Certifié conforme à l'original par le notaire soussigné Maître Henri HELLINCKX de résidence à Luxembourg.

Luxembourg, le 5/4/2018

HELLINCKX Notaire - LUXEMBOURG

AFH

Société d'investissement à capital variable

L-2520 Luxembourg

5, Allée Scheffer

CONSTITUTION DE SOCIETE

du 5 avril 2018.

NUMERO

In the year two thousand and eighteen, on the fifth day of April.

Before us, Maître **Henri Hellinckx**, notary residing in Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED

Amundi Asset Management, a company incorporated and existing under the laws of France, registered with Paris Companies and Trade Register under number 437 574 452, having its registered office at 90, boulevard Pasteur, F-75015 Paris,

here represented by Mrs Laura Macri, professionally residing in Luxembourg,

by virtue of a proxy under private seal.

The said proxy, initialed *ne varietur* by the proxyholder of the appearing party and the notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

Such appearing party has requested the officiating notary to enact the deed of incorporation of a public limited company (*société anonyme*) which it wishes to incorporate with the following articles of association:

DENOMINATION

Article 1

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

DURATION

Article 2

The Company is established for an unlimited duration.

OBJECT

Article 3

The exclusive object of the Company is to place the monies available to it in transferable securities of all types and all other permitted assets such as referred to in Part I of the law of 17 December 2010 regarding undertakings for collective investment or any legislative replacements or amendments thereof (the "**2010 Law**") with the purpose of spreading investment risks and affording its Shareholders the results of the management of its sub-funds.

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 2010 Law.

REGISTERED OFFICE

Article 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 of directors of the Company (the "**Board**").

In the event that the Board determines that extraordinary political or military developments have occurred or are imminent which would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such 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.

The registered office may be transferred within the municipality of the City of Luxembourg by decision of the Board.

SHARE CAPITAL - SHARES - CLASSES OF SHARES

Article 5

The capital of the Company shall be represented by shares of no par value (the "**Shares**") and shall at any time be equal to the total net assets of the Company as defined in Article 22 hereof.

The minimum capital of the Company shall not be less than one million two hundred and fifty thousand EUR (EUR 1,250,000.-), such minimum capital being obtained within the first six (6) months following its incorporation.

The Company is incorporated with an initial share capital of thirty-one thousand euros (EUR 31,000.-) represented by thirty-one (31) shares of no par value.

The Board is authorised without limitation to allot and issue fully paid Shares and fractions (up to five (5) decimals) thereof at any time in accordance with Article 23 hereof, based on the Net Asset Value per Share of the respective sub-fund 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 authorised director or officer of the Company or to any other duly authorised person the duty of accepting subscriptions and of delivering and receiving payment for such Shares, however always remaining within the limits imposed by law.

Such Shares may, as the Board shall determine, be of different sub-funds in the meaning of article 181 of the 2010 Law ("**Sub-funds**") (which may, as the Board shall determine, be denominated in different currencies) and the proceeds of the issue of the Shares of each Sub-fund (after the deduction of any initial charge and notional dealing costs which may be charged to them from time to time) shall be invested in accordance with the objectives set out in Article 3 hereof in securities or other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, as the Board shall from time to time determine in respect of each Sub-fund.

Within each Sub-fund, Shares may be divided into several classes ("**Classes**") and/or categories ("**Categories**") which may differ, inter alia, in respect of their distribution policy or other special features, as the Board may decide to issue. In accordance with the above, the Board may decide to issue within the same Sub-fund or Class of Shares two Categories where one Category is represented by accumulation Shares ("**Accumulation Shares**") and the second Category is represented by distribution Shares ("**Distribution Shares**"). The Board may decide if and from what date Shares of any such Categories shall be offered for sale, those Shares to be issued on the terms and conditions as shall be decided by the Board.

The Board may decide at any time to cancel, split up or consolidate the shares issued within one same Sub-Fund, same Category or class of shares of the Company according to the conditions set by it.

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-fund shall in the case of a Sub-fund not denominated in EUR, be notionally converted into EUR in accordance with Article 24 and the capital shall be the total of the net assets of all the Sub-funds.

The Company shall prepare consolidated accounts in EUR.

<u>Article 6</u>

Shares are issued in registered form only.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the Dealing Price per Share as set forth in Article 23 hereof. The subscriber will, without undue delay, obtain delivery of a confirmation of his shareholding.

Payments of dividends, if any, will be made to Shareholders at their mandated addresses in the Register of Shareholders or to such other address as given to the Board in writing.

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 therefor by the Company and such Register shall contain the name of each holder of Shares, his residence or elected domicile (and in the case of joint holders the first named joint holder's address only) so far as notified to

the Company and the number of Shares and Sub-fund held by him. Every transfer of a Share shall be entered in the Register of Shareholders upon payment of such customary fee as shall have been approved by the Board for registering any other document relating to or affecting the title to any Share.

Shares shall be free from any restriction on the right of transfer and from any lien in favour of the Company.

Transfer of Shares shall be effected by inscription of the transfer by the Company in the Register of Shareholders, upon delivery of the certificate or certificates, if any, representing such Shares, to the Company along with other instruments and preconditions of transfer satisfactory to the Company.

Every 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 of joint holders of Shares (the joint holding of Shares being limited to a maximum of four persons) only one address will be inserted and any notices will be sent to that address only.

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.

If payment made by any subscriber results in the issue of a fraction of a Share, such fraction shall be entered into the Register of Shareholders. Fractions of Shares shall not carry a vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend.

<u>RESTRICTIONS ON SHAREHOLDING</u>

<u>Article 7</u>

The Board shall have power to impose such restrictions (other than any restrictions on transfer of Shares) as it may think necessary for the purpose of ensuring that no Shares in the Company or no Shares of any Sub-fund are acquired or held by or on behalf of (a) any person in breach of the law or requirements of any country or governmental or regulatory 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 Board 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 from time to time by the Board in the prospectus of the Company. For such purposes, the Company may:

(a) decline to issue any Share where it appears to it that such issue would or might result in such Share being directly or beneficially owned by a person, who is precluded from holding Shares in the Company,

(b) at any time require any person whose name is entered in the Register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests in a 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 or registered 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 holding such Shares or appearing in the Register of Shareholders as the owner of the Shares to be redeemed, specifying the Shares to be redeemed as aforesaid, the price to be paid for such Shares, and the place at which the Redemption Price (as defined below) in respect of such Shares is payable. Any such Redemption 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 Register of Shareholders. 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. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the Share certificate or certificates (if issued) representing the Shares specified in the Redemption Notice;

(2) the price at which the Shares specified in any Redemption Notice shall be redeemed (hereinafter called the "**Redemption Price**") shall be an amount equal to the Dealing Price of Shares in the Company of the relevant Sub-fund, determined in accordance with Article 20 hereof;

(3) payment of the Redemption Price will be made to the Shareholder appearing as the owner thereof in the currency of denomination of the relevant Sub-fund and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to such person but only, if a Share certificate shall have been issued, upon surrender of the Share certificate or certificates representing the Shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the Shares specified in such Redemption Notice shall have any further interest in such Shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the Shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank as aforesaid;

(4) the exercise by the Company of the powers conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of Shares by any person or that the true ownership of any Shares was otherwise than appeared to the Company at the date of any Redemption Notice, provided that in such case the said powers were exercised by the Company in good faith; 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.

POWERS OF THE GENERAL MEETING OF SHAREHOLDERS

Article 8

Any regularly constituted meeting of the Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all Shareholders of the Company regardless of the Sub-fund held by them. It shall have the broadest powers to order, carry out or ratify all acts whose fulfilment by the General Meeting of Shareholders has expressly been provided for in the articles of incorporation of the Company (the "**Articles**") or all acts relating to the operations of the Company, subject in each case to the respect of the applicable imperative laws.

The management company may only be replaced by resolution of the General Meeting of Shareholders resolving in the conditions of presence and quorum required for amending the present articles in accordance with article 31 hereof.

GENERAL MEETINGS

Article 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 last Thursday of April of each year at 11 a.m. If such day is not a business day in Luxembourg, the annual general meeting shall be held on the next following business day in Luxembourg. The annual general meeting may be held abroad if, in the absolute and final judgement 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.

Special meetings of the holders of Shares of any one Sub-fund, Class or Category or of several Sub-funds, Classes or Categories may be convened to decide on any matters relating to such one or more Sub-funds, Classes or Categories and/or to a variation of their rights.

QUORUM AND VOTES

Article 10

Unless otherwise provided herein, the quorum and delays required by law shall govern the notice for and conduct of the general meetings of Shareholders of the Company.

As long as the Share capital is divided into different Sub-funds, Classes and Categories of Shares, the rights attached to the Shares of any Sub-fund, Class or Category (unless otherwise provided by the terms of issue of the Shares of that Sub-fund, Class or Category) may, whether or not the Company is being wound up, be varied with the sanction of a resolution passed at a separate general meeting of the holders of the Shares of that Sub-fund, Class or Category by a majority of two-thirds of the votes cast at such separate general meeting. To every such separate meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply.

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, subject to the limitations imposed by these Articles. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing. A corporation may execute a proxy under the hand of a duly authorised officer.

The Board may suspend the voting rights of each shareholder who is in default of his obligations under the articles or any document (such as an application form) stating its obligations.

Except as otherwise required by law or as otherwise required herein, resolutions at a meeting of Shareholders duly convened will be passed by a simple majority of those present or represented and voting.

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

CONVENING NOTICE

Article 11

Shareholders shall meet upon call by the Board, pursuant to registered notice setting forth the agenda, sent at least 8 days prior to the meeting to each registered Shareholder at the Shareholder's address in the Register of Shareholders.

If notices are published in the *Recueil Electronique des Sociétés et Associations* of Luxembourg, in such other newspapers as the Board may decide, convening notices may then be sent by ordinary mail only instead of registered notices.

When allowed, convening notices may alternatively be sent or communicated to Shareholders by any electronic means or any other modern communication means.

DIRECTORS

Article 12

The Company shall be managed by the Board composed of not less than three persons. Members of the Board need not be Shareholders of the Company. A majority of them shall derive from or be selected by the corporate group of Amundi. For the purpose of these Articles, a corporate group is understood as the collection of parent and subsidiaries companies that is managed as a single economic entity through a common source of control.

The directors shall be elected by the Shareholders at their annual general meeting for a period not exceeding six (6) 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 a director because of death, retirement or otherwise, the remaining directors may meet and may elect, by majority vote, a director to fill such vacancy until the next meeting of Shareholders, subject however to the conditions set forth above.

PROCEEDINGS OF DIRECTORS

Article 13

The Board shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the Board and of the Shareholders. The Board shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman 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 person 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 twenty-four hours in advance of the time set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by any electronic means or by any other modern communications means of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

Any director may act at any meeting of the Board by appointing in writing or by any electronic means another director as his proxy. Directors may also cast their vote in writing or by any electronic means or by any other modern communications means or conference call or visio-conference, subject however to the condition that each concerned director remains identifiable.

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 shall deliberate or act validly only if at least a majority of the directors is present or represented at a meeting of the Board. Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. The chairman of the meeting shall have a casting vote in any circumstances.

Resolutions of the Board may also be passed in the form of a circular resolution in identical terms, which may be signed on one or more counterparts 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 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 be members of the Board.

The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are directors of the Company and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Company.

MINUTES OF BOARD MEETINGS

Article 14

The minutes of any meeting of the Board shall be signed by the chairman who presided over such meeting or by two Directors or by any person authorised by the Board.

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, or by any person authorised by the Board.

DETERMINATION OF INVESTMENT POLICIES

Article 15

The Board is vested with the broadest powers to perform all acts of administration and disposition in the Company's interest. All powers not expressly reserved by law or by these Articles to the general meeting of Shareholders may be exercised 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 be members of the Board, acting under the supervision of the Board.

The Board has, in particular, power to determine the corporate policy. 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 2010 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 cause the assets of the Company to be invested in transferable securities and/or in other liquid financial assets allowed to undertaking for collective investment in transferable securities in accordance with Part I of the 2010 Law.

The Company may in particular invest in securities and/or money market instruments:

a) on any regulated Market as defined in the European directive 2004/39/EC of the European parliament and of the Council of April 21st, 2004,

b) on another market in a "**Member State**" (for the purpose of this Article, Member State shall mean a Member State of the European Union and States that are contracting parties to the Agreement creating the European Economic Area other than Member States of the European Union within the limits set forth by this Agreement and related acts)which is regulated, operates regularly and is recognised and open to the public,

c) if admitted to official listing on a stock exchange in an Eligible State or dealt in on another regulated market in an Eligible State, which operates regularly and is recognised and open to the public.

- Each of the regulated market referred to in a), b) and c) being a "**Regulated Market**".
- "**Eligible State**" means a member state of the Organisation for the Economic Cooperation and Development, and any country of Western or Eastern Europe, Africa, Asia, Oceania or the American continents.

d) recently issued, provided that

- 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 recognised and open to the public;
- such admission is secured within one year of issue.

Investments may be made in financial derivative instruments, such as equivalent cash-settled instruments, dealt in on a Regulated Market, and/or financial derivative instruments dealt in over-the-counter ("**OTC derivatives**"), provided that:

a) the underlying consists in transferable securities and/or in other liquid financial assets allowed to undertaking for collective investment in transferable securities in accordance with Part I of the 2010 Law,

b) the counterparties to OTC derivatives transactions are institutions subject to prudential supervision, and belonging to the categories approved from time to time by the Luxembourg competent authority,

c) and 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 Company's initiative.

By way of derogation from the limit laid down in the Article 43 (1) of the 2010 Law (as may be amended from time to time), and as long as the investment policy of the Company or a Sub-fund may be to reproduce the composition of a stock or a bond index recognised by the Commission de Surveillance du Secteur Financier: in such cases, the limits provided by the 2010 Law for investments in transferable securities or money market instruments will be of a maximum of 20% of the assets for investments in shares and/or debt securities issued by the same body. This limit can be raised to 35% where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

The States, local authorities or public international bodies issuing or guaranteeing securities in which the Company may invest more than 35% of its assets may be situated in Europe, America, Africa, Asia and Oceania.

In accordance with the principle of risk spreading, the Company is authorised to invest up to 100% of the net assets attributable to each Sub-fund in transferable securities or in money market instruments issued or guaranteed by a Member State, by one or more of its local authorities, by a non-Member State of the European Union or a public international body of which one or

more Member State(s) of the European Union belongs, provided that in the case where the Company decides to make use of this provision, it shall hold on behalf of the concerned Sub-fund, securities from at least six different issues, and that securities from any one issue may not account for more than 30% of the total assets attributable to such Sub-fund.

In order to reduce operational and administrative charges while allowing a wider diversification of the investments, the Board may decide that part or all of the assets of the Company or one of its Sub-fund will be co-managed with assets belonging to other collective investment schemes as defined in the prospectus or to other Sub-funds of the Company.

A Sub-fund may subscribe, acquire and hold securities to be issued or issued by one or more Sub-fund(s) of the Company without being subject to the requirements of the Law of 10th august 1915 on commercial companies, as amended, with respect to the subscriptions, acquisition and or holding by a company of its own shares, under the conditions of the 2010 Law.

The Company is also entitled to invest in liquid assets, deposits and other UCITS or UCIs in full compliance with the 2010 Law. In addition, the Company may also adopt master-feeder investment policy in compliance with the provisions of the 2010 Law and under the condition that such a policy is specifically allowed by the investment policy of the relevant Sub-fund that will act as a feeder fund, as published in the prospectus of the Company.

For the purpose of this Article, and in accordance with the provisions of the 2010 Law, each Sub-fund shall be regarded as a separate UCITS. The investment restrictions applicable to the UCITS under management shall consequently be applicable at Sub-fund level.

CONFLICT OF INTERESTS

Article 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 has a personal direct or indirect financial interest 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 but subject as hereinafter provided, 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 direct or indirect financial 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 transaction, and such director's or officer's interest therein, shall be reported to the next succeeding meeting of Shareholders.

Where, because of conflicts of interest, the number of directors required by the articles to decide and vote on the relevant matter is not reached, the Board may, unless otherwise provided for by the articles, decide to refer the decision on that matter to the general meeting of Shareholders.

The preceding paragraphs shall not apply where the decision of the Board related to ordinary business entered into under normal conditions.

The term "personal interest", as used above, shall not include any relationship with or interest in any matter, position or transaction involving the corporate group of Amundi, or any of its affiliates, or such other company or entity as may from time to time be determined by the Board at its discretion.

INDEMNITY

Article 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. Such person shall be so indemnified in all circumstances, 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 wilful 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.

ADMINISTRATION

Article 18

The Company is represented in acts, including those in which a civil servant or a legal officer is involved and in court:

- either by the Chairman of the Board; or
- jointly by two directors; or
- by the representative(s) or by the delegate(s) to the daily management

up to the limit of their powers as determinated by the Board.

Besides, it is validly committed by specially authorised agents within the limits of their mandates as determinated by the Board.

Legal actions, in a capacity as either claimant or defendant, shall be followed up in the name of the Company by a member of the Board or by the representative or by the delegate(s) to the daily management appointed by the Board.

The Company will be bound in any circumstances by the joint signatures of any two Directors or by the signature of any director or officer to whom authority has been delegated by the Board.

AUDITOR

Article 19

The general meeting of Shareholders shall appoint a "réviseur d'entreprises agréé" who shall carry out the duties prescribed by Article 154 of the 2010 Law.

REDEMPTION AND CONVERSION OF SHARES

Article 20

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

Any Shareholder may request the redemption of all or part of his Shares by the Company provided that

(i) the Company may, if compliance with such request would result in a holding of Shares in the Company of an aggregate amount or number of Shares as the Board may determine from time to time and disclosed in the prospectus, redeem all the remaining Shares held by such Shareholder; and

(ii) the Company may, in the interest of the Shareholders, decide to defer all or some of the Share redemption requests received for a Sub-fund on a single day which represent more than a certain percentage of net assets or Shares of a Sub-fund determined by the Board (and as may be stated in the prospectus) until a Dealing Day such as all or certain investments of the Sub-fund have been sold. On such Dealing Day, such requests for redemptions will be complied with, with priority to later requests.

For the purpose of this Article, conversions are considered as redemptions.

Whenever the Company shall redeem Shares, the price at which such Shares shall be redeemed by the Company shall be the Dealing Price per Share of the relevant Sub-fund rounded at a number of decimals as decided by the Board (in accordance with the provisions of Article 22 hereof) determined on the Dealing Day when or immediately after a written and irrevocable redemption request is received, less a redemption charge, as may be decided by the Board from time to time and described in the then current prospectus.

The redemption proceeds shall be paid normally within a period as determined by the Board in the prospectus of the Company after the date on which the applicable Dealing Price was determined or, if later, on the date the written confirmation, or as the case may be, Share certificates (if issued) have been received by the Company. Any such request must be filed or confirmed by such Shareholder in written form at the registered office of the Company in Luxembourg or with any other person or entity appointed by the Company as its agent for redemption of Shares. Evidence of transfer or assignment accompanied by the certificate(s) (with redemption requests thereon), representing the shareholding, if issued in certificated form, must be received by the Company or its agent appointed for that purpose before the redemption monies may be paid. Shares in the capital of the Company redeemed by the Company shall be cancelled.

Any Shareholder may request conversion of the whole or part of his Shares of a given Class into Shares of the same Class of another Sub-fund, (or within one Sub-fund into another Category) as determined from time to time by the Board and disclosed in the current prospectus of the Company provided that the Board may impose such restrictions as to, inter alia, frequency of conversion, and may make conversion subject to payment of such reasonable charge, as it shall determine and disclose in the current prospectus. Conversions from Shares of one Class of a Sub-fund to Shares of another Class of either the same or a different Sub-fund are not permitted, except otherwise decided by the Board and disclosed in the prospectus.

If requests for redemption and conversion for any Dealing Day exceed a percentage of the Net Asset Value or the number of Shares of a Sub-fund as described in the prospectus, the Company reserves the right to postpone redemption and conversion of all or part of such Shares to the following Dealing Day. On the following Dealing Day, such requests will be dealt with in priority to any subsequent requests for redemption and conversion.

VALUATIONS AND SUSPENSION OF VALUATIONS

Article 21

The Net Asset Value of Shares in the Company shall be determined 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 (every such day or time for determination thereof being a Dealing Day), but so that no day observed as a holiday by banks in Luxembourg shall be a Dealing Day.

During the existence of any state of affairs which, in the opinion of the directors, makes the determination of the Net Asset Value of a Sub-fund in the relevant currency of expression either not reasonably practical or prejudicial to the Shareholders of the Company, the Net Asset Value and the Subscription Price and Redemption Price may temporarily be determined in such other currency as the directors may determine.

The Company may suspend the determination of the Net Asset Value and the issue and redemption of Shares in any Sub-fund as well as the right to convert Shares of any Sub-fund into Shares of another Sub-fund:

(a) during any period when any of the principal stock exchanges or other recognized markets on which a substantial portion of the investments of that Sub-fund is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Sub-funds; or

(b) during the existence of any state of affairs which constitutes an emergency (such as political, military, economic or monetary events) in the opinion of the Board as a result of which disposal or valuation of assets owned by the Company within one or more of its Sub-funds would be impracticable; or

(c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments of the Company's Sub-funds or the current price or value on any stock exchange or other market in respect of the assets of the Sub-funds of the Company; or

(d) during any period when the Company is unable to repatriate funds within one of its Sub-funds for the purpose of making payments on the redemption of Shares or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Board, be effected at normal rates of exchange;

(e) when for any other reason beyond the control of the Board the prices of any investments owned by the Company within its Sub-funds cannot promptly or accurately be ascertained;

(f) in case of a decision to or upon the publication of a notice convening a general meeting of Shareholders for the purpose of winding-up the Company or termination of any Sub-fund or Classes of Shares of the Company;

(g) in case of a decision to merge the Company or to merge a Sub-fund of the Company provided that any such suspension is justified for the protection of the Shareholders;

(h) during any period when factors related to, among others, the political, economic, military, monetary, or fiscal situation and outside of the control of the Company prevent it from disposing of the assets of one or more

Sub-funds or determining the net asset value of one or more Sub-funds of the Company in a usual and reasonable way.

Shareholders having requested redemption or conversion of their Shares shall be notified of any such suspension within seven days of their request and will be promptly notified of the termination of such suspension. Shares redeemed or converted after such suspension will be converted or redeemed based on their Net Asset Value on the Valuation Day immediately following such suspension.

The suspension as to any Sub-fund will have no effect on the calculation of Net Asset Value and the issue, redemption and conversion of the Shares of any other Sub-fund.

DETERMINATION OF NET ASSET VALUE

Article 22

The Net Asset Value of each Sub-fund shall be expressed in the currency determined by the Board, as a per Share figure, and shall be determined in respect of each Valuation Day by dividing the net assets of the Company corresponding to the relevant Sub-fund, being the value of the assets of the Company corresponding to such Sub-fund less its liabilities attributable to such Sub-fund, by the number of outstanding Shares of the relevant Sub-fund.

The valuation of the Net Asset Value of each Sub-fund shall be made in the following manner:

(1) The assets of the Company shall be deemed to include:

(i) all cash on hand or receivable or on deposit, including any interest accrued thereon;

(ii) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);

(iii) all bonds, time notes, certificates of deposit, shares, units or shares of other Undertakings for Collective Investments, stocks, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (2) (i) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

(iv) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

(v) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such assets;

(vi) the preliminary expenses of the Company, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off; and

(vii) all other permitted assets of any kind and nature including prepaid expenses.

(2) The value of assets of the Company shall be determined as follows:

(i) The value of any cash on hand or on deposit bills and demand notes and accounts receivable, prepaid expenses, cash dividends, interest declared or accrued and not yet received, all of which are 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 is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof;

(ii) Securities listed on a recognized stock exchange or dealt on any other Regulated Market that operates regularly, is recognized and is open to the public, will be valued at their last available closing prices, or, in the event that there should be several such markets, on the basis of their last available closing prices on the main market for the relevant security;

(iii) In the event that the last available closing price does not, in the opinion of the Board, truly reflect the fair market value of the relevant securities, the value of such securities will be defined by the Board based on the reasonably foreseeable sales proceeds determined prudently and in good faith;

(iv) Securities not listed or traded on a stock exchange or not dealt on another Regulated Market will be valued on the basis of the probable sales proceeds determined prudently and in good faith by the Board.

(v) The liquidating value of futures, forward or options contracts not traded on exchanges or on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the Board, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on exchanges and Regulated Markets on which the particular futures, forward or options contracts are traded by the Company; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board may deem fair and reasonable;

(vi) The value of Money Market Instruments not listed or dealt in on any stock exchange or any other Regulated Market are valued at their face value with interest accrued;

In case of short-term instruments with remaining maturity of less than 90 days, the value of the instrument based on the net asset acquisition cost is gradually adjusted to the repurchase price thereof. In the event of material changes in market conditions, the valuation basis of the investment is adjusted to the new market yields;

(vii) Interest rate swaps will be valued at their market value established by reference to the applicable interest rates curve;

(viii) Investments in collective investment schemes will be valued on the basis of the last available prices of the units or shares of such collective investment schemes; and

(ix) All other transferable securities and other permitted assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board.

(3) The liabilities of the Company shall be deemed to include:

(i) All loans, bills and accounts payable;

(ii) All accrued or payable administrative fees, costs and expenses (including management fees, distribution fees, custodian, administrative agent, registrar and transfer agent, nominee and all other third party fees);

(iii) All known liabilities, present and future, including all matured contractual obligations for payment of money or property;

(iv) An appropriate provision for future taxes based on capital and income to the Dealing Day preceding the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorized and approved by the Board, in particular those that have been set aside for a possible depreciation of the investments of the Company; and; and

(v) All other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares of the Company. In determining the amount of such liabilities, the Company shall take into account all expenses payable by the Company which shall comprise set up expenses, fees payable to the Board (including all reasonable out of pocket expenses), the Management Company, accountants, Custodian Bank and Paying Agent, Administrative Agent, Corporate and Domiciliary Agent, Registrar Agent and permanent representatives in places of registration, and any other agent employed by the Company, fees for legal and auditing services, cost of any proposed listings, maintaining such listings, promotion, printing, reporting and publishing expenses (including costs of preparing, translating and printing in different languages) of Prospectuses and key investor information documents, explanatory memoranda or registration statements, annual reports and semi-annual reports, long form reports, taxes or governmental and supervisory authority charges, insurance costs and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may 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.

(4) The Board shall establish a portfolio of assets for each Sub-fund in the following manner:

(i) the proceeds from the allotment and issue of Shares of each Sub-fund shall be applied in the books of the Company to that Sub-fund and the assets, liabilities, income, and expenditure attributable thereto shall be applied to such Sub-fund, subject to the provisions of the Articles.

(ii) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Sub-fund as the assets which it was derived and on each valuation of an asset, the increase or diminution in value shall be applied to the relevant Sub-fund;

(iii) where the Company incurs a liability which relates to any asset of a particular Sub-fund or to any action taken in connection with an asset of a particular Sub-fund, such liability shall be allocated to the relevant Sub-fund; the liabilities shall be segregated on a Sub-fund basis with third part creditors having recourse only to the assets of the Sub-fund concerned;

(iv) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Sub-fund, such asset or liability shall be allocated by the Board, after consultation with the auditors, in a way considered to be fair and reasonable having regard to all relevant circumstances;

(v) upon the record date for the determination of any dividend declared on any Sub-fund, the Net Asset Value of such Sub-fund shall be reduced by the amount of such dividend, but subject always to the provision relating to the calculation of the Dealing Price of the Distribution Shares and Accumulation Shares of each Sub-fund set out in the Articles.

(5) For the purpose of valuation under this Article:

(i) Shares of the relevant Sub-fund in respect of which the Board has issued a redemption notice or in respect of which a redemption request has been received, shall be treated as existing and taken into account until immediately after the close of business on the relevant Dealing Day, and from such time and until paid, the redemption price therefore shall be deemed to be a liability of the Company:

(ii) all investments, cash balances and other assets of any Sub-fund expressed in currencies other than the currency of denomination in which the Net Asset Value of the relevant Sub-fund is calculated, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of Shares;

(iii) effect shall be given on any Dealing Day to any purchases or sales of securities contracted for by the Company on such Dealing Day, to the extent practicable, and

(iv) where the Board is of the view that any conversion or redemption which is to be effected will have the result of requiring significant sales of assets in order to provide the required liquidity, the value may, at the discretion of the Board be effected at the actual bid prices of the underlying assets and not the last available prices. Similarly, should any purchase or conversion of Shares result in a significant purchase of assets in the Company, the valuation may be done at the actual offer price of the underlying assets and not the last available price.

(6) When the Board is of the view that the Company or its Sub-funds may suffer dilution of the Net Asset Value due to subscription, conversion or redemption, the Board may decide to adopt swing-pricing mechanisms or any other anti-dilution mechanisms as more detailed in the prospectus (if any).

(7) When the Board is of the view that the Net Asset Value of each Sub-fund, expressed as a per Share figure, achieve an amount per Share, which is no longer in the interest of the Company or of the Shareholders, the Board may at its own discretion decide to adopt a (reverse)split mechanism so as to determine a new Net Asset Value of each Sub-fund, expressed as a per Share figure, in line with the above interests and to adapt the number of outstanding Shares accordingly.

SUBSCRIPTION PRICE

Article 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 Dealing Price as defined here below to which a Sales Charge as the Board may from time to time determine, and as shall be disclosed in the Company's then current prospectus, may be added. The Dealing Price shall be based on the Net Asset Value of the relevant Sub-fund divided by the number of Units, as adjusted for the number of Distribution Shares and Accumulation Shares of the relevant Sub-fund expected (in the light of information available at such

time) to be in issue or deemed to be in issue at that time, rounded at a number of decimals as decided by the Board.

The price so determined shall be payable within a period as determined by the Board in the prospectus for each Class of Shares. If timely payment for Shares is not made, the Board reserves the right to cancel, postpone or compulsory redeem the relevant issue of Shares at its own discretion.

FINANCIAL YEAR

Article 24

The accounting year of the Company shall begin on the 1st of January of each year and shall terminate on the 31st of December of the subsequent year.

The accounts of the Company shall be expressed in EUR or in respect of any Sub-fund, in such other currency or currencies as the Board may determine. Where there shall be different Sub-funds as provided for in Article 5 hereof, and if the accounts within such Sub-funds are maintained in different currencies, such accounts shall be converted into EUR and added together for the purpose of determination of the accounts of the Company. The annual accounts, including the balance sheet and profit and loss account, the directors' report and the notice of the annual general meeting will be communicated to the Shareholders upon request.

DISTRIBUTION OF INCOME

Article 25

The general meeting of Shareholders of each Sub-fund shall, upon the proposal of the Board in respect of each Sub-fund, subject to the other provisions of this Article and to any interim dividends having been declared or paid, determine how the annual net investment income shall be disposed of in respect of the relevant Sub-fund.

Without prejudice of the rights and obligations of the general meeting as provided by the law and the articles, the meeting of the Shareholders will decide, each month and for each Sub-fund authorized for distribution in Belgium (where applicable), to distribute to the holders of distribution Shares, the whole of the collected incomes, after deduction of the remunerations, commissions and expenses that proportionally relates to them.

Dividends may, in respect of any Sub-fund, include an allocation from a dividend equalisation account which may be maintained in respect of any such Sub-fund and which, in such event, will, in respect of such Sub-fund, be credited upon issue of Shares to such dividend equalisation account and upon redemption of Shares, the amount attributable to such Share will be debited to an accrued income account maintained in respect of such Sub-fund.

Interim dividends may, at the discretion of the Board, be declared subject to such further conditions as set forth by law, and be paid out on the Shares of any Sub-fund out of the income attributable to the portfolio of assets relating to such Sub-fund upon decision of the Board.

The dividends declared will normally be paid in the currency in which the relevant Sub-fund is expressed or in exceptional circumstances in such other currency as selected by the Board and may be paid at such places and times as may be determined by the Board. The Board may make a final determination of the rate of exchange applicable to translate dividend monies into the currency of their payment. Stock dividends may be declared.

No dividends shall be declared in respect of Accumulation Shares.

INVESTMENT MANAGERS AND SUB-INVESTMENT MANAGERS

Article 26

The Company may (i) enter, or may authorised its management company referred to in Article 15 to enter; into investment management agreements with professional investment managers, (ii) to authorise the investment managers to enter into sub-investment management agreements and / or (iii) to enter into advisory agreements for the management of the assets of the Company and assistance with respect to its portfolio selection.

DISTRIBUTION UPON LIQUIDATION

Article 27 – Liquidation of the Company

The Company may at any time be dissolved by a resolution of the general meeting subject to the quorum and majority requirements referred to in Article 10 of the Articles.

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 liquidators shall realise the Company's assets in the best interest of the Shareholders and shall distribute the net proceeds of liquidation corresponding to each Sub-fund to the Shareholders 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 legal capital, the directors must submit the question of the dissolution of the Company to the general meeting for which no quorum shall be prescribed and which shall decide by simple majority of the Shares present or represented at the meeting. If the capital falls below one fourth of the minimum legal capital, no quorum shall be also prescribed but the dissolution may be resolved by Shareholders holding one fourth of the Shares presented at the meeting.

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

Liquidation proceeds not claimed by the Shareholders will at the close of liquidation be deposited at the *Caisse de Consignation* in Luxembourg pursuant to the 2010 Law.

Article 28 – Liquidation of Sub-fund/Class

In the event that for any reason whatsoever, the value of the assets of a Sub-fund or Class should fall down to such an amount considered by the Board as the minimum level under which the Sub-fund or the Class may no longer operate in an economic efficient way, or in the event that a significant change in economic or political situation impacting the relevant Sub-fund or Class should have negative consequences on the investments of the relevant Sub-fund or Class or when the range of products offered to clients is rationalized, the Board may redeem all (but not some) Shares of the Sub-fund or of the Class at a price reflecting the anticipated realisation and liquidation costs on closing of the relevant Sub-fund or Class, but with no redemption charge.

Termination of a Sub-fund or a Class by compulsory redemption of all relevant Shares for reasons other than those mentioned in the preceding paragraph, may be effected only upon its prior approval of the Shareholders of the Sub-fund or Class to be terminated, at a duly convened Sub-fund or Class meeting which may be validly held without a quorum and decide by a simple majority of the Shares present or represented.

Each Sub-fund may be liquidated separately without that separate liquidation resulting in the liquidation of another Sub-fund. Only the liquidation of the last remaining Sub-fund of the Company will result in the liquidation of the Company as referred to in Article 145 (1) of the 2010 Law. In this case and under penalty of nullity, the issue of Shares shall be prohibited except for the purposes of liquidation/merger.

Liquidation proceeds not claimed by the Shareholders at the close of the liquidation will be deposited at the *Caisse de Consignation* in Luxembourg pursuant to the 2010 Law.

MERGER OF THE COMPANY/SUB-FUNDS

Article 29 – Merger of the Company

The Company may, either as a merging UCITS or as a receiving UCITS, be subject to cross-border and domestic mergers in accordance with the definitions and conditions set out in the 2010 Law. The Board will be competent to decide on such a merger and will be competent to decide on the effective date of such a merger in case the Company is the receiving UCITS.

The general meeting of Shareholders, deciding by simple majority of the votes cast by Shareholders present or represented at the meeting without any quorum constraint, shall be competent to decide on the effective date of merger, in case the Company is the merging UCITS. The effective date of merger shall be recorded by notarial deed.

Notice of the merger shall be given to the Shareholders of the Company. Each Shareholder shall be given the possibility, within a period of one month as of the date of the publication, to request either the repurchase of its Shares, free of any charges, or the conversion of its Shares, free of any charges.

Article 30 – Merger of Sub-fund(s)

Any Sub-fund may, subject to the conditions set out in the 2010 Law, be merged with a foreign and / or a Luxembourg fund or Sub-fund of a foreign fund and / or a Luxembourg fund or Sub-fund as defined in the 2010 Law, in

accordance with the definitions and conditions set out in the 2010 Law. The Board of the Company will be competent to decide on such a merger as well as on the effective date of such a merger. In addition, any Sub-fund may, either as a merging Sub-fund or as a receiving Sub-fund, be merged with another Sub-fund of the Company in accordance with the definitions and conditions set out in the 2010 Law.

Insofar as the effective date of the merger requires the approval of the Shareholders concerned by the merger pursuant to the provisions of the 2010 Law, the general meeting of Shareholders deciding by simple majority of the votes cast by Shareholders present or represented at the meeting, is competent to approve such an effective date of the merger. No quorum requirement will be applicable.

In all cases, notice of the merger will be given to the Shareholders. When the approval of Shareholders is required, each Shareholder of the relevant Sub-funds or Classes shall be given the possibility, within a period of one month as of the date of the sending, to request either the repurchase of its Shares, free of any charges, or the conversion of its Shares, free of any charges.

AMENDMENT OF ARTICLES

Article 31

These Articles may be amended from time to time by a meeting of Shareholders, subject to the quorum requirements provided by the laws of Luxembourg and to the majority of the shareholders present or represented.

GENERAL

Article 32

All matters not governed by these Articles shall be determined in accordance with the 2010 Law, or subjected to the Law of 10th August 1915 on Commercial Companies, as the case may be. In case of contradiction with the provisions of the Articles, the imperative provisions of the 2010 Law will prevail, or as the case may be the imperative provisions of the Law of 10th August 1915.

TRANSITIONAL PROVISIONS

1. The first financial year shall begin on the date of incorporation of the Company and terminate on 31 December 2018

2. The first annual general meeting of shareholders shall be held in 2019.

SUBSCRIPTION AND PAYMENT

The thirty-one (31) shares issued have been subscribed by Amundi Asset Management S.A. afomentioned for the price of one thousand Euro (EUR 1,000.-) each in class OE of the sub-fund AFH – Technical Cash Investment.

The shares so subscribed have been fully paid up by a contribution in cash so that the amount of thirty-one thousand Euro (EUR 31,000.-) is as of now available to the Company, as it has been justified to the undersigned notary.

DECLARATION

The undersigned notary herewith declares having verified the existence of the conditions provided for or referred to in articles 420-1, 420-12 and 420-14 of the amended 1915 Law and expressly states that they have been complied with.

EXPENSES

The expenses, costs, remunerations or charges in any form whatsoever incurred by the Company or which shall be borne by the Company in connection with its incorporation are estimated at approximately EUR 3,000.-

RESOLUTIONS OF THE SOLE SHAREHOLDER

The incorporating shareholder, representing the entire share capital of the Company and having waived any convening requirements, have thereupon passed the following resolutions:

1. The address of the registered office of the Company is set at 5, Allée Scheffer L-2520, Luxembourg;

2. The following persons are appointed as directors of the Company until the general meeting of shareholders convened to approve the Company's annual accounts for the first financial year:

a) Mr **Julien Armand FAUCHER**, born in Châtenay-Malabry, France, on 30 may 1969, professionally residing in L-2520 Luxemburg, 5, allée Scheffer.

b) Mrs **Christine Raymonde Germaine GENTIL**, born in Ajaccio, Corsika, on 27 January 1969, professionally residing in 90, boulevard Pasteur, F-75015 Paris.

c) Mrs **Quynh-Dung Thi RAMON,** born in Saïgon, Viet-Nam, on 25 Janaury 1956, progfessionally residing in 90, boulevard Pasteur, F-75015 Paris.

3. The following person is appointed as approved statutory auditor ("réviseur d'entreprises agréé") until the general meeting of shareholders convened to approve the Company's annual accounts for the first financial year:

Ernst & Young, société anonyme, 35F, Avenue John F. Kennedy, L-1855 Luxembourg.

Whereof the present notarial deed was drawn up in Luxembourg, on the day specified in the beginning of this document.

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

The document having been read to the proxyholder of the appearing parties, known to the notary by name, first name and residence, the said proxyholder of the appearing parties signed together with the notary the present deed.