

JULIUS BAER SPECIAL FUNDS
Société d'investissement à capital variable
25, Grand-Rue, L-1470 Luxembourg
Companies Register: Luxembourg section B number 125.784

Established according to a deed received by notary public Paul DECKER, who at that time was professionally resident in Luxembourg, on March 5, 2007, published in the Mémorial Recueil des Sociétés et Associations C number 712 dated April 26, 2007.

The articles of association were last amended according to a deed received by notary public Henri HELLINCKX, who was professionally resident in Luxembourg, on December 14, 2011.

ARTICLES OF ASSOCIATION
as of 14 December 2011

Company

Article 1 The Company is established as an “investment company with variable capital” (SICAV) under the name “JULIUS BAER SPECIAL FUNDS” (the “Company”) by the undersigned and the sole owner of the shares issued thereafter.

The Company initially only has a single shareholder who owns the entire issued share capital. The Company may, however, have several shareholders at any time due to a transfer of shares or an issuance of new shares.

Duration

Article 2 The Company is established for an indefinite period. It may be dissolved at any time through a resolution of the shareholders in the Company, provided the resolution is passed in accordance with the procedure in article 32 of these articles of association.

Objects

Article 3 The sole object of the Company consists in investing in all kinds of transferable securities and/or other liquid financial assets within the meaning of Article 41(1) of the Law of 17 December 2010 (the “2010 Law”) concerning undertakings for collective investment, for the purpose of risk diversification as well as for ensuring that the results achieved through the management of assets accrue to the shareholders. The Company may implement all such measures and execute all such

transactions as it may deem conducive to the pursuit and development of its object to the extent permitted by the 2010 Law.

Registered office

Article 4 The registered office of the Company shall be in the city of Luxembourg, in the Grand-Duchy of Luxembourg. Branch offices and other representative offices may be established in Luxembourg or other countries following a decision of the Board of Directors of the Company (the “Board of Directors”).

If, in the view of the Board of Directors, circumstances of *force majeure* exist or are about to exist that may adversely affect the normal business activities of the Company at its registered office or its daily contact with persons in foreign countries, the registered office may be temporarily moved to a foreign country until the extraordinary circumstances no longer exist. Such temporary measures shall not affect the nationality of the Company, which shall continue to be registered in Luxembourg.

Capital - Shares

Article 5 The capital of the Company is represented by shares without par value (“Shares”) which shall at all times be equal to the net asset value of the Company (as defined below).

The minimum capital of the Company shall correspond to the equivalent in Swiss francs of one million two hundred and fifty thousand euros (EUR 1.250.000,--). If one or more subfunds are invested in shares of other subfunds of the Company, the value of the relevant shares is not to be taken into account for the purpose of verifying the statutory minimum capital.

The Board of Directors is authorised to issue Shares at an issue price per Share calculated in accordance with Article 27 at any time and without restriction, with no requirement to grant existing shareholders any right to purchase the new Shares. The Board of Directors may transfer to any of its members, to a manager of the Company, or to any legally authorised person the authority to accept subscriptions and receive payments for these new Shares and to deliver such Shares.

Following a decision of the Board of Directors, such Shares may belong to different asset divisions (“Subfunds”) and, also following a decision of the Board of Directors, may be denominated in different currencies. The Board of Directors may furthermore determine that each Subfund may include two or more categories of Shares (“Share Category”) having different characteristics, for example specific distributing or accumulating policies, a specific fee structure or other specific characteristics determined in each case by the Board of Directors and described in the prospectus of the Company.

The proceeds from the issue of each Subfund shall in accordance with Article 3 of these articles of association be invested in securities (including rights on investments, etc.; hereinafter “Securities”) or in other liquid financial assets that correspond to the investment regulations stipulated by the Board of Directors for the Subfunds concerned.

The Company may from time to time, by way of a stock split resulting in a decreased net asset value per Share, issue bonus Shares.

In determining the capital of the Company, the net asset value of each Subfund not denominated in Swiss francs shall be converted into Swiss francs, such that the capital of the Company is equal to the total of all net asset values of all Subfunds expressed in Swiss francs.

Registered Shares

Article 6 The Board of Directors will issue solely registered Shares. Bearer Shares are not issued.

No certificates will be issued for the Shares that have been issued. If a shareholder so wishes, he/she will instead be issued with a confirmation of his/her Share ownership and it will be sent to him/her; he/she will be charged the usual fees.

The Company may issue confirmations of ownership in such form as the Board of Directors may determine in each case.

Fractions of shares can be issued which are rounded up or down according to the provisions of the Company’s currently valid prospectus.

Shares shall be issued on acceptance of the subscription and subject to payment of the purchase price (in accordance with Article 27 of these articles of association). The subscriber shall receive upon request a confirmation of ownership of his Shares within the periods stipulated by law.

Dividends shall be paid to the address of the shareholder as it appears in the register of shareholders (“Register”), or to an address supplied to the Company in writing.

All shareholders holding issued registered Shares in the Company shall be included in the Register, which shall be kept by the Company or by one or more persons/organisations appointed by the Board of Directors. The Register shall contain the names of each shareholder, their place of domicile or usual residence, and the number, Subfunds and Share Category of the Shares held. Any transfer or redemption of a registered Share shall be entered in the Register on payment of the usual fee as determined by the Company for such registration.

Shares shall not be subject to limitations with regard to transfer rights and claims in favour of the Company.

Shares shall be transferred by the recording of an entry in the Register or, if applicable, upon physical delivery of the confirmations of ownership in respect of the Shares (insofar as such have been issued), together with any transfer documentation considered necessary by the Company.

Any notices and announcements from the Company to the shareholders may be sent to the address entered in the Register. In the event that a shareholder does not give his address, a corresponding note may be added to the Register. Consequently the Company may proceed on the basis that the address of the shareholder is the registered office of the Company or some other address determined by the Company, until the shareholder gives a different address by means of a written notification. The shareholder may amend the address entered in the Register at any time by giving written notification to the Company at its registered office or at an address determined by the Company.

In the event that fractions of Shares are issued, such fractions of Shares shall be entered in the register. Fractions of Shares shall not give voting rights, but shall entitle the holder to a corresponding proportion of the dividends and liquidation proceeds, to the extent determined by the Company.

Lost and damaged certificates

Article 7 Provided a shareholder can provide the Company with adequate proof in law that a Share certificate has been lost, damaged or destroyed, a duplicate of such Share certificate may be issued if the conditions imposed by the Company are met. When a new Share certificate marked “Duplicate” is issued, the original Share certificate ceases to be valid. The Company may, at its discretion, charge the shareholder the costs of producing the duplicate or issuing a new Share certificate.

Restriction of Share ownership

Article 8 The Board of Directors shall have the authority to impose any restrictions (except restrictions on the transfer of Shares) it considers necessary in order to prevent a person (“excluded person” below) acquiring or holding Shares in the Company or Shares of a particular Subfund and/or Share Category, under the following circumstances:

- a) if the person has violated the laws or regulations of a country and/or orders by the authorities or, according to the provisions of the prospectus, is excluded from holding Shares in the Company;

- b) if, in the opinion of the Board of Directors, the person's ownership of Shares causes the Company to incur tax liabilities or other financial disadvantages which it would not otherwise incur or have incurred.

The Company may accordingly restrict or prohibit ownership of Shares in the Company by excluded persons. In this connection the Company may:

- a) refuse to issue Shares or to register transfers of Shares until it has determined whether such issue or registration might cause the Shares to be actually owned by a person who is excluded from ownership of Shares in the Company;

- b) require at any time that persons registered by name submit to the Register any information the Company considers necessary for the purpose of establishing whether the Shares are or will be actually owned by a person who is excluded from ownership of Shares in the Company;

- c) may compulsorily redeem all the Shares held by a shareholder if the Company has reason to believe that an excluded person, either alone or together with another person, is the legal or beneficial owner of these Shares and if this person does not transfer the Shares to a person entitled to hold them. The compulsory redemption shall proceed as follows:

- (1) the Company shall supply the shareholder considered to be the owner of the transferred Shares with a demand (referred to as "Return Demand" below) giving details of the Shares to be returned as described above, the price to be paid for these Shares, and the location at which the purchase price for the Shares is payable. Any such Return Demand may be delivered to the shareholder by registered mail to the shareholder's last known address entered in the register of the Company. The shareholder, as the case may be, is thereupon required to return to the Company the Share certificates or confirmations of Share ownership referred to in the Return Demand. Immediately after the close of business on the date specified in the Return Demand, the shareholder shall lose his rights of ownership in respect of the Shares detailed in the Return Demand, and his name shall be deleted from the register.

- (2) the price ("Redemption Price" below) at which the Shares detailed in the Return Demand are redeemed, shall be equal to the net asset value of the Shares per Subfund and Share Category as calculated in accordance with Article 25 of these articles of association, less any applicable redemption fee in accordance with Article 23.

(3) payment of the Redemption Price shall be made to the holder of such Shares in the currency of the applicable Subfund or Share Category, and the amount shall be deposited by the Company at a bank in Luxembourg or another place (as specified in the Return Demand) to be paid, as the case may be, in return for delivery of the Share certificates or confirmations of Share ownership or in return for delivery of another proof of ownership considered acceptable by the Company. Once the purchase price has been thus deposited, the person shall lose the rights formerly possessed, as stated in these articles of association and the prospectus, as well as all other rights to the Shares, and shall lose any claims against the Company or its assets; this excludes the right of the person appearing to be the legitimate owner to receive the deposited Redemption Price (without interest) from the institution holding the deposited amount, as described above;

(4) under no circumstances may the Company's exercising of its rights in accordance with this Article be challenged or regarded as invalid on the grounds that there is insufficient proof of a person's rights of ownership in respect of Shares, or that the beneficial or registered owner of these shares was not the same as the person believed by the Company to be the owner at the time of the Return Demand, provided that the Company has exercised the said rights in good faith;

d) refuse to accept, in meetings of shareholders, the vote of any person who cannot hold Shares in the Company.

Rights of the general meeting of shareholders

Article 9 Each duly convened general meeting of shareholders shall constitute the supreme organ of the Company. Its resolutions shall be binding on all shareholders regardless of the Subfund or Share Category, unless the resolutions intrude upon the rights of shareholders of a particular Subfund or Share Category to hold separate meetings in accordance with the provisions below.

The general meeting of shareholders shall have the widest authority to arrange, execute and approve all legal acts relating to the transactions of the Company.

Should the Company only have a single shareholder, he/she shall exercise all powers of the general meeting of shareholders.

General meeting

Article 10 Under Luxembourg law, the annual general meeting of shareholders takes place at the registered office of the Company or at another location in Luxembourg specified in the invitation, on the 20th

October every year at 17:00. If this day is not a banking business day in Luxembourg, the general meeting takes place on the following banking business day in Luxembourg. The general meeting may be held abroad if unusual circumstances make this necessary at the Board of Directors' free discretion.

Other meetings may be held in addition, at the location and at the time specified in the corresponding invitation.

Separate meetings of shareholders

Article 11 Separate meetings of shareholders holding Shares in a particular Subfund or Share Category may be convened at the instigation of the Board of Directors. The principles with regard to quorum and voting requirements set out in Article 12 shall apply by analogy. A separate meeting of shareholders may pass resolutions on all matters relating to the applicable Subfund or Share Category which are not reserved for the general meeting or the Board of Directors under the law or these articles of association. Resolutions of separate meetings of shareholders shall not intrude upon the rights of shareholders holding Shares in other Subfunds or Share Categories.

Quorum and voting requirements

Article 12 The convening of general meetings or separate meetings of shareholders shall be subject to the periods of notice and formalities laid down by law.

Each Share in a Subfund or Share Category shall entitle the holder to a vote, regardless of the net asset value of the Share, subject to the restrictions imposed by these articles of association or the law.

A shareholder may participate in any meeting of shareholders, or may be represented by another shareholder or another person on the basis of a proxy issued by letter, telegram, telex or fax or in any other form determined by the Board of Directors.

Subject to any contrary provisions in law or under these articles of association, resolutions at a properly convened meeting of shareholders shall be passed by simple majority of the votes attending, or represented on the basis of a proxy, and cast. The Board of Director may impose any further conditions that must be met by the shareholders in order for them to participate in a meeting of shareholders.

If the Company has only one shareholder, the latter shall exercise all the rights to which shareholders are entitled under the 1915 Law and the present articles of association. The resolutions adopted by such a sole shareholder are recorded in minutes.

Invitations

Article 13 The general meeting and other meetings of shareholders shall be convened by the Board of Directors by means of invitations containing the agenda. The invitation to attend the meeting shall be sent by registered letter no later than eight (8) days prior to the general meeting, with the documents and information required by law being sent to the registered shareholders together with the invitation. Moreover, these documents are available for inspection fifteen (15) days before the general meeting at the registered office of the company.

Furthermore, the invitation to attend the meeting may provide that the quorum and majority requirements be established on the basis of the Shares which have been issued and are outstanding on the fifth day preceding the general meeting at 12.00 midnight (Luxembourg time). A shareholder's rights to take part in and vote at a general meeting will similarly be determined according to the number of shares he/she owns at that point in time.

A general meeting must be convened at the request of shareholders representing at least one tenth of the share capital.

Furthermore, one or more shareholders representing at least one tenth of the share capital may request that items requiring a vote be added to the agenda.

The Board of Directors

Article 14 The Company shall be managed by the Board of Directors, composed of at least three members who need not be shareholders. Should the Company only have a single shareholder or should it be discovered at a general meeting of shareholders that the Company only has a single shareholder, the Board of Directors may be comprised of a single member until the general meeting of shareholders, which follows the determination of the existence of more than one shareholder.

Members of the Board of Directors shall be elected by the shareholders at the general meeting for a period of no more than six (6) years, and they may be re-elected. Should the position of a member of the Board of Directors become vacant as a result of death, resignation or other cause, the remaining members of the Board of Directors may elect, by simple majority, a new member of the Board of Directors who will occupy the vacant position until the next general meeting.

A member of the Board of Directors may be dismissed and/or replaced at any time by a resolution of the shareholders, who may give reasons or not. At the general meeting, only one person who has hitherto served on the Board of Directors may be elected a member of the Board of Directors unless such person

- (1) has been proposed as a candidate by the Board of Directors, or
- (2) a shareholder who possesses full voting rights for the next general meeting that is to choose the Board of Directors submits a written proposal to the chairman – or should that not be possible, to another member of the Board of Directors – no less than six and not more than thirty days before the date that has been scheduled for the general meeting and in which proposal he will nominate a person other than himself for election or re-election along with written confirmation from such person indicating that he wishes to stand for election, although the chairman may resolve, with the unanimous approval of all shareholders present, to waive the requirement of the declarations referred to above and to propose the person so nominated for election.

Internal organisation of the Board of Directors

Article 15 The Board of Directors shall elect a chairman from its ranks, in addition to one or more deputy chairmen where applicable. It may also appoint a secretary, who need not be a member of the Board of Directors and who is responsible for the minutes of the meetings of the Board of Directors and the general meeting.

The chairman shall preside over the meetings of the Board of Directors. In the absence of the chairman, the members of the Board of Directors shall appoint another person to act as temporary chairman by a simple majority of the members present.

A meeting of the Board of Directors may be called by the chairman or by two members, and the invitation shall specify the location and give details of the agenda.

Written, telegraphic, electronic or fax invitations to a meeting of the Board of Directors shall be received by all members no later than 24 hours before the meeting starts, with the exception of urgent circumstances, details of which shall be given in the invitation.

Subject to the following provisions, the Board of Directors shall only be deemed quorate if a board meeting has been duly convened.

The invitations to a meeting may be dispensed with if all the members of the Board of Directors have declared their agreement. No invitation is necessary in the case of meetings whose dates have been fixed in advance in a decision of the Board of Directors.

Each member of the Board of Directors may be represented at a meeting of the Board of Directors by another member of the Board of Directors. The proxy shall be issued by letter, telegram, telex or fax or in any other form determined by the Board of Directors.

Subject to the following exceptions, the deliberations or decisions of the Board of Directors shall only have legal force if at least half of its members are present or represented, and in this context participation by telephone or videoconference or any other form of participation determined by the Board of Directors shall be permitted. Decisions shall be passed by a majority of the votes cast by the members of the Board of Directors present or represented at the meeting. The chairman shall have the casting vote if the number of votes cast is the same.

The members of the Board of Directors may bring about a decision by means of a circular resolution, with written approval given on one or more identical documents.

The Board of Directors may also appoint individual members of the Board of Directors or third parties to carry out all or part of the day-to-day management or representation of the Company with the powers decided by the Board of Directors. Such appointments may be revoked at any time by the Board of Directors.

Where appropriate in its view, the Board of Directors may also transfer certain powers and competencies to a body composed of persons it appoints (whether they are members of the Board of Directors or third parties).

In order to assist it in its activities, the Board of Directors may appoint an advisory council. The advisory council does not have the authority to take decisions.

Minutes of the meetings of the Board of Directors

Article 16 The minutes of each meeting of the Board of Directors shall be signed by the chairman of the meeting and by one other member of the Board of Directors or by the secretary of the Board of Directors. Copies or extracts from such minutes produced for legal proceedings or other legal purposes shall be signed by the chairman of the meeting or by two members of the Board of Directors or by the secretary of the Board of Directors one member of the Board of Directors.

Establishing investment policy

Article 17 The Board of Directors shall have the authority to execute any administrative actions and orders in the interests of the Company that are not expressly reserved for the general meeting by law or under these articles of association.

With the exception of those matters which the articles of association reserve for the shareholders at the general meeting, and subject to the above restrictions, the Board of Directors shall have the authority, in

particular, to determine the investment policy for each Subfund, in accordance with the principle of risk spreading and observing any investment restrictions laid down by law, in prudential rules and in decisions of the Board of Directors.

The Board of Directors may determine that the assets of the Company be invested as follows:

- a) In transferable securities and money market instruments:
 - that are admitted to or traded on a regulated market (within the meaning of Directive 2004/39/EC);
 - that are traded on another regulated market in a member state of the European Union (“EU”) which is recognised, open to the public, and which operates regularly;
 - that are admitted to official listing on a stock exchange in a third country or on another regulated market of a third country that is recognised, open to the public and operates regularly. In this context, “third country” means all countries in Europe not belonging to the EU and all countries of North and South America, Africa, Asia and the Pacific Rim.

- b) In transferable securities and money market instruments resulting from new issues, provided the terms of issue contain an undertaking that an application will be made for admission to official listing on a stock exchange or other regulated market as described under a), that is recognised, open to the public and operates regularly, and that admission be obtained no later than one year after the date of issue.

- c) In shares of UCITS authorised in accordance with Directive 2009/65/EC, and/or other UCIs within the meaning of Article 1 paragraph (2) first and second indents of Directive 2009/65/EC having their registered office in a member state of the European Union or a third country, provided that:
 - such other UCIs are authorised in accordance with legal requirements which submit them to prudential supervision considered by the Commission de Surveillance du Secteur Financier (“CSSF”) to be equivalent to that required under community law and that there is a sufficient guarantee of cooperation between the authorities;
 - the level of protection of unitholders of such other UCIs is equivalent to the level of protection of unitholders of a UCITS, and in particular that the requirements for segregation of the fund’s assets, borrowing, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;
 - the business activities of the other UCIs are subject to semi-annual and annual reports which enable an assessment of the assets, liabilities, income and transactions over the reporting period;

- the UCITS or other UCI whose units are to be acquired may, according to its constitutional documents, invest in total no more than 10% of its assets in units of other UCITS or other UCIs.

d) In sight deposits or deposits repayable on demand maturing in no more than twelve (12) months with qualified credit institutions whose registered office is located in a member state of the EU or in a member state of the OECD or in a country that has ratified the resolutions of the Financial Actions Task Force (“FATF” or Groupe d’Action Financière Internationale “GAFI”) (a “qualified credit institution”).

e) In money market instruments that are not traded on a regulated market and fall under the definition in Article 1 of the 2010 Law, if the issue or the issuer of such instruments are themselves subject to regulations concerning savings and investor protection, and provided they are:

- issued or guaranteed by a central governmental, regional or local authority or the central bank of a EU member state, the European Central Bank, the EU or the European Investment Bank, a third country or, in the case of a federal state, one of the members making up the federation, or by a public international institution to which at least one EU member state belongs, or
- issued by an undertaking whose securities are traded on the regulated markets referred to under (a) above; or
- issued or guaranteed by an establishment subject to prudential supervision according to the criteria defined by EU community law, or by an establishment which is subject to and complies with prudential rules which in the opinion of the CSSF are at least as stringent as those under EU community law; or
- issued by other issuers belonging to a category approved by the CSSF, provided such instruments are subject to investor protection regulations equivalent to those of the first, second or third indent and provided the issuer is a company with own funds of at least ten (10) million euros which presents and publishes its annual accounts in accordance with the requirements of the 4th Directive 78/660/EEC, or is an entity within a group of companies comprising one or more companies listed on an official stock exchange which is dedicated to the financing of that group, or is an entity which is dedicated to the financing of the securitisation of liabilities by use of a credit line granted by a bank.

f) In derivatives including equivalent cash-settled instruments dealt in on a regulated market as referred to in a) and/or derivatives that are not traded on a stock exchange (“over-the-counter” -“OTC derivatives”), provided that:

- the underlying securities are instruments within the meaning of Article 41 (1) of the 2010 Law, financial indices, interest rates, exchange rates or currencies in which the Company may invest according to its investment objectives,
- the counterparties in transactions with OTC derivatives are institutions subject to prudential supervision belonging to the categories approved by the CSSF and
- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or squared by a countertransaction at any time at the initiative of the Company at their fair value.

The Company may however invest up to 10% of the net asset value of each Subfund in transferable securities and money market instruments other than those mentioned under a) to e) and, if no investments in target funds beyond this limit are allowed in the respective Special Part of the prospectus, a maximum of 10% of the net asset value of each Subfund in target funds (that is to say, units in UCITSs and/or other UCIs within the meaning of c) above). However, in accordance with section 9 of the Law of 17 December 2010 and subject to the prerequisites laid down there, the Board of Directors may decide that a subfund (“Feeder”) can invest at least 85% of its assets in shares/units of another UCITS (or a subfund thereof) which is authorized under EU Directive 2009/65/EC, which is itself not a feeder and which does not hold units/shares in a feeder. Such a possibility is only open if this is expressly introduced accordingly in the prospectus.

The Company may invest up to 10% of the net asset value of each Subfund in securities or money market instruments of one and the same issuer. The Company may invest up to 20% of the net asset value of each Subfund in deposits with one and the same institution.

The limit mentioned in the first sentence of the previous paragraph shall be increased to 35% if the securities or money market instruments are issued or guaranteed by a EU member state or its local authorities, by a third country or by public international institutions to which one or more member states belong.

By way of derogation from the previous paragraphs, in accordance with the principle of risk diversification, the Company is authorised to invest up to 100% of the net assets of a Subfund in transferable securities and money market instruments issued or guaranteed by a EU member state or its local authorities, by a member state of the OECD or by international public organisations to which one or more member states belong, provided that the relevant Subfund holds securities and money market instruments from at least six different issues and that securities from one issue do not account for more than 30% of the total net assets of the Subfund.

If several Subfunds exist, a Subfund may invest in other Subfunds of the Company subject to the prerequisites laid down in article 181 paragraph 8 of the Law of 17 December 2010.

In addition, the Company shall comply with all further restrictions defined by the prudential authorities of those countries in which shares are admitted for public offering.

In the event that any amendment made to the 2010 Law should result in significant differences, the Board of Directors may determine that such new provisions should apply.

Pooling / “Co-Management”

Article 18 The assets of a Subfund may be managed by use of “Pooling”.

In such case, the assets of a number of Subfunds are managed together. These co-managed assets are described as a “Pool”, whereas such Pools are only used for internal management purposes. The Pools have no separate legal identity and they are not directly accessible to shareholders. Each Subfund managed in conjunction with other Subfunds can have its own specific assets allocated to it in accounting terms.

In cases where the assets of one or more Subfund are managed together, the assets allocated to each of the participating Subfunds are determined on the basis of the initial allocation of assets to the Pool, and in the event of additional subscriptions or redemptions they will be altered in proportion to such subscriptions and redemptions.

The claims of each participating Subfund on the jointly managed assets shall be applicable to each and every investment in the Pool.

Additional investments made in the name of the jointly managed Subfunds shall be allocated to the Subfunds on the basis of their respective rights, and any assets sold are withdrawn from the relevant assets of each participating Subfund on the same basis.

Furthermore, to the extent that such will be consistent with the investment policy of the respective Subfund, the Board of Directors may decide, with a view to efficient management, that all or part of the assets of one or more Subfund will be jointly managed with the assets of other undertakings for collective investment on a “co-management” basis, as described in the prospectus of the Company. In this case the above provisions shall apply *mutatis mutandis*.

Conflicts of interest

Article 19 No contract or other transaction between the Company and any other company or organisation shall be impaired or rendered invalid

by the fact that one or more members of the Board of Directors or managers of the Company are involved in another company as a member of the Board of Directors, shareholder, manager or employee, or otherwise personally involved in such company or organisation.

Any member of the Board of Directors or any other organ of the Company acting as a member of the Board of Directors, shareholder, manager or employee in another company or organisation entering into a contractual relationship with the Company or transacting any other business with it, shall not be prevented by such connection with the other company or organisation from acting for the Company and deciding on its legal transactions.

If a member of the Board of Directors or a manager of the Company has a personal interest in a transaction of the Company, he shall declare such personal interest to the Board of Directors, and shall not be involved in deliberating on and voting on the transaction. The transactions and the personal interest of a member of the Board of Directors or a manager shall be disclosed at the next general meeting.

Should the Company only have a single shareholder, the previous paragraph shall not apply. However, transactions executed with the Company's person in charge should be mentioned in minutes on such transactions should the person in charge have interests opposing those of the Company.

The above provisions shall not be applied if the business concerned is carried out within the context of the day-to-day course of business on customary terms and conditions.

Indemnity

Article 20 The Company shall indemnify each member of the Board of Directors and each manager, or his heirs, executors and administrators, against all costs reasonably incurred in connection with any legal dispute/action or judicial proceedings in which they become involved in their capacity as current or former member of the Board of Directors or as manager of the Company, or as a result of a function performed, at the request of the Company, at another organisation with which the Company has a contractual relationship or of which it is a creditor, unless they are indemnified against any liability in respect of such legal dispute or action. This provision excludes incidents in respect of which there is a legal finding of gross negligence or poor management against them resulting from an action or legal process. In the event of debt composition proceedings, compensation shall be paid only in respect of matters covered by the debt composition proceedings and with regard to which the Company obtains confirmation from its lawyers that there has been no violation of duties by the liable person. The above indemnity rights shall not exclude other rights to which the above persons have a justified claim.

Representation

Article 21 In order to place the Company under an obligation, the joint signatures of two members of the Board of Directors of the Company shall be required or, provided the Board of Directors has made the corresponding resolutions, the joint signatures of one member of the Board of Directors and a manager, a holder of general commercial power of attorney or other holder of power of attorney, or else by the single or joint signature of such authorised persons for certain transactions or business areas for which the appropriate authority has been issued by a resolution of the Board of Directors or by two members of the Board of Directors.

Should the Company only have a single shareholder, he/she shall represent the Company with his/her sole signature.

Auditor

Article 22 The general meeting of the Company shall appoint an auditor (“réviseur d'entreprise agréé”), who shall perform the duties described in Article 154 of the 2010 Law in respect of the Company.

Redemption and switching of Shares

Article 23

Redemption

As provided in detail below, the Company is entitled to redeem its Shares at any time, subject to the statutory restrictions with regard to the minimum capital.

Each shareholder may request the Company to redeem all or part of his/her Shares subject to the proviso of deferral of redemptions (as defined below).

The Board of Directors is entitled to decide to defer the redemption or switching of shares if on a valuation day or over a period of several valuation days, as defined in the prospectus, the Company receives applications for redemption or switching that exceed a percentage of the outstanding shares of a Subfund, which percentage is defined in the prospectus. Such applications for redemption or switching shall have priority with respect to applications received subsequently.

Unless provided for otherwise in the prospectus, the Redemption Price will be paid no later than five Luxembourg business days after the applicable valuation day or, if later, after the date of receipt of the Share certificates (should these be issued). The Redemption Price shall be calculated on the basis of the net asset value per Share of the applicable Subfund in accordance with the provisions in Article 25 of these articles

of association, less a redemption fee which is set in each case by the Board of Directors and is described in the prospectus.

If, as a result of exceptional circumstances, the liquid funds of the assets of a Subfund are insufficient to pay the Redemption Price within the above period, payment shall be made as soon as possible, but without any interest payments where this is legally permissible.

The application for redemption of Shares shall be submitted by the shareholder in writing directly to the Company or to one of the distributors by the time laid down in the prospectus on the day before the valuation day on which the Shares are to be returned. A correctly submitted application for redemption is irrevocable, except in the case of and during the period of a suspension or postponement of redemptions. All redeemed Shares are cancelled.

Switching

In principle, each shareholder may apply to switch some or all of his Shares for Shares in another Subfund on a valuation day applicable to both Subfunds or switch Shares within a Subfund between different Share Categories in accordance with the switching formula set forth in the prospectus and with the principles and restrictions, if any, laid down by the Board of Directors in respect of each Subfund.

The Board of Directors is entitled to impose restrictions and conditions, as set out in the relevant prospectus, on the switching of Shares of one Subfund for Shares in another Subfund or of Shares within a Subfund for Shares in another Share Category. In particular, the Board of Directors may:

- limit the frequency of switching applications;
- apply a fee to the switching of Share Categories or of Shares for Shares in other Subfunds;
- exclude the switching of Share Categories within the same Subfund.

Liquidation

If, for whatever reason, the net asset value of a Subfund falls below a certain amount or does not reach the amount which is fixed by the Board of Directors as the appropriate minimum volume for the Subfund concerned, or if the Board of Directors regards it as appropriate as a result of changes in economic or political circumstances which have a bearing on the Subfund in question, or if it is in the shareholders' interests, the Board of Directors may redeem all (but not some) Shares in the Subfund in question using a Redemption Price reflecting the anticipated realisation and liquidation costs of the liquidation of the Subfund in question but without charging any other redemption fee.

The liquidation of a Subfund associated with compulsory redemption of all Shares concerned for reasons other than those of the minimum volume of its assets, or due to changes in economic and political circumstances having influence on the Subfund concerned, may only be decided on with the prior agreement of the shareholders of the Subfund to be liquidated at a separate meeting of the shareholders of the Subfund in question, convened in accordance with the regulations. Such a meeting may be held with no quorum requirement and the decision requires a majority of 50% of the Shares present or represented.

If a Subfund is a feeder of another UCITS (or a Subfund thereof), the merger or liquidation of this other UCITS (or its subfund) shall lead to the liquidation of the feeder, unless the feeder amends its investment policy within the limits of Part 1 of the Law of 17 December 2010, and with the approval of the supervisory authority. Such a possibility is only open if this is expressly introduced accordingly in the prospectus.

Any liquidation proceeds which could not be paid out to the shareholders upon conclusion of the liquidation of a Subfund will be deposited with the *Caisse de Consignation* in Luxembourg and are subject to a thirty (30) year expiration period.

The Company must inform the shareholders of the liquidation by publishing a notification in a publication to be designated by the Board of Directors. If all the shareholders concerned and their addresses are known to the Company, the notification may be effected by means of a letter sent to these addressees.

Merger

The Board of Directors may, in addition, merge each Subfund with another Subfund of the Company or with other undertakings for collective investment in accordance with Directive 2009/65/EC or with another subfund thereof.

A merger resolved by the Board of Directors shall be conducted in accordance with the provisions of section 8 of the 2010 Law. It shall be binding on the shareholders of the Subfund concerned upon expiry of a period of at least 30 days from the corresponding notification of the shareholders concerned. The above-mentioned time-limit shall end five (5) banking days before the valuation day that is determining for the merger.

The Company must inform the shareholders of the merger by publishing a notification in a publication to be designated by the Board of Directors. If all the shareholders concerned and their addresses are known to the Company, the notification may be effected by means of a letter sent to these addressees.

An application filed by a shareholder to redeem his/her Shares during the period of notification shall not be subject to a redemption fee, with the

exception of the amounts retained by the Company to cover expenses connected with disinvestments.

A merger of one or more Subfunds, as a result of which the Company ceases to exist, must be resolved by the general meeting and be recorded by the notary public. No quorum is required for such resolutions and a simple majority of the votes present or represented is sufficient.

Calculation of net asset value and suspension of calculation

Article 24 The net asset value of the Company (“Net Asset Value”), the Net Asset Value per Share in each Subfund and, where applicable, the Net Asset Value of the Share Categories issued within a Subfund, are determined in the relevant currency on every valuation day – as defined hereafter – except in the circumstances of suspension described below. Unless provided for otherwise in the prospectus, the valuation day for each Subfund is any banking day in Luxembourg that is not a customary public holiday for the stock exchanges or other markets forming the basis of valuation for a substantial part of the Net Asset Value of the Subfund concerned, as determined by the Company.

The Company may temporarily suspend the calculation of the Net Asset Value of each Subfund and the issue, switching, and redemption of Shares in the Subfund, as well as switching from and into Shares of a Subfund, in the following circumstances:

- a) where one or more stock exchanges or other markets forming the basis of valuation for a substantial part of the Net Asset Value of the Subfund (except on customary public holidays) is closed or if trading is suspended; or
- b) where in the opinion of the Board of Directors it is impossible to purchase or to value assets as a result of particular circumstances; or
- c) where the communication technology normally used in determining the price of a security of the corresponding Subfund fails or provides only partial functionality; or
- d) where the transfer of monies for the purchase or sale of assets by the Company is impossible; or
- e) if a Subfund is a feeder of another UCITS (or a Subfund thereof) and if and as long as this other UCITS (or its subfunds) has temporarily suspended the issue or redemption of its units/shares; or
- f) in the event of a merger of a Subfund with another Subfund or with another UCITS (or a subfund thereof), provided that this appears justified to protect the shareholders;

- g) if, owing to unforeseeable circumstances, substantial redemption applications have been received and as a result the Board of Directors considers that the interests of the shareholders remaining in the Subfund are at risk;
- h) in the case of a resolution to liquidate the Company on or after the date of publication of the first notice of a general meeting of shareholders convened for this purpose.

The Company shall suspend the issue, redemption and switching of Shares without delay as soon as an event resulting in liquidation occurs or such is required by the CSSF.

Shareholders having offered their Shares for redemption or switching shall be notified of the suspension in writing within seven (7) days of such suspension, and immediately of the ending of such suspension.

The suspension of the issue, redemption and switching of Shares in any one Subfund shall not affect the calculation of the Net Asset Value or the issue, redemption and switching of Shares in the other Subfunds.

Calculation of Net Asset Value

Article 25 The Net Asset Value per Share of each Subfund and, where applicable, the Net Asset Value of the Share Categories issued within a Subfund, are determined on each valuation day by dividing the total Net Asset Value of the assets of the Subfund or Share Category in question by the number of the outstanding Shares in that Subfund or Share Category. The total Net Asset Value of the Subfund or Share Category represents the market value of the assets contained in it, less the liabilities.

Valuation rules

Article 26 The calculation of the Net Asset Values of the various Subfunds shall be carried out as follows:

(A) Assets

The assets of the Company shall include the following:

- a) all available cash holdings or cash in accounts, including interest accrued;
- b) all bills of exchange and other sight deposits (including proceeds from the sale of Securities not yet credited);
- c) all Securities (Shares, fixed-interest and variable-rate Securities, bonds, option or subscription rights, warrants and other investments and Securities in the possession of the Company);

- d) all dividends and distributions payable to the Company in cash or some other form approved by the Company, on condition that the Company must change the valuation of the market value of the Securities to reflect any trading practices such as ex-dividend or ex-new trading;
- e) all interest accrued on interest-bearing Securities held by the Company, where such interest does not form part of the principal claim;
- f) all financial rights arising from the use of derivative instruments;
- g) the provisional expenses of the Company, where they have yet not been written off, on condition that it is permitted to write off such provisional expenses against the capital of the Company; and
- h) all other assets of all kinds and compositions, including expenses paid in advance.

The value of the above assets shall be determined as follows:

- 1) The value of freely available cash holdings, deposits, bills of exchange and sight deposits, expenses paid in advance, cash dividends and interest as per confirmation or accrued but not received, as described above, shall be calculated at the full amount, unless for some reason payment is not likely at all or in part, in which case the value shall be determined after deducting an amount at the discretion of the Board of Directors, with the aim of determining the effective value.
- 2) Securities that are officially listed on a stock exchange or traded on another regulated market shall be valued using the latest available price on the principal market on which the Securities are traded. The services of an information agency approved by the Board of Directors may be used. The valuation of Securities whose listing price is not representative and all other approved assets (including Securities not listed on a stock exchange or traded on a regulated market) is based on their probable realisation price determined with care and in good faith by or under the supervision of the Company.
- 3) All assets and liabilities in currencies other than that of the Subfund in question are converted into the currency of the Subfund concerned using an exchange rate supplied by a bank or other responsible financial institution at the time of valuation.
- 4) Shares issued by UCIs of the open-ended type are valued at their last available Net Asset Value. By way of derogation

from this rule, open-ended UCIs that qualify at the same time as ETF are valued at their closing stock market price at the place where they are listed.

- 5) The market value of futures, forwards or options contracts that are not traded on a stock exchange or other regulated market is determined according to the guidelines laid down by the Board of Directors and in a consistent manner. The market value of futures, forwards or options contracts that are traded on a stock exchange or other regulated market is determined on the basis of the last available settlement price for the contracts on stock exchanges and regulated markets on which futures, forwards or options contracts of this type are traded, with the proviso that, in the case of futures, forwards or options contracts that could not be sold on a valuation day, the market value of this contract shall be determined on the basis of a value which the Board of Directors deems reasonable and appropriate.
- 6) Liquid assets and money market instruments may be valued at their nominal value plus accrued interest or after deduction of pre-scheduled depreciation of historic costs. The latter valuation method may cause the value to differ temporarily from the price which the Company would receive upon sale of the investment. The Company shall monitor this valuation method and, if necessary, recommend changes to ensure that these assets are valued in an appropriate way, determined in good faith according to the method specified by the Board of Directors. If the Company is of the opinion that a deviation from the scheduled depreciation of historic costs per Share would lead to significant dilution or other unjustified effects on the shareholders, it shall make such corrections as it sees fit to prevent or limit dilution or unjustified effects, in so far as this is reasonably possible.
- 7) The swap transactions are, in principle valued on the basis of the valuations received from the swap counterparty. The values can be the bid, offer or mid price, as determined in good faith according to the method specified by the Board of Directors. If, in the opinion of the Board of Directors, these values do not reflect the fair value of the swap transactions concerned, the value of these swap transactions shall be determined by the Board of Directors in good faith or according to such other method as the Board of Directors deems appropriate.
- 8) If, as a result of particular circumstances, such as hidden credit risks, the valuation cannot be properly carried out on the basis of the above rules, the Company is entitled to apply other valuation rules, which can be scrutinised by auditors, in order to arrive at a reasonable valuation of the assets.

(B) Liabilities

The liabilities of the Company shall include the following:

- a) all credits, bills of exchange and other payable amounts;

including deposits lodged as security, for example margin accounts, etc. in connection with the use of derivative instruments; and
- b) all due/accrued administrative expenses including the costs associated with formation and registration, and legal fees, auditor's fees, all fees or remunerations of the investment advisers, investment managers, custodian, distributors and other representatives and agents of the Company, the costs of statutory notices and the prospectus, the financial reports and other documents made available to shareholders. If the scale of fees for such services, as agreed between the Company and the service providers used such as investment advisers, investment managers, marketing consultants, or custodian bank differ from one Subfund to another, the varying fees shall be debited only to the respective Subfunds. Marketing and advertising expenses may only be charged to a Subfund in isolated cases following a decision of the Board of Directors, or if necessary, by the request of the advisory council; and
- c) all known due or unmatured liabilities including any dividend declared but not yet paid; and
- d) an appropriate amount set aside for tax purposes, calculated on the day of valuation, and other accruals or reserves authorised by the Board of Directors; and
- e) all other liabilities of the Company of whatsoever kind and nature towards third parties.

Any liability of whatsoever kind and nature towards third parties shall be restricted to the respective Subfund(s).

In calculating its liabilities, the Company may include all administrative and other expenses that are regular or periodic in nature by calculating a total amount for the year or other period, and then dividing the amount proportionally to the relevant period. This method of calculation must only be applied to administrative and other expenses affecting all Subfunds equally.

(C) Allocating assets and liabilities

For each Subfund, the Board of Directors shall establish an asset division as follows:

- a) In the accounts of the Company, the proceeds from the allocation and issue of Shares of each Subfund shall be allocated to the asset division

for which the Subfund has been opened, and the corresponding assets and liabilities, in addition to income and expenditure, shall be allocated to this asset division in accordance with the guidelines in this article.

- b) If an asset has been derived from another asset, the asset thus derived shall be allocated, in the accounts, to the same Subfund as the asset from which it derives, and whenever an asset is revalued, any increase/loss in value shall be allocated to the relevant Subfund.
- c) If the Company has assumed a liability that relates to some asset in a particular Subfund or to some activity in connection with an asset in a particular Subfund, the liability shall be allocated to the Subfund in question.
- d) If an asset or liability of the Company cannot be regarded as having a particular value to be allocated to a particular Subfund, and it does not affect all Subfunds equally, the Board of Directors may allocate such asset or liability in good faith;
- e) From the date on which a dividend is declared for a Subfund, the Net Asset Value of the Subfund shall be reduced by the amount of the dividend, subject, however, to the rules governing the sale and Redemption Price of the Shares of each Subfund as set out in these articles of association.

(D) General provisions

For the purposes of this Article, the following shall apply to the process of valuation:

- a) Shares redeemed in accordance with Article 23 shall be treated and registered as existing until just after the time, fixed by the Board of Directors or its authorised representative, at which such valuation is carried out, and from this time until the price has been paid, they shall be treated as a liability of the Company;
- b) all investments, cash holdings and other assets of any Subfund in a currency other than the currency of the Subfund concerned, shall be converted on the basis of their market value, using the exchange rate applicable on the date of the net asset valuation; and
- c) on each valuation day, all purchases and sales of Securities contracted by the Company on that valuation day shall be included in the valuation, to the extent possible.

Selling Price and Redemption Price

Article 27 Whenever the Company offers Shares for subscription, the price of the Shares offered must be based on the Net Asset Value (as

defined above) of the relevant Subfund or relevant Share Category, plus a selling fee determined in each case by the Board of Directors and indicated in the valid prospectus of the Company. The selling fee is to be paid in full or in part to the distributor of the Company. The selling fees shall comply with the applicable laws, shall not exceed a maximum amount determined by the Board of Directors, and although they may be different for each Subfund or Share Category, all subscription applications within a Subfund or Share Category made on the same day shall be treated equally insofar as the selling fee is payable to the Company. The price arrived at in this way ("Selling Price") shall be paid within a period determined by the Board of Directors, which shall not exceed seven (7) Luxembourg banking days from the allocation of Shares, unless otherwise indicated in the prospectus. In exceptional cases, with the approval of the Board of Directors and subject to all applicable laws, the Selling Price may be paid by means of a special valuation of an in-kind contribution, which valuation is confirmed by the auditor; securities are transferred to the Company by the subscriber in compliance with the investment policy and the investment restrictions.

When Shares are redeemed, the Share price at which the redemption takes place shall be calculated on the basis of the Net Asset Value for the relevant Subfund or Share Category, less a redemption fee determined in each case by the Board of Directors and indicated in the valid prospectus of the Company. The redemption fee is to be paid in full or in part to the mediating selling agents. The redemption fee may be different for each Subfund or Share Category. The price arrived at in this way ("Redemption Price") shall be paid in accordance with Article 23.

In special cases the Redemption Price may also be paid at the request or with the consent of the relevant shareholder by means of a distribution in kind, the valuation of which must be confirmed by the company's auditor. The equal treatment of all shareholders must be guaranteed.

Financial year

Article 28 The financial year of the Company begins on 1 July and ends on 30 June of the following year.

The annual reports of the Company shall be consolidated in Swiss francs. If certain Subfunds, as provided in Article 5, contain assets denominated in currencies other than Swiss francs, the amounts shall be converted into Swiss francs and shall be shown in Swiss francs in the consolidated, audited annual report, including the balance sheet and the profit and loss account to be made available, with the report of the Board of Directors, to all shareholders fifteen (15) days before each general meeting.

Distribution of profits

Article 29 The separate meetings of shareholders of the relevant Subfund shall, at the request of the Board of Directors, decide annually on the distributions to be made by the Company. The Company may make distributions provided that its capital does not fall below the minimum capital defined in Article 5 above of these articles of association.

If dividends are declared for the distributing Shares of a Subfund, the selling and Redemption Prices of the distributing Shares of the Subfund in question shall be adjusted accordingly. In the case of accumulating Shares, no dividends are distributed. Instead, the amount accruing to accumulating Shares shall be reinvested for the benefit of their shareholders.

Interim dividends may be paid at any time following a decision of the Board of Directors, provided that the Company's capital does not fall below the minimum capital defined above in Article 5.

Where dividends are declared, they shall generally be paid in the currency of the Net Asset Value of the applicable Subfund, although it may be paid in another currency determined by the Board of Directors, which shall also determine the locations and times of payment. The Board of Directors may set the exchange rate used to convert the dividend amounts into the currency in which they are paid.

Name of the Company

Article 30 The Company has entered into a licensing contract with the Julius Baer Group. Should this licensing contract be terminated for any reason, the Company shall be obliged to change its name, at the first request of the Julius Baer Group, to a new name that no longer contains the component "Julius Baer" or the letters "JB".

Proceeds from liquidation

Article 31 If the Company is wound up, the liquidation shall be conducted by one or more liquidators appointed by the general meeting, which shall decide on the question of liquidation and which shall lay down the respective powers and remuneration. The net proceeds from liquidation shall be divided among the shareholders in each Subfund and Share Category in proportion to the Shares held in the respective Subfund/Share Category.

Amendments to the articles of association

Article 32 These articles of association may be amended or supplemented by a resolution of the shareholders of the Company, provided the voting and majority requirements laid down in the 1915 Law are observed in the voting. Any alteration of the rights of shareholders in one Subfund compared with the rights of shareholders in another Subfund shall only be permissible if the requirements relating to amendments to the

articles of association provided for in the most recent version of the Luxembourg Law of 10 August 1915 (“Law of 1915”) are adhered to within the Subfund concerned.

General

Article 33 All matters not dealt with in these articles of association shall be governed by the 1915 Law and the 2010 Law.