk, the structure of the securitisation, and the credit risk of the underlying assets.

**Article 25. - General meetings of shareholders.** Any properly convened shareholders' meetings of the SICAV shall represent all the shareholders of the SICAV. It shall have the most extensive powers to order, carry out or ratify all acts relating to the operations of the SICAV. The resolutions passed are binding on all shareholders, regardless of the class to which they belong.

The shareholders shall meet when convened the Board of Directors. A notice stating the agenda shall be sent by mail, unless the recipients have individually agreed to receive the meeting notice by other means of communication, at least eight days before the meeting to all shareholders at their addresses recorded in the register of shareholders.

If bearer shares have been issued, the meeting notice shall be published in declarations filed with the Luxembourg Trade and Companies Registry (RCS) and shall also be published in the Recueil Electronique des Sociétés et Associations du Luxembourg, in a Luxembourg newspaper and in any other newspapers decided by the Board of Directors.

If all the shares are registered, the SICAV may communicate notices concerning general meetings simply by registered letter notwithstanding other means of communication agreed to individually by the recipients and guaranteeing at least eight days notice before the meeting.

If the shareholders are present or represented and if they declare that they have been duly convened and had prior knowledge of the agenda subject to their deliberation, the general meeting of shareholders may take place without a meeting notice.

The annual general meeting of shareholders shall take place at the time and location specified in the meeting notice in accordance with the law of Luxembourg.

The Annual General Meeting may be held abroad if, in the Board of Director's absolute and final judgement, exceptional circumstances so require.

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

All meetings shall be chaired by the chairman of the Board of Directors, if elected. In the absence of the latter, the general meeting shall appoint another director or any other person to chair this meeting by majority vote. The quorum and periods required by law shall govern the meeting notices and the running of the SICAV's shareholders' meeting unless otherwise specified in the articles of incorporation.

When calculating the quorum and the majority, shareholders are deemed to be present if they participate in the meeting by video-conference or other means of communication allowing them to be identified. These means of communication shall have technical characteristics which guarantee effective participation in the meeting, and the Board's deliberations shall be relayed continuously.

If the meeting is held with shareholders who are not physically present, the meeting is considered to have taken place at the registered office of the SICAV.

The invitations to the general meetings of shareholders may state that the quorum and majority at the general meeting are determined on the basis of the shares issued and in circulation on the fifth day preceding the general meeting at twenty-four hundred hours (Luxembourg time) (known as the "record date"). The rights of a shareholder to attend a general meeting and exercise the voting right attached to his/her shares shall be determined on the basis of the shares held by this shareholder on the registration date. The Board of Directors may determine all other conditions to be fulfilled by shareholders in order to attend meetings. In particular, the SICAV may require identification of the shareholder or a third party representing the shareholder who has issued voting instructions, and valid proof of such representation. In the event that the SICAV's requirement is not satisfied, the Meeting organisation may deprive the person concerned of the voting rights.

The shareholders of a sub-fund may at any time hold general meetings in order to deliberate on matters connected solely with the sub-fund.

Similarly, the shareholders of any class may at any time hold general meetings in order to deliberate on matters connected solely with this class.

Any share, irrespective of its net asset value, gives right to one vote. Any shareholder may be represented at the general meetings of shareholders by an authorised representative who need not be a shareholder but may be a director of the SICAV, by issuing him/her with a written authority.

A shareholder may in a personal capacity undertake not to exercise some or all of his/her voting rights, either temporarily or permanently. Such waiver of voting rights is binding upon the shareholder in question, and is enforceable in respect of the SICAV upon the latter's notification.

Unless otherwise specified by the law or by these articles of incorporation, the decisions taken during a duly convened general meeting of shareholders of a sub-fund or a class shall be taken by a simple majority of the shareholders present or represented.

### **Minutes.**

The minutes of the general meetings shall be signed by the members of the committee and by the shareholders requesting such.

The copies or extracts of the minutes used for legal or other purposes shall be duly signed by the chairman if elected, by two directors or by any person delegated for this purpose by the Board of Directors.

### **Section V. - Financial year - Distribution - Closure, Merger, Split - Dissolution**

**Article 26. – Financial year.** The financial year of the SICAV shall begin on the first of January each year and end on the last day of December of the same year.

**Article 27. - Distributions.** At the proposal of the Board of Directors and subject to the legal limits, the general meeting of shareholders of the class(es) issued in a sub-fund shall determine the allocation of the income of this class and may authorise the Board of Directors to declare distributions from time to time.

The Board of Directors may also decide to pay interim dividends on shares, subject to the conditions set down in the law.

Any dividends announced may be paid in any currency chosen by the Board of Directors at the time and place of its choosing.

Dividends shall be paid to shareholders of registered shares at the address stated in the register of shareholders and, for holders of bearer shares, upon presentation of the appropriate dividend coupon.

The Board of Directors may decide to distribute dividends in the form of new shares instead of cash dividends, in accordance with the terms and conditions established by the Board of Directors.

Any declared distribution which has not been claimed by its beneficiary within the applicable period may no longer be claimed and shall revert to the sub-fund corresponding to the class(es) in question.

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

**Article 28. – Closure, merger and demerger of sub-funds or of classes or types of shares.**

#### **Closure of a sub-fund or a class or type of shares.**

The Board of Directors may also, if it considers this to be in the interests of shareholders, decide to abolish one or more sub-fund(s) or one or more classes or type(s) of shares by cancelling the shares of this (these) sub-fund(s)/class(es)/types of shares, either by repaying the shareholders of this (these) sub-fund(s)/class(es)/types(s) of shares all of the net assets corresponding thereto, or by allowing them to switch to another sub-fund of the SICAV and issuing them with new shares in the amount of their previous investment.

This cancellation decision may be justified notably in the following circumstances:

- a change in the economic and political situation in the countries in which investments are made or the shares of one of more Sub-funds are sold;

- if the net assets of a Sub-fund, a class or a type of share fall below a certain threshold considered by the Board of Directors to be insufficient to manage the Sub-fund or class effectively;

- within the framework of a rationalisation of the range of products offered to investors.

In so far as required by the law, the announcement of such decision shall be published by the Board of Directors.

Assets that could not be distributed to their beneficiaries on completion of the liquidation proceedings of the sub-fund, class or type of share in question shall be paid to the Caisse de Consignation on behalf of their beneficiaries.

#### **Merger of sub-funds, classes or types of shares.**

Under the same circumstances as stated above, the Board of Directors may, if it considers it to be in the interest of the shareholders, decide to merge one or more classes or types of shares, or several sub-funds with each other or with another UCITS coming under Directive 2009/65/EC or one of its sub-funds, subject to the conditions set down in the Law of 2010 and the sales documents.

If the Board of Directors takes the decision to merge one or more sub-funds, any shareholder of the one or more sub-funds in question shall reserve the right to apply, at no cost other than as required by the sub-fund to cover the divestments costs, for the repurchase or redemption of the units or, if this is possible, their conversion into units of another UCITS which has a similar investment policy and is managed by the same management company or by any other company with which the management company is linked by common management or control or by a significant direct or indirect shareholding, subject to the conditions set down in the Law of 2010 and the sales documents.

Notwithstanding the aforementioned provisions, for any merger which results in the disappearance of the SICAV, regardless of whether the merger was decided by the Board of Directors or the general meeting of shareholders, the effectiveness of this merger must be decided by the general meeting of shareholders, meeting without quorum conditions, by simple majority of the votes validly cast.

#### **Demerger of sub-funds, classes or types of shares.**

Under the same circumstances as stated above, the Board of Directors may also, if it considers it to be in the interest of the shareholders of a sub-fund, class or type of share, decide to divide this sub-fund, class or type of share into one or more sub-funds, classes or types of shares, subject to the conditions set down in the Law of 2010 and the sales documents.

**Article 29. - Dissolution of the SICAV.** The SICAV may at any time be wound up by the decision of the general meeting of shareholders, meeting under the conditions of quorum and majority stated in article thirty of these articles of incorporation.

If the SICAV is wound up, the liquidation shall be carried out by one or more liquidators, who may be individuals or legal entities, appointed by the general meeting of shareholders, which shall determine their powers and remuneration.

The liquidation procedure shall be conducted in accordance with the law.

If the share capital of the SICAV were to fall below two-thirds of the legal minimum, the Board of Directors must propose the winding up of the SICAV to the general meeting of shareholders, meeting without attendance conditions and deciding by simple majority of the shares present or represented at the meeting.

If the capital were to fall below one quarter of the legal minimum, the general meeting of shareholders shall also deliberate without attendance conditions, but the winding up may be decided by shareholders holding one quarter of the shares represented at the meeting.

These meetings shall be convened in such way that they are held within a period forty days of the discovery that the net assets have fallen, respectively, below two-thirds or one quarter of the minimum capital.

The net proceeds of the liquidation of each sub-fund shall be distributed by the liquidators to the shareholders of the sub-fund in proportion to their rights in the class in question.

In the event of the voluntary or forced liquidation of the SICAV as defined by the Law of 2010, the sums and amounts attributable to shares whose holders do not come forward on completion of the liquidation proceedings shall be deposited with the Caisse de Consignation to the profit of the relevant beneficiary.

**Article 30. - Amendment of the articles of incorporation.** These articles of incorporation may be amended by a general meeting of shareholders, subject to the conditions for quorum and voting required by Luxembourg law unless otherwise provided in these articles of incorporation.

Any amendment affecting the rights of the shareholders of any sub-fund or any class compared to those of any other sub-fund or any other class shall also be subject to the same requirements for quorum and for majority in this sub-fund or in this class, in so far as the shareholders of the given sub-fund or class are present or represented.

**Article 31. - Legal provisions.** Any matters not governed by these articles of incorporation shall be governed by the provisions of the Luxembourg law of the tenth of August nineteen hundred and fifteen on commercial companies and its amending laws and the Law of 2010 and Regulation 2017/1131.

**FOR COORDINATED ARTICLES OF  
INCORPORATION**

**Henri Hellinckx**

**Notary at Luxembourg**

**Luxembourg, the 7<sup>th</sup> May 2019**