

**GAM** | Holding AG

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## **Articles of Incorporation**

As of 18 April 2012

## **Articles of Incorporation**

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## 1. Name, domicile and term of Company

- 1.1 Under the name GAM Holding Ltd. (GAM Holding AG, GAM Holding SA), there exists a Company according to the following Articles of Incorporation and the provisions of Title XXVI of the Swiss Code of Obligations.
- 1.2 The term of the Company shall be unlimited.
- 1.3 The domicile of the Company shall be Zurich.

## 2. Object and purpose of Company

- 2.1 The purpose of the Company shall be the acquisition and management of permanent participations, particularly in investment companies.
- 2.2 The Company may purchase, pledge as collateral and sell real estate.
- 2.3 The Company may be active domestically and abroad.
- 2.4 Otherwise, the Company may execute all transactions directly or indirectly related to the purpose of the Company as well as all transactions which may further the purpose of the Company.

## 3. Share capital

- 3.1 The fully paid-up share capital amounts to CHF 9 167 750.00.
- 3.2 The share capital is divided into 183 355 000 registered shares with a par value of CHF –.05 each.
- 3.3 The share capital may be increased or reduced by resolution of the Shareholders' Meeting.
- 3.4 <sup>1</sup> The Company's share capital is to be increased by the issue of up to 10 000 000 registered shares, to be fully paid-up and each with a par value of CHF –.05, in a maximum total amount of CHF 500 000.– through the exercise of conversion or warrant rights in connection with bonds issued by the Company or its subsidiaries. Existing shareholders are excluded from subscription rights. The acquisition of shares through the exercise of conversion or warrant rights and the subsequent transfer of shares are subject to the entry limitations as set forth in article 4.3 et seq. of the Articles of Incorporation.

<sup>2</sup> When issuing convertible or warrant bonds, the Board of Directors may rescind priority subscription rights of existing shareholders for important reasons.

<sup>3</sup> Important reasons can be the securing of optimal conditions in issuing of loans and ensuring equal treatment of shareholders domestically and abroad.

<sup>4</sup> In the event that the Board of Directors precludes the priority subscription rights, the following applies:

- a) Conversion rights may be exercised only during a maximum of seven years, and warrant rights only during a maximum of four years from the date of issue of the relevant bond.
- b) The new shares shall be issued according to the applicable conversion or warrant conditions. The convertible or warrant bonds must be issued in conformity to market conditions (including the usual market conditions with regard to protection against dilution). The conversion or option price must be not less than the average of the last prices paid on the Zurich stock exchange during the five days preceding the determination of the final issue conditions for the relevant convertible or warrant bonds.

## 4. Shares

- 4.1 By changing the Articles of Incorporation, the Shareholders' Meeting may at any time convert registered shares into bearer shares and bearer shares into registered shares. The registered shares are subject to the limitations of article 4.3 et seq. of these Articles of Incorporation.
- 4.2 <sup>1</sup> The Company shall keep a share register, in which the owners and usufructuaries of the registered shares are entered with their name, address and nationality, respectively, place of incorporation in case of legal entities. In relation to the Company, any person entered in the share register shall be deemed to be a shareholder.
- <sup>2</sup> The Board of Directors shall issue the necessary rules regarding the maintenance of the share register. The Board of Directors may delegate its duties.
- <sup>3</sup> The Board of Directors shall determine in the invitation to the Shareholders' Meeting the cut-off date for entry in the share register relevant to determine the right to participate and vote in the Shareholders' Meeting.
- 4.3 <sup>1</sup> Subject to the following provisions, the registered shares of the Company are issued as uncertificated securities and registered as intermediated securities. The Company may withdraw shares registered as intermediated securities from the custodian system.
- <sup>2</sup> Each shareholder may at any time request from the Company a certification about the shares owned by him/her. The shareholders, however, have no right to request the printing and delivery of certificates for their registered shares.
- <sup>3</sup> The Company, however, may at any time print and deliver share certificates (individual certificates, certificates or global certificates) or convert uncertificated securities and share certificates into any other form and may cancel issued share certificates once they have been returned to the Company. The individual certificates and certificates shall carry the facsimile signature of the Chairman and another member of the Board of Directors.
- <sup>4</sup> Transfers of intermediated securities, including the granting of security interests, are subject to the Intermediated Securities Act. In order to be valid vis-à-vis the Company, a transfer of uncertificated shares by assignment requires a notification of such transfer to the Company.
- 4.4 <sup>1</sup> A person having acquired registered shares shall upon application be entered into the share register as shareholder with voting rights, provided that such person expressly acknowledges that he/she has acquired the shares in his/her own name and for his/her own account. If the person acquiring registered shares does not provide such acknowledgment, the Board of Directors may refuse the entry in the share register.
- <sup>2</sup> The Board of Directors may issue rules for the entry in the share register of fiduciaries/nominees. It may enter in the share register fiduciaries/nominees with voting rights of up to 2% of the share capital. The Board of Directors may enter fiduciaries/nominees with voting rights in excess of 2%, if such fiduciaries/nominees disclose the name, address, nationality, respectively, legal entity and shareholding of all persons for whose account they hold at least 0.5% of the outstanding share capital. Fiduciaries/nominees, which are affiliated with other fiduciaries/nominees by means of ownership structure or voting rights, or which have a common management, or are otherwise affiliated, shall be deemed one fiduciary/nominee as regards the application of these entry limitations.
- <sup>3</sup> The Board of Directors may cancel the entry in the share register of a shareholder or fiduciary/nominee with voting rights, upon a hearing of such shareholder or fiduciary/nominee, if the entry in the share register is based on false information. The affected shareholder or fiduciary/nominee shall be notified of the cancellation immediately.
- 4.5 This article remains subject to the mandatory provisions of Art. 685d paragraph 3 of the Swiss Code of Obligations.

- 4.6 The entry limitations as set forth in article 4.3 et seq. of the Articles of Incorporation shall also be applicable to shares which have been subscribed for or acquired pursuant to the exercise of a subscription, option or conversion right.

## 5. Subscription rights

In the event of an increase in share capital, each shareholder has the right to the portion of the newly issued shares as corresponds to its earlier shareholding. The resolution of the Shareholders' Meeting for the increase of the share capital may only revoke the subscription rights for important reasons. Important reasons shall include in particular the takeover of a business, parts of a business or shareholdings as well as the shareholding interests of the employees. No one shall be favored or disadvantaged in an improper manner by the revocation of the subscription rights.

## 6. Debentures

The Company is entitled to issue debentures which may be registered or to bearer. The Board of Directors shall decide on their issuance and determine the conditions and terms thereof.

## 7. Organization of the Company

The organs of the Company shall be:

- 7.1 The Shareholders' Meeting
- 7.2 The Board of Directors
- 7.3 The Auditors

## 8. The Shareholders' Meeting

- 8.1 The Shareholders' Meeting shall take place at the domicile of the Company or at a place in Switzerland to be determined by the organ calling the Shareholders' Meeting.
- 8.2 The shareholder shall exercise at the Shareholders' Meeting its rights in the affairs of the Company, such as election of the organs, acceptance of the Annual Report, and passing resolutions for the disposition of profits. It may represent itself or be represented by a third party at the Shareholders' Meeting.
- 8.3 The Board of Directors shall give the necessary instructions for determining the voting rights and regulates the issuance of voting cards. The Chairman of the Board of Directors shall decide about admission to the Shareholders' Meeting and the acceptance of proxies.
- 8.4 <sup>1</sup> If the Company suggests to the shareholders a member of their organs or another non-independent person (organ representative) to represent their voting rights at the Shareholders' Meeting, it must at the same time specify an independent person who may be appointed as representative by the shareholders. This independent person need not be a shareholder.

<sup>2</sup> Organ representatives, independent representatives of voters and deposit representatives must inform the Company of the amount, kind, nominal value and category of shares represented by them. The Chairman shall give this information altogether for each kind of representation at the Shareholders' Meeting.

- 8.5 <sup>1</sup> The Shareholders' Meeting shall be called at a minimum of twenty days before the date of the Shareholders' Meeting by a single notice by letter to the shareholders entered in the share register and by a single publication in the Swiss Commercial Gazette.
- <sup>2</sup> The notice shall include the matters to be handled as well as the proposals of the Board of Directors and of the shareholders who require that the Shareholders' Meeting be carried out or that a matter be put on the agenda.
- 8.6 <sup>1</sup> Resolutions on proposals for matters which were not in the notice cannot be passed with the exception of proposals to call an Extraordinary Shareholders' Meeting or of carrying out a special audit.
- <sup>2</sup> No prior notice is required for making proposals which are within the scope of the matters to be handled and for discussing matters without passing a resolution.
- 8.7 <sup>1</sup> The Ordinary Shareholders' Meeting shall be called by the Board of Directors each year within six months from the closing of the fiscal year.
- <sup>2</sup> Extraordinary Shareholders' Meetings may be called by the Board of Directors or if necessary the Auditors whenever a meeting is deemed to be in the interest of the Company.
- 8.8 <sup>1</sup> The calling of a Shareholders' Meeting may also be requested by one or more shareholders who together represent at least 10 percent of the share capital. The Board of Directors must convene the requested Shareholders' Meeting within six weeks after the request is received.
- <sup>2</sup> Shareholders who represent shares of a nominal value of CHF 100 000.– may demand that matters be put on the agenda. This request must be submitted at least six weeks before the date of the Shareholders' Meeting of the Company.
- <sup>3</sup> The request to call a meeting and to put a matter on the agenda must be done in writing including the matters to be handled and the proposals.
- 8.9 <sup>1</sup> The Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors or by another person elected from the Board of Directors by the Board. If no member of the Board of Directors in charge of chairing the Shareholders' Meeting is present, the Meeting shall elect an ad hoc Chairman who need not be a shareholder.
- <sup>2</sup> The minutes shall be kept by the Secretary of the Board of Directors. If not available, the Chairman shall designate a Secretary who need not be a shareholder.
- <sup>3</sup> The Chairman of the Shareholders' Meeting shall if necessary appoint one or more persons to count votes who do not need to be shareholders.
- <sup>4</sup> The Chairman shall take all necessary measures to assure the undisturbed and proper performance of the Shareholders' Meeting.
- 8.10 Each share is entitled to one vote.
- 8.11 In the Shareholders' Meeting, votes are cast by open ballot, unless the Shareholders' Meeting chooses, or the Chairman orders, a written ballot. Pursuant to the instruction of the Chairman, a ballot may also be cast by electronic means. The Chairman may at any time rerun an open ballot as a written or electronic ballot if, in the Chairman's opinion, the result of the open ballot is doubtful. In such event, the previous ballot shall be deemed as not existing.
- 8.12 The Shareholders' Meeting shall have the following non-transferable powers:
- a) to adopt and amend the Articles of Incorporation;
  - b) to elect and remove the members of the Board of Directors;

- c) to elect and remove Statutory Auditors;
- d) to approve the Annual Report, if needed the Group accounts, the annual accounts as well as to pass a resolution for the use of the net profit, in particular fixing the dividends;
- e) to discharge the members of the Board of Directors;
- f) (repealed)
- g) to pass resolutions on matters which are reserved to the Shareholders' Meeting by law or statute or which are submitted to it for decision by the Board of Directors;
- h) to pass resolutions for converting registered shares into bearer shares and for creating and eliminating voting shares.

**8.13** Except where otherwise required by mandatory law or article 8.14 of the Articles of Incorporation, all resolutions of the Shareholders' Meeting are passed by an absolute majority of the votes cast, excluding blank or invalid ballots. The Chairman, insofar as he/she is also a shareholder of the Company, shall participate in the ballots and, in case of a tied vote, he/she shall have the casting vote.

**8.14** <sup>1</sup> At least a two-thirds majority of the votes represented and an absolute majority of the par value of shares represented are required for the adoption of a resolution regarding:

- a) amending the purpose of the Company;
- b) creation and elimination of voting shares;
- c) restrictions on the transfer of registered shares;
- d) an authorized or a conditional increase in capital;
- e) increase of the capital by use of capital surplus by contribution of property, for the purpose of an acquisition of property and the grant of special rights;
- f) restriction or suspension of subscription rights;
- g) change in location of the Company's domicile.

<sup>2</sup> Resolutions concerning a merger, demerger and conversion shall be subject to the provisions of the Swiss Merger Act.

## **9. The Board of Directors**

**9.1** <sup>1</sup> The Board of Directors shall consist of at least five members.

<sup>2</sup> The members of the Board of Directors shall be elected by the Shareholders' Meeting for a maximum term of three years. The period between two Ordinary Shareholders' Meetings is deemed to be one year. The term of office for each director shall be fixed with his/her election. The various terms of office shall be fixed in a way to assure that approximately one-third of all members is newly elected or reelected each year. Members whose term of office has expired are immediately eligible for reelection.

**9.2** (repealed)

**9.3** The Board of Directors shall constitute itself. It shall elect a Secretary who need not be a member of the Board of Directors.

- 9.4 The Board of Directors shall meet as often as business requires, but at least once per quarter. The meetings are generally called by the Chairman and when he/she is not able to do so by another member. Any member may ask, indicating the reasons, for a meeting to be immediately called by the Chairman.
- 9.5 The presence of a majority of its members is necessary for resolutions of the Board of Directors to be passed with the exception of the ascertainment resolution and the resolution concerning the amendment of the Articles of Incorporation as well as the capital increase report in the case of capital increases. Resolutions are passed by an absolute majority of votes of members present. In the case of a tied vote, the Chairman shall have the casting vote. Directors may also be present by phone or electronic means (video).
- 9.6 <sup>1</sup> Resolutions of the Board of Directors may also be passed by way of written consent (letter, telefax) or by way of an electronic datatransfer provided that no member requests oral deliberation. When sending by telefax or by way of electronic datatransfer, the written form is found to have been observed when the image transmitted also returns the signature by one's own hand and the original is subsequently submitted.
- <sup>2</sup> The text of written resolutions must be sent to all members of the Board of Directors and requires the consent of all members of the Board of Directors to be valid.
- <sup>3</sup> The deliberations and resolutions of the Board of Directors, in particular those resolutions circulated in writing, must be set down in the minutes which shall be signed by the Chairman and the Secretary.
- 9.7 The members of the Board of Directors shall be entitled to fixed remuneration as well as reimbursement of their expenses. The Board of Directors shall pass resolutions in this regard.
- 9.8 <sup>1</sup> The Board of Directors shall have the following non-transferable and irrevocable duties:
- a) to supervise the Company and issue the necessary instructions;
  - b) to determine the organization;
  - c) to arrange the accounting, financial control and planning inasmuch as they are necessary for the management of the Company;
  - d) to appoint and remove the persons entrusted with the Company's management;
  - e) to control those persons entrusted with the management of the Company, also in relation to compliance with laws, statutes, regulations and instructions;
  - f) to draw up the business report and to prepare the Shareholders' Meeting and implementation of its resolutions;
  - g) to inform the judge in the event of insolvency.
- <sup>2</sup> The Board of Directors may assign the preparation and carrying out of its resolutions or the supervision of transactions to committees or individual members. The Board of Directors must make sure the members of the Board of Directors are suitably informed.
- 9.9 The Board of Directors may pursuant to Organization By-Laws transfer the management in whole or in part to individual members (delegates) or to third parties (directors, managers). The Organization By-Laws set forth the management, determine the positions necessary for it, describe its duties and regulate in particular reporting.

## 10. Statutory Auditors

The Shareholders' Meeting shall elect one or various Auditors as the Statutory Auditors for a one-year term of office. The auditors shall comply with the legal requirements concerning qualifications and independence. Rights and obligations of the Statutory Auditors shall be determined by the applicable legal provisions.

## 11. Signatures on behalf of the Company

The Board of Directors shall appoint authorized signatories for the Company and the type of signature, which should basically be only joint signature by two persons.

## 12. Annual accounts and disposition of net earnings

The annual statement of accounts will be made as at 31 December of each year.

## 13. Liquidation

The Shareholders' Meeting may decide at any time to liquidate the Company. The liquidators shall be elected by the Shareholders' Meeting; members of the Board of Directors may be elected.

## 14. Notices

<sup>1</sup> Official notices of the Company shall be published in the Swiss Commercial Gazette. The Board of Directors may determine other publication vehicles.

<sup>2</sup> Notices from the Company to registered shareholders shall be sent by letter to the addresses entered in the share register. Otherwise, notices from the Company shall be published once for each notice in the Swiss Commercial Gazette.

## 15. Acknowledgment of the Articles of Incorporation

Acquisition, possession and ownership of shares shall imply acknowledgment of the Articles of Incorporation.

## 16. Acquisition of assets and contribution in kind

<sup>1</sup> The Company intends to acquire from UBS AG, Zurich, after the capital increase of 10/22 November 2005, all of the 50 000 registered shares in GAM Holding Ltd., Zurich, with a par value of CHF 1 000.– each, at a maximum price of CHF 3 500 000 000.–.

<sup>2</sup> In the course of the capital increase of 2 December 2005, the Company has acquired from UBS AG, Zurich, in accordance with the contribution in kind/acquisition of assets agreement dated 2 December 2005, 21 000 registered shares in Ehinger & Armand von Ernst Ltd, Zurich, with a par value of CHF 1 000.– each; 300 000 registered shares in Ferrier, Lullin & Cie SA, Geneva, with a par value of CHF 100.– each; 100 000 bearer shares in BDL Banco di Lugano, Lugano, with a par value of CHF 500.– each; 700 000 ordinary shares in Cantrade Private Bank Switzerland (CI) Ltd, St. Helier (Channel Islands), with a par value of GBP 1.– each; 800 000 registered shares in Cantrade Trust

Company (Cayman) Ltd, George Town (Cayman Islands), with a par value of CHF 1.– each; and 100 bearer shares in Cantrade Trustee Ltd, Zurich, with a par value CHF 1 000.– each, in the aggregate value and at a total price of CHF 2 788 995 139.–, for which the transferor shall receive 20 997 271 new registered shares, 2 672 800 treasury shares and 330 000 own shares in the Company with a par value of CHF –.10 each while an amount of CHF 578 588 599.90 shall be credited for it.

Zurich, 18 April 2012

amended on 8 December 1975

amended on 11 March 1980

amended on 15 April 1980

amended on 2 June 1980

amended on 11 June 1981

amended on 16 June 1982

amended on 20 June 1984

amended on 20 June 1985

amended on 19 June 1986

amended on 18 June 1987

amended on 16 June 1988

amended on 20 June 1991

amended on 18 June 1992

amended on 24 June 1993

amended on 5 May 1994

generally reviewed on 10 May 1996

amended on 11 May 1999

amended on 10 May 2000

amended on 9 May 2001

amended on 15 May 2002

amended on 14 May 2003

amended on 12 May 2004

amended on 12 April 2005

amended on 10/22 November 2005

amended on 2 December 2005

amended on 17 April 2007

amended on 15 April 2008

amended on 8 April 2009

amended on 30 June 2009

amended on 13 April 2010

amended on 19 April 2011

amended on 18 April 2012