FC31548 N0025/20

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009

OS IN01

Registration of an overseas company opening a UK establishment

Avoid rejection of this application by viewing useful guidance on completing form OS IN01 at http //www companieshouse gov uk/infoAndGuide/completingOSIN01 shtml

Companies House

A fee is payable with this form
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a UK establishment.

✗ **What this form**
You cannot use t
the details of an
officer or establis

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COMPANIES HOUSE

ase
.uk

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ❶

Eastspring Investments (Luxembourg) S.A

Do you propose to carry on business in the UK under the corporate name as incorporated in your home state or country, or under an alternative name?

→ To register using your corporate name, go to **Section A3**
→ To register using an alternative name, go to **Section A2**

→ **Filling in this form**
Please complete in typescript (10pt or above), or in bold black capitals

All fields are mandatory unless specified or indicated by *

❶ This must be the corporate name in the home state or country in which the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business in the UK.

Alternative name (if applicable) ❷

Eastspring Investments (Luxembourg) S A (UK branch)

❷ A company may register an alternative name under which it proposes to carry on business in the United Kingdom under Section 1048 of the Companies Act 2006 Once registered it is treated as being its corporate name for the purposes of law in the UK.

A3 Overseas company name restrictions ❸

This section does not apply to a European Economic Area (EEA) company registering its corporate name

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

❸ **Overseas company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website
www.companieshouse.gov uk

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Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment. ❶

→ No Go to **Section B2**
→ Yes Please enter the registration number below and then go to **Part 5** of the form. Please note the original UK establishment particulars must be filed up to date

❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment registration number: B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes
☑ No

❷ Please tick one box.

B3 Company details

If the company is registered in its country of incorporation, please enter the details below.

Legal form ❸	private limited company (société anonyme)
Country of incorporation *	Grand Duchy of Luxembourg
Identity of register in which it is registered ❹	Registre de commerce et des sociétés de Luxembourg
Registration number in that register	B 1 7 3 7 3 7

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❹ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections **B5** and **B6**
→ No Go to **Section B6**

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ❺

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below.
→ No Go to **Part 3**

Please give the period for which the company is required to prepare accounts by parent law.

From	d d m m
To	d d m m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months	

B6 Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☑ Please tick this box if no accounts have been disclosed.

❶ Please tick the appropriate box(es).

Part 3 Constitution

C1 Constitution of company

The following documents must be delivered with this application.
- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below

☑ I have enclosed a certified copy of the company's constitution ❶

☐ I enclose a certified translation, if applicable ❷

❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

→ **Yes** Go to **Section C3**

→ **No** Go to **Part 4** 'Officers of the company'

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?
- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ **Yes** Go to **Part 4** 'Officers of the company'

→ **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C4**

The information is not required if it is contained within the constitutional documents accompanying this registration

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ❶

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

Please give the objects of the company and the amount of issued share capital

Objects of the company ❷	
Amount of issued share capital ❸	

❶ This address will appear on the public record

❷ Please give a brief description of the company's business.

❸ Please specify the amount of shares issued and the value.

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

→ **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.
→ **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages
Please use a continuation page if you need to enter more officer details.

Secretary

D1 Secretary details ❶

Use this section to list all the secretaries of the company.
Please complete **Sections D1-D3 For a corporate secretary, complete Sections E1-E5.** Please use a continuation page if necessary.

Full forename(s)

Surname

Former name(s) ❷

❶ **Corporate details**
Please use Sections E1-E5 to enter corporate secretary details.

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes.

D2 Secretary's service address ❸

Building name/number

Street

Post town

County/Region

Postcode

Country

❸ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

Please enter the extent of your authority as secretary Please tick one box.

Extent of authority

☐ Limited ❹
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☐ Alone
☐ Jointly ❺

If applicable, name(s) of person(s) with whom you are acting jointly

❹ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❺ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

Corporate secretary

E1 Corporate secretary details ❶

Use this section to list all the corporate secretaries of the company
Please complete Sections E1-E5. Please use a continuation page if necessary

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Registered or principal address**
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?
→ **Yes** Complete Section E3 only
→ **No** Complete Section E4 only

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. Please tick one box
Extent of authority	☐ Limited ❶ ☐ Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	☐ Alone ☐ Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Director

F1 Director details ❶

Use this section to list all the directors of the company Please complete **Sections F1-F4 For a corporate director, complete Sections G1-G5.** Please use a continuation page if necessary

Full forename(s)	Hendrik Gerrit
Surname	Ruitenberg
Former name(s) ❷	
Country/State of residence ❸	Grand Duchy of Luxembourg
Nationality	Dutch
Date of birth	2 1 0 5 1 9 5 8
Business occupation (if any) ❹	Board member and conducting officer of Eastspring Investments (Luxembourg) S.A

❶ **Corporate details**
Please use Sections G1-G5 to enter corporate director details.

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F3

❹ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank

F2 Director's service address ❺

Building name/number	34-38
Street	avenue de la Liberté
Post town	Luxembourg
County/Region	
Postcode	L - 1 9 3 0
Country	Grand Duchy of Luxembourg

❺ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

F4 Director's authority

	Please enter the extent of your authority as director Please tick one box	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.
Extent of authority	☑ Limited ❶ ☐ Unlimited	❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Description of limited authority, if applicable	Please refer to the Annex	
	Are you authorised to act alone or jointly? Please tick one box	
	☐ Alone ☑ Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly	Please refer to the Annex	

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009

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Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Please use this section to list all the directors of the company Please complete **Sections F1-F4 For a corporate director, complete Sections G1-G5.**

Full forename(s)	Graham David
Surname	Mason
Former name(s) ❷	
Country/State of residence ❸	People's Republic of China (Hong-Kong)
Nationality	South African
Date of birth	d0 d3 m0 m1 y1 y9 y6 y2
Business occupation (if any) ❹	Chief Executive Officer, Eastspring Investments

❶ Corporate details
Please use Sections G1-G5 to enter corporate director details.

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ Country/State of residence
This is in respect of your usual residential address as stated in Section F3

❹ Business occupation
If you have a business occupation, please enter here If you do not, please leave blank

F2 Director's service address ❺

Building name/number	34-38
Street	avenue de la Liberté
Post town	Luxembourg
County/Region	
Postcode	L - 1 9 3 0
Country	Grand Duchy of Luxembourg

❺ Service address
This is the address that will appear on the public record This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4 Director's authority

	Please enter the extent of your authority as director Please tick one box
Extent of authority	☑ Limited ❶ ☐ Unlimited
Description of limited authority, if applicable	Please refer to the Annex
	Are you authorised to act alone or jointly? Please tick one box
	☐ Alone ☑ Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	Please refer to the Annex

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009

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Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Please use this section to list all the directors of the company Please complete **Sections F1-F4 For a corporate director, complete Sections G1-G5.**

Full forename(s)	Guy Robert
Surname	Strapp
Former name(s) ❷	
Country/State of residence ❸	People's Republic of China (Hong-Kong)
Nationality	Australian
Date of birth	d1 d1 m0 m6 y1 y9 y5 y9
Business occupation (if any) ❹	Chief Executive Officer, Eastspring Investments (Singapore) Limited

❶ **Corporate details**
Please use Sections G1-G5 to enter corporate director details.

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F3

❹ **Business occupation**
If you have a business occupation, please enter here If you do not, please leave blank.

F2 Director's service address ❺

Building name/number	34-38
Street	avenue de la Liberté
Post town	Luxembourg
County/Region	
Postcode	L - 1 9 3 0
Country	Grand Duchy of Luxembourg

❺ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

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Registration of an overseas company opening a UK establishment

F4 Director's authority

Please enter the extent of your authority as director. Please tick one box.

Extent of authority

☑ Limited ❶

☐ Unlimited

Description of limited authority, if applicable

Please refer to the Annex

Are you authorised to act alone or jointly? Please tick one box.

☐ Alone

☑ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

Please refer to the Annex

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

Corporate director

G1 Corporate director details ❶

Use this section to list all the corporate directors of the company
Please complete G1-G5 Please use a continuation page if necessary

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Registered or principal address**
This is the address that will appear on the public record This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

G2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section G3 only**
→ **No** Complete **Section G4 only**

G3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance
www companieshouse.gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

G4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

G5 Corporate director's authority

Please enter the extent of your authority as corporate director
Please tick one box.

Extent of authority
- ☐ Limited ❶
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone
- ☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**
→ **Yes** Please enter the UK establishment number below and then go to **Section H2.**

UK establishment registration number: B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**
→ **Yes** Please enter the UK establishment number below and then go to **Section H3**

UK establishment registration number: B R

Sections **H3** and **H4** must be completed in all cases.

H3 Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ❶

☑ In respect of this establishment. Please go to **Section H4**

☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4**

UK establishment registration number: B R

❶ Please tick the appropriate box

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Registration of an overseas company opening a UK establishment

H4 Particulars of UK establishment ❶

Please enter the name and address of the UK establishment.

Name of establishment	Eastspring Investments (Luxembourg) S A (UK branch)
Building name/number	84
Street	Brook Street
Post town	London
County/Region	
Postcode	W 1 K 5 E H
Country	United Kingdom

Please give the date the establishment was opened and the business of the establishment.

Date establishment opened	d2 d3 m0 m9 y2 y0 y1 y3
Business carried on at the UK establishment	Please refer to the Annex

❶ **Address**
This is the address that will appear on the public record

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	James Richard
Surname	Millane

J2 Permanent representative's service address ❶

Building name/number	84
Street	Brook Street
Post town	London
County/Region	
Postcode	W K 5 E H
Country	United Kingdom

❶ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative.
Please tick one box

Extent of authority

- ☑ Limited ❷
- ☐ Unlimited

Description of limited authority, if applicable: Please refer to the Annex

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone
- ☑ Jointly ❸

If applicable, name(s) of person(s) with whom you are acting jointly: Please refer to the Annex

❷ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❸ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009

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Permanent representative

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete **Sections J1-J4**

Full forename(s)	Russell Townend
Surname	Danby

J2 Permanent representative's service address ❶

Building name/number	84
Street	Brook Street
Post town	London
County/Region	
Postcode	W 1 K 5 E H
Country	United Kingdom

❶ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box.

Extent of authority

☑ Limited ❷
☐ Unlimited

Description of limited authority, if applicable: Please refer to the Annex

Are you authorised to act alone or jointly? Please tick one box

☐ Alone
☑ Jointly ❸

If applicable, name(s) of person(s) with whom you are acting jointly: Please refer to the Annex

❷ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❸ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Registration of an overseas company opening a UK establishment

Part 7 Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.
→ **No** Tick the box below then go to **Part 8** 'Signature'.

☐ If there is no such person, please tick this box

K1 Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	James Richard
Surname	Millane

K2 Service address of person authorised to accept service ❶

Building name/number	84
Street	Brook Street
Post town	London
County/Region	
Postcode	W 1 K 5 E H U
Country	United Kingdom

❶ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Part 8	Signature
	This must be completed by all companies.
	I am signing this form on behalf of the company
Signature	Signature X X
	This form may be signed by Director, Secretary, Permanent representative.

JAMES MILLANE
BUSINESS MANAGER
25th Sept 2013

RUSSELL DANBY
MD, WHOLESALE, UK & [illegible]
25th Sept 2013

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Registration of an overseas company opening a UK establishment

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name: James Millane

Company name: Eastspring Investments (Luxembourg) S A (UK branch)

Address: 84 Brook Street

Post town: London

County/Region:

Postcode: W 1 K 5 E H

Country: United Kingdom

DX:

Telephone:

✓ Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

! Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

£ How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company.
Make cheques or postal orders payable to 'Companies House.'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland:
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection
If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

i Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse.gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Annex

F4 Director's authority

1 Hendrik Gerrit Ruitenberg

Description of limited authority, if applicable	Power to take all or any action which is necessary or useful to realize any of the purpose of the company, with the exception of those reserved by law or the articles of incorporation of the company to the general meeting of shareholders. They notably have the power to determine the corporate policy and the course and conduct of the management and business affairs of the company.
If applicable, name(s) of person(s) with whom you are acting jointly	The company is bound by the joint signatures of any two directors, or by the individual or joint signature(s) of any person(s) to whom such authority has been delegated by any two directors. Hendrik Ruitenberg is thus entitled to act jointly with Graham David Mason and/or Guy Robert Strapp (please see additional director's details forms).

2 Graham David Mason

Description of limited authority, if applicable	Power to take all or any action which is necessary or useful to realize any of the purpose of the company, with the exception of those reserved by law or the articles of incorporation of the company to the general meeting of shareholders. They notably have the power to determine the corporate policy and the course and conduct of the management and business affairs of the company
If applicable, name(s) of person(s) with whom you are acting jointly	The company is bound by the joint signatures of any two directors, or by the individual or joint signature(s) of any person(s) to whom such authority has been delegated by any two directors Graham David Mason is thus entitled to act jointly with Hendrik Gerrit Ruitenberg and/or Guy Robert Strapp (please see additional director's details forms).

3. Guy Robert Strapp

Description of limited authority, if applicable	Power to take all or any action which is necessary or useful to realize any of the purpose of the company, with the exception of those reserved by law or the articles of incorporation of the company to the general meeting of shareholders. They notably have the power to determine the corporate policy and the course and conduct of the management and business affairs of the company.
If applicable, name(s) of person(s) with whom you are acting jointly	The company is bound by the joint signatures of any two directors, or by the individual or joint signature(s) of any person(s) to whom such authority has been delegated by any two directors. Guy Robert Strapp is thus entitled to act jointly with Hendrik Gerrit Ruitenberg and/or Graham David Mason (please see additional director's details forms).

H4 Particulars of UK establishment

Business carried on at the UK establishment	• Market and sale in the UK the shares of the fund(s) managed by Eastspring Investments (Luxembourg) S.A., including on-going servicing of institutional clients, provision of reporting, organisation of updates from fund positing in from fund managers, • Market in the UK Luxembourg and other EU funds, regardless of whether such funds are managed by Eastspring Investments (Luxembourg) S.A., as far as permitted by the legislation of the country where the funds are marketed, including on-going servicing of institutional clients, provision of reporting, organisation of updates from fund positing in from fund managers; and • be a "selling point" in the UK for discretionary mandates for investment advice, portfolio management, sales and distribution of institutional portfolios (without exercising any effective management/advisory functions and without executing these mandates)

J3 Permanent representative's authority

1. James Millane

Description of limited authority, if applicable	James Millane is entitled to act jointly with Russell Danby in relation to the activities of the UK branch for expenses up to GBP 10,000 James Millane is also entitled to, in conjunction with a member of the Board of Directors, Chief Financial Officer or Head of LBU (each a "A" level signatory) sign off expenses up to £65,000.

2 Russell Danby

Description of limited authority, if applicable	Russell Danby is entitled to act jointly with James Millane in relation to the activities of the UK branch for expenses up to GBP 10,000 Russell Danby is also entitled to, in conjunction with a "A" level signatory sign off expenses up to £65,000.

TIMBRE DE DIMENSION 4 € LUXEMBOURG

Eastspring Investments (Luxembourg) S.A.
Société Anonyme
34-38 Avenue de la Liberté, L-1930 Luxembourg
Grand-Duché de Luxembourg

CONSTITUTION d'une **société anonyme** du **20 décembre 2012**	**No 32 226**

In the year two thousand and twelve, on the twentieth of December.
Before Us Maître **Jean-Joseph Wagner**, notary, residing in SANEM, Grand Duchy of Luxembourg,

there appeared

Prudential Holdings Limited, a company incorporated and existing under the laws of Scotland, having its registered office at Craigforth, Stirling, FK9 4UE, Scotland, UK and registered in Scotland under number SC210546,
represented by Me Caroline Migeot, *Avocate à la Cour*, residing professionally in Luxembourg,
by virtue of a proxy given on 10 December 2012
The aforementioned proxy, initialed "*ne varietur*" by the proxyholder and the undersigned notary, will remain attached to the present deed to be filed at the same time with the registration authorities.
Such appearing party, acting in its above-stated capacity, has requested the notary to draw up the following articles of incorporation of a public limited liability company ("*société anonyme*") which it hereby declares to organise:

ARTICLES OF INCORPORATION

Title I. Name - Purpose - Duration - Registered Office

Article 1: There exists among the subscribers and all those who may become owners of the shares hereafter issued a company (the "**Company**") in the form of a *société anonyme* under the name of **Eastspring Investments (Luxembourg) S.A.** which will be governed by the laws of the Grand Duchy of Luxembourg and the present articles of incorporation ("**Articles of Incorporation**").
Article 2: The purpose of the Company is the collective portfolio management within the meaning of Chapter 15 of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment ("**2010 Law**"), including without limitation the creation, administration, management and marketing, of Luxembourg and/or foreign undertakings for collective

investment in transferable securities authorised pursuant to Directive 2009/65 EC (as amended)

The Company may carry out any activities connected directly or indirectly to, and/or deemed useful and/or necessary for the accomplishment of its object, remaining, however, within the limitations set forth, but to the largest extent permitted by Chapter 15 of the 2010 Law.

Article 3: The Company is established for an unlimited period of time. The Company may be dissolved by a resolution of shareholders adopted in the manner required for amendment of the Articles of Incorporation, as prescribed in Article 22 hereof

Article 4: The registered office of the Company is established in Luxembourg-City, Grand Duchy of Luxembourg.

The registered office may be transferred to any other place inside the municipality of the Company's registered office by a decision of the board of directors of the Company The registered office may be transferred to any other place in the Grand Duchy of Luxembourg (whether or not in the same municipality by means of a resolution of the sole shareholder or in case of plurality of shareholders by means of a resolution of a general meeting of its shareholders deliberating in the manner provided for amendments of the Articles of Incorporation

Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors of the Company after a resolution of the shareholder(s) is passed approving such establishment The shareholder(s) meeting at which such resolution of the shareholder(s) is passed, does not need to be held before a notary and has no quorum requirement, and such resolution of the shareholder(s) may be approved by a simple majority

In the event that extraordinary political, economic or social developments occur or are imminent that would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad by the board of directors 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 abroad, will remain a Luxembourg company.

Title II. Share Capital - Shares

Article 5: The corporate capital of the Company is set at **five million US dollars (USD 5,000,000.-)** divided into **five thousand (5,000) shares** in registered form with a nominal value of **one thousand US dollars (USD 1,000)** per share, each fully paid-up.

Shares will only be issued in registered form and will be inscribed in the register of shareholders, which is held at the registered office of the Company Such register shall set forth the name of each shareholder, his residence or elected domicile, the number and class of shares held by him, the amounts paid in on each such share, and the transfer of shares and the dates of such transfers

The transfer of a share shall be effected by a written declaration of transfer inscribed on the register of shareholders, such declaration of transfer to be dated and signed by the transferor and the transferee or by persons holding suitable powers of attorney to act therefore The Company may also accept as evidence of transfer other instruments of transfer satisfactory to the Company

Article 6: The share capital may be increased or reduced by means of a resolution of the sole shareholder or in case of plurality of shareholders by means of a resolution of a general meeting of its shareholders deliberating in the manner provided for amendments of these Articles of Incorporation, as prescribed in Article 22 hereof

Title III. General Meetings of Shareholders

Article 7: Any regularly constituted general meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

If there is only one shareholder, the sole shareholder assumes all powers conferred to the general meeting of shareholders and makes all decisions by means of resolutions in writing.

Article 8: The annual general meeting of shareholders of the Company shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or such other place in the municipality of its registered office as may be specified in the notice of the meeting, on the second Friday in the month of June in each year, at 11.30 a m Luxembourg time If such day is not a business day in Luxembourg, the annual general meeting shall be held on the next following business day

The annual general meeting may be held abroad if, in the absolute and final judgement of the board of directors of the Company, exceptional circumstances so require

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

Article 9: The quorum and delays required by law shall govern the notice for and conduct of the general meetings of shareholders of the Company, unless otherwise provided in these Articles of Incorporation

Each share is entitled to one vote, subject to the limits imposed by law

A shareholder may be represented at any general meeting of shareholders by another person (who does not need to be a shareholder and who might be a member of the board of directors of the Company) as his proxy in writing or by facsimile, e-mail transmission or any other means of communication capable of evidencing such proxy

Each shareholder may vote through voting forms in the manner set out in the convening notice in relation to a general meeting of shareholders The shareholders may only use voting forms provided by the Company and which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour, against, or abstain from voting on each proposed resolution by ticking the appropriate box. Voting forms which show neither a vote in favour, nor against the resolution, nor an abstention, shall be void The Company will only take into account voting forms received three (3) days prior to the general meeting of shareholders to which they relate and which comply with the requirements set out on the convening notice

The shareholders are entitled to participate in a general meeting of shareholders by videoconference or by telecommunications means allowing their identification, and are deemed to be present for the calculation of quorum and majority conditions These means must have technical features which ensure an effective participation in the meeting where deliberations shall be online without interruption

Unless otherwise required by law or provided by these Articles of Incorporation, resolutions at a general meeting of shareholders duly convened will be passed by simple majority of the votes cast, irrespective of the number of shares present or represented

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

Article 10: The board of directors may convene a general meeting of shareholders. It shall be obliged to convene it so that it is held within a period of one month if shareholders representing one-tenth of the capital require this in writing with an indication of the agenda.

Convening notices for every general meeting of shareholders shall contain the agenda and shall take the form of announcements published twice, with a minimum interval of eight days, and eight days before the meeting, in the Mémorial and in a Luxembourg newspaper Notices by mail shall be sent eight days before the general meeting of shareholders to registered shareholders, but no proof need be given that this formality has been complied with Where all the shares are in registered form, the convening notices may be made only by registered letters

If all of the shareholders are present or represented at a general meeting of shareholders, and if they state that they have been informed of the agenda of the meeting and have waived the relevant convening requirements and formalities either in writing or, at the relevant general meeting of shareholders, in person or by an authorised representative, the meeting may be held without prior notice or publication.

One or more of the shareholders who together hold at least ten percent (10%) of the subscribed capital may request that one or more additional items be put on the agenda of any general meeting of shareholders. Such a request shall be sent to the registered office of the Company by registered mail, at least five days prior to the meeting.

Title IV. Administration - Board of Directors

Article 11: The Company shall be managed by a board of directors composed of at least three (3) members, who need not be shareholders of the Company

A legal entity may be a member of the board of directors In such case, such legal entity must designate a permanent representative who shall perform this role in the name and on behalf of the legal entity The revocation by a director of its representative is conditional upon the simultaneous appointment of a successor.

The directors shall be elected by a resolution of the sole shareholder or in case of plurality of shareholders by means of a resolution of the general meeting of shareholders for a period not exceeding six (6) years and until their successors are elected, qualify and take up their functions A director may be re-elected

A director may be removed with or without cause and/or replaced at any time by means of a resolution of the sole shareholder or in case of plurality of shareholders by means of a resolution of the general meeting of 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 general meeting of shareholders.

Article 12: The board of directors shall choose from among its members a chairman. The board of directors may also choose a secretary, who need not be a director and who shall be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders

The board of directors shall meet upon a call by any one director, at the place indicated in the notice of the meeting.
The chairman shall preside at all meetings of shareholders and all meetings of the board of directors, but in his absence the shareholders or the board of directors may appoint another director, and in respect of shareholders' meetings any other person, as chairman *pro tempore* by vote of the majority present or represented at any such meeting
The board of directors may from time to time appoint officers of the Company considered necessary for the operation and management of the Company and delegate to them its powers In particular, the board of directors will appoint, in accordance with the requirements of the 2010 Law, at least two officers as "*dirigeants*" to effectively conduct the business of the Company Any such appointment may be revoked at any time by the board of directors Any officers of the Company need not be directors or shareholders of the Company The officers appointed, unless otherwise stipulated herein, shall have the powers and duties given to them by the board of directors
Written notice of any meeting of the board of directors, containing an agenda which sets out any points of interest for the meeting, shall be given to all directors at least twenty-four 24 hours prior to the beginning of such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of the meeting 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 of directors.
The board of directors may validly debate and take decisions at a board meeting without complying with all or any of the convening requirements and formalities if all the directors have waived the relevant convening requirements and formalities either in writing or by facsimile, e-mail transmission or any other means of communication capable of evidencing such waiver or, at the relevant board meeting, in person or by an authorised representative.
Any director may act at any meeting of the board of directors by appointing another director (but not any other person) as his representative at that board meeting, in writing or by facsimile, e-mail transmission or any other means of communication capable of evidencing such representation, to attend, deliberate, vote and perform all his functions on his behalf at that board meeting A director can act as representative for more than one other director at a meeting of the board of directors provided that (without prejudice to any quorum requirements) at least two directors are physically present at a meeting of the board of directors held in person or participate in person in a meeting of the board of directors held through the medium of video-conferencing equipment or telecommunication means
A director or his representative may validly participate in a board meeting through the medium of video-conferencing equipment or telecommunication means allowing the identification of each participating director. These means must have technical features which ensure an effective participation in the meeting allowing all the persons taking part in the meeting to hear one another on a continuous basis and allowing an effective participation of such persons in the meeting. A person participating in this way is deemed to be present in person at the meeting and shall be counted in the quorum and entitled to vote Subject to Luxembourg law, all business transacted in this way by the directors shall, for the purposes of these Articles of Incorporation, be deemed to be validly and effectively transacted at a board

meeting, notwithstanding that fewer than the number of directors (or their representatives) required to constitute a quorum are physically present in the same place. A meeting held in this way is deemed to be held at the registered office of the Company

A director may only act at duly convened meetings of the board of directors. The board of directors can deliberate or act validly only if at least half of the directors are present or represented. Decisions of the board of directors shall be adopted by a simple majority of the directors present or represented The chairman shall have a casting vote in the event that in any board meeting the number of votes for and against a resolution is equal.

Resolutions in writing signed by all members of the board of directors will be as valid and effectual as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution and may be evidenced by letters, facsimile, e-mail transmissions or any other means of communication capable of evidencing such vote.

Article 13: The minutes of any meeting of the board of directors shall be signed by the chairman or, in his absence, by the chairman *pro tempore* who presided over such meeting, or by any one director present at the meeting

Copies or extracts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman or chairman *pro tempore* of that meeting or by any one director present at the meeting

Article 14: The board of directors has the power to take all or any action which is necessary or useful to realise any of the purpose of the Company, with the exception of those reserved by law or these Articles of Incorporation to the general meeting of shareholders More specifically, the board of directors shall have power to determine the corporate policy and the course and conduct of the management and business affairs of the Company The directors may not, however, bind the Company by their individual acts, except as specifically permitted by resolution of the board of directors.

Article 15: No contract or other transaction which the Company and any other company or firm might enter into shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in such other company or firm by a relation, or is a director, associate, officer or employee of such other company or firm

Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting in, or from being a director, associate, officer or employee of, such other company or firm

Any director having an interest in a transaction submitted for approval to the board of directors conflicting with that of the Company, shall advise the board of directors thereof and cause a record of his statement to be included in the minutes of the meeting He cannot take part in the deliberations relating to that transaction. At the next following general meeting of shareholders, before any other resolution is put to vote, a special report shall be made on any transactions in which any of the directors may have had an interest conflicting with that of the Company This shall not apply in the case where the decision of the board of directors concern current operations entered into under normal conditions.

Article 16: The Company shall be bound by the joint signatures of any two directors of the Company, or by the individual or joint signature(s) of any person(s) to whom such authority has been delegated by any two directors

Article 17: If and to the extent permitted by law, 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 proceedings 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 a creditor and by which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally declared in an action, a suit or proceedings to be liable for fraud, negligence or misconduct, or to be otherwise in breach of his duty as a director; 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 any fraud, negligence or misconduct or has not otherwise breached his duty as director or officer The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Title V. Accounting - Distributions

Article 18: The audit of the annual accounting documents of the Company is entrusted to one or more approved statutory auditor(s) qualifying as "*réviseur d'entreprises agréé*" The approved statutory auditor(s) shall be elected by means of a resolution of the sole shareholder or in case of plurality of shareholders by means of a resolution of the general meeting of shareholders for a period ending at the date of the next annual general meeting of shareholders until his successor is elected

Article 19: The accounting year of the Company shall begin on the first day of January and end on the thirty-first day of December of the same year.

Article 20: From the annual net profit of the Company, five per cent (5%) shall be allocated to the reserve required by law This allocation shall cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the issued share capital of the Company as stated in Article 5 hereof or as increased or reduced from time to time in accordance with Article 6 hereof

The general meeting of shareholders, upon recommendation of the board of directors, shall decide each year how the remainder of the annual net profit shall be allocated and may declare dividends from time to time or instruct the board of directors to do so.

The board of directors may within the conditions set out by law resolve to pay out interim dividends.

Title VI. Dissolution - Liquidation

Article 21: In the event of dissolution of the Company, the liquidation shall be carried out by one or several liquidators. Liquidators may be natural persons or legal entities and are named by the sole shareholder or the general meeting of shareholders deciding upon such dissolution and which shall determine their powers and their compensation

Title VII. Amendment of the Articles of Incorporation

Article 22: These Articles of Incorporation may be amended from time to time by a resolution of the sole shareholder or in case of plurality of shareholders by means of a general meeting of shareholders, in compliance with the quorum and majority requirements provided by the laws of Luxembourg

Title VIII. Applicable Law

Article 23: All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law of 10 August 1915, as amended from time to time, on commercial companies (the "**1915 Law**") and, to the extent applicable, the 2010 Law.

Transitional Dispositions

(1) The first accounting year of the Company shall begin on the date of incorporation of the Company and shall end on 31 December 2013.

(2) The first annual general meeting shall be held in 2014

Subscription and payment

All the five thousand (5,000) shares have been entirely paid in cash by the subscriber so that the amount of **five million US dollars (USD 5,000,000.-)** is as of now available to the Company, as confirmed in writing to the undersigned notary

Subscriber	***Subscribed capital***	***Number of shares***
Prudential Holdings Limited	USD 1,000 per share, in aggregate amount USD 5,000,000	**5,000**

Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26 of the 1915 Law and expressly states that they have been fulfilled.

Expenses

The expenses, costs, remuneration or charges in any form whatsoever, which shall be borne by the Company as a result of its formation are estimated at approximately three thousand euros

General Meeting of shareholders

The above named person representing the entire subscribed capital, and considering a general meeting of the sole shareholder of the Company as validly convened, has immediately proceeded to hold such general meeting of the sole shareholder of the Company which resolved as follows:

1. The following are elected as directors for a term of six (6) years to expire at the close of the annual general meeting of shareholders which shall be held in 2018:

- **Graham David Mason**, professionally residing at Room 4729, Four Seasons Place, 8 Finance Street, Central, Hong Kong;
- **Guy Robert Strapp**, professionally residing at 10 Marina Boulevard, #32-01 Marina Bay Financial Centre Tower 2, Singapore 018983,
- **Manuel Hauser**, professionally residing at 34-38 Avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg

2. The following is elected as independent external auditor for a term expiring at the close of the next annual general meeting of shareholders: "**KPMG Luxembourg S.à r.l.**", having its registered office at 9, Allée Scheffer, L-2520 Luxembourg

3. The registered office of the Company is at 34-38 Avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg.

The undersigned notary, who understands and speaks English, herewith states that at request of the above named person, this deed is worded in English, followed by a French version; at the request of the same appearing person, in case of divergence between the English and the French text, the **English** version will prevail.

Whereof this notarial deed was drawn up in Luxembourg, on the date named at the beginning of this document

The document having been read to the person appearing, known to the notary by name, surname, status and residence, the person appearing signed together with Us the notary the present original deed.

TIMBRE DE DIMENSION 4 € LUXEMBOURG

SUIT LA TRADUCTION FRANCAISE DU TEXTE QUI PRECEDE

L'an deux mille douze, le vingtième jour du mois de décembre

Par-devant Nous Maître **Jean-Joseph Wagner**, notaire de résidence à SANEM, Grand-Duché de Luxembourg,

a comparu

Prudential Holdings Limited, une société constituée et existante sous le droit écossais, ayant son siège social à Craigforth, Stirling, FK9 4UE, Ecosse, Royaume-Uni et enregistrée en Ecosse sous le numéro SC210546,

représentée par Me Caroline Migeot, *Avocate à la Cour*, résidant professionnellement à Luxembourg,

en vertu d'une procuration donné le 10 décembre 2012

La procuration susmentionnée, paraphée "ne varietur" par le comparant et le notaire soussigné, restera annexée au présent acte pour être soumise en même temps aux autorités d'enregistrement

Le comparant, agissant dans sa capacité susmentionnée, a demandé au notaire de dresser les statuts suivants d'une société anonyme qu'il déclare constituer par la présente .

STATUTS

TITRE I. Dénomination - Objet social - Durée - Siège social

Article 1: Il existe entre les souscripteurs et tous ceux qui deviendront propriétaires d'actions dorénavant émises, une société (la "**Société**") sous la forme d'une société anonyme sous le nom de **Eastspring Investments (Luxembourg) S.A.** qui sera régie par les lois du Grand Duché de Luxembourg et par les présents statuts (les "**Statuts**")

Article 2: L'objet de la Société est la gestion collective de portefeuille au sens du Chapitre 15 de la loi luxembourgeoise du 17 Décembre 2010 relative aux organismes de placement collectif (la "**Loi de 2010**"), incluant sans limitation la création, l'administration, la gestion et la commercialisation, d'organismes de placement collectif luxembourgeois et/ou étrangers en valeurs mobilières autorisées conformément à la Directive 2009/65 EC (telle que modifiée)

La Société peut effectuer toutes activités reliées directement ou indirectement à, et/ou réputées utiles et/ou nécessaires pour l'accomplissement de son objet, en restant, cependant, dans les limites énoncées, mais dans toute la mesure permise, par le Chapitre 15 de la Loi de 2010.

Article 3: La Société est constituée pour une durée illimitée. La Société peut être dissoute par une résolution des actionnaires prise sous la forme requise pour modifier les Statuts, tel que prévu par l'Article 22 des présents Statuts.

Article 4 Le siège social de la Société est établi à Luxembourg-Ville, Grand Duché de Luxembourg

Le siège social peut être transféré à tout autre lieu à l'intérieur de la commune du siège social de la Société par une décision du conseil

d'administration de la Société Le siège social peut être transféré à tout autre lieu dans le Grand Duché de Luxembourg (même commune ou non) par une résolution de l'actionnaire unique ou, en cas d'une pluralité d'actionnaires, par une résolution de l'assemblée générale des actionnaires délibérant selon la forme prévue pour modifier les Statuts
Des succursales ou d'autres bureaux peuvent être établis soit au Luxembourg ou à l'étranger par une résolution du conseil d'administration de la Société après qu'une résolution des actionnaire(s) adopte un tel établissement L'assemblée des actionnaire(s) durant laquelle une telle résolution des actionnaires est adoptée n'a pas à être tenue en présence d'un notaire et n'est soumise à aucune condition de quorum, et une telle résolution des actionnaires peut être adoptée par une majorité simple.
Dans le cas où des évènements extraordinaires d'ordre politique, économique ou social de nature à interférer avec les activités normales de la Société à son siège social, ou avec la facilité de communication entre ce siège et les personnes à l'étranger, se produiraient ou seraient imminents, le siège social pourra être transféré provisoirement à l'étranger par le conseil d'administration jusqu'à cessation complète de ces circonstances anormales, sans que ces mesures ne puissent avoir d'effet sur la nationalité de la Société, laquelle, nonobstant ce transfert provisoire du siège social à l'étranger, conservera la nationalité Luxembourgeoise.

Titre II. Capital Social - Actions

Article 5: Le capital social de la Société est fixé à **cinq millions de dollars US (USD 5.000.000.-)** divisé en **cinq mille (5.000) actions nominatives** d'une valeur nominale de **mille dollars US (USD 1.000.-)** par action, chacune entièrement libérée.
Les actions sont exclusivement émises sous forme nominative et sont inscrites au registre des actionnaires, lequel est tenu au siège social de la Société Ce registre des actionnaires mentionne le nom de chaque actionnaire, sa résidence ou son domicile élu, le nombre et la classe d'actions dont il est titulaire, les montants payés pour chaque action, et les transferts d'actions et les dates de ces transferts
Le transfert d'action est effectué par déclaration écrite du transfert portée au registre des actionnaires, la déclaration étant datée et signée par le cédant et le cessionnaire ou par leur mandataire valablement constitué à cet effet. La Société peut également accepter comme preuve du transfert d'autres instruments de transfert satisfaisants pour la Société.
Article 6· Le capital social peut être augmenté ou réduit par résolution de l'actionnaire unique ou, en cas de pluralité d'actionnaires, par résolution de l'assemblée générale des actionnaires délibérant selon la manière prévue pour modifier les présents Statuts, tel que prévu à l'Article 22 des présentes

Titre III. Assemblée Générale des Actionnaires

Article 7: Toute assemblée générale des actionnaires de la Société régulièrement constituée représente l'ensemble des actionnaires de la Société. Elle a les pouvoirs les plus étendus pour ordonner, exécuter ou ratifier des actes en rapport avec les opérations de la Société
S'il y a seulement un actionnaire, l'actionnaire unique assume tous les pouvoirs conférés à l'assemblée générale des actionnaires et prend toutes les décisions par voie de résolutions écrites.
Article 8: L'assemblée générale annuelle des actionnaires de la Société se tient, conformément à la loi luxembourgeoise, au siège social de la Société au Luxembourg, ou en un autre lieu de la commune de son siège social tel qu'indiqué dans la convocation d'assemblée, le second vendredi du mois

de juin de chaque année, à 11 heures 30, heure luxembourgeoise Si ce jour n'est pas un jour ouvrable au Luxembourg, l'assemblée générale annuelle se tiendra le premier jour ouvrable suivant. L'assemblée générale annuelle peut être tenue à l'étranger si, conformément au jugement définitif et absolu du conseil d'administration de la Société, des circonstances exceptionnelles le requièrent.
D'autres assemblées générales des actionnaires peuvent se tenir aux lieux et dates spécifiés dans les convocations respectives des assemblées.
Article 9· Le quorum et les délais prescrits par la loi régiront la convocation et la conduite de l'assemblée générale des actionnaires de la Société, sauf mention contraire indiquée dans les présents Statuts
Chaque action donne droit à un vote, dans les limites imposées par la loi
Un actionnaire peut être représenté à toute assemblée générale des actionnaires par une autre personne (qui n'a pas besoin d'être un actionnaire et qui peut être un membre du conseil d'administration de la Société) en tant que son mandataire désigné par écrit ou fac-similé, courriel ou par tout autre moyen de communication pouvant prouver une telle représentation
Chaque actionnaire peut voter par des formulaires de vote dans la manière indiquée dans la convocation à l'assemblée générale des actionnaires. Les actionnaires ne peuvent utiliser que les formulaires de vote fournis par la Société et contenant au moins le lieu, l'heure et la date de l'assemblée, l'ordre du jour de l'assemblée, la proposition soumise à la décision de l'assemblée, ainsi que pour chaque proposition trois cases permettant à l'actionnaire de voter en faveur, en défaveur ou de s'abstenir sur chaque résolution proposée en cochant la case appropriée. Les formulaires de vote qui ne contiennent ni une voix en faveur, ni une voix en défaveur de la résolution, ni une abstention, seront nuls La Société ne prend en considération que les formulaires de vote reçus trois (3) jours avant l'assemblée générale des actionnaires à laquelle ils se rapportent et qui se conforment aux conditions exposées dans la convocation
Les actionnaires sont autorisés à participer à une assemblée générale des actionnaires par vidéoconférence ou par des moyens de télécommunications permettant leur identification, et sont considérés comme présents pour le calcul des conditions de quorum et de majorité Ces moyens doivent avoir des caractéristiques techniques qui garantissent une participation effective à l'assemblée où les délibérations doivent être en ligne sans interruption
Sauf disposition contraire dans la loi ou dans les présents Statuts, les décisions prises lors d'une assemblée générale des actionnaires régulièrement convoquée seront prises à la majorité simple des votes présents, quel que soit le nombre d'actions présentes ou représentées.
Le conseil d'administration peut déterminer toutes autres conditions à remplir par les actionnaires pour pouvoir prendre part aux assemblées générales des actionnaires.
Article 10· Le conseil d'administration peut convoquer une assemblée générale des actionnaires Elle doit être convoquée de manière à être tenue dans un délai d'un mois si des actionnaires représentant un dixième du capital le demandent par écrit avec une indication de l'ordre du jour.
Les convocations pour chaque assemblée générale des actionnaires contiennent l'ordre du jour et prennent la forme d'annonces publiées deux fois, avec un intervalle minimum de huit jours, et huit jours avant l'assemblée, dans le Mémorial et dans un journal luxembourgeois. Les convocations par courrier sont envoyées huit jours avant l'assemblée

générale des actionnaires aux actionnaires nominatifs, mais aucune preuve de respect de cette formalité n'a à être donné. Si toutes les actions sont nominatives, les convocations d'assemblée peuvent être effectuées par lettres recommandées.
Si tous les actionnaires sont présents ou représentés lors d'une assemblée générale des actionnaires, et s'ils déclarent avoir été informé de l'ordre du jour de l'assemblée et ont renoncé aux conditions formalités et de convocation applicables soit par écrit ou, lors de l'assemblée générale des actionnaires en question, en personne ou par mandataire, l'assemblée peut être tenue sans convocation ou publication préalables
Un ou plusieurs actionnaires, détenant conjointement au moins dix pour cent (10%) du capital social peuvent demander l'ajout d'un ou plusieurs points à l'ordre du jour de toute assemblée générale des actionnaires Une telle demande doit être adressée au siège social de la Société par lettre recommandée, au moins cinq jours avant l'assemblée.

Titre IV. Administration – Conseil d'Administration

Article 11: La Société est administrée par un conseil d'administration composé d'au moins trois (3) membres, qui n'ont pas à être actionnaires de la Société
Une personne morale peut être membre du conseil d'administration Dans ce cas, une telle personne morale doit désigner un représentant permanent qui assurera ce rôle au nom et pour le compte de la personne morale. La révocation par un administrateur de son représentant est soumise à la condition de nomination simultanée d'un successeur.
Les administrateurs sont nommés par une résolution de l'actionnaire unique ou, en cas de pluralité d'actionnaires, par une résolution de l'assemblée générale des actionnaires pour une période n'excédant pas six (6) ans et jusqu'à ce que leurs successeurs soient nommés, remplissent les conditions requises et prennent leurs fonctions. Un administrateur peut être réélu.
Un administrateur peut être révoqué avec ou sans motif et/ou remplacé à tout moment par résolution de l'actionnaire unique ou, en cas de pluralité d'actionnaires, par résolution de l'assemblée générale des actionnaires
En cas de vacance d'un poste d'administrateur pour cause de mort, retraite ou pour toute autre cause, les administrateurs restants peuvent se réunir et élire, par un vote à la majorité, un administrateur qui occupera le poste vacant jusqu'à la prochaine assemblée générale des actionnaires
Article 12: Le conseil d'administration élit un président parmi ses membres. Le conseil d'administration peut également élire un secrétaire, qui ne doit pas nécessairement être un administrateur et qui sera responsable de la conservation des procès-verbaux des réunions du conseil d'administration et des actionnaires
Le conseil d'administration se réunit sur convocation de tout administrateur, au lieu indiqué dans l'avis de convocation à la réunion.
Le président présidera toutes les assemblées générales des actionnaires et toutes les réunions du conseil d'administration, mais en son absence, les actionnaires ou le conseil d'administration pourront désigner un autre administrateur, et dans le cas d'assemblées générales des actionnaires toute autre personne, en tant que président *pro tempore* par vote à la majorité présente ou représentée à une telle assemblée.
Le conseil d'administration peut périodiquement nommer des agents de la Société considérés comme nécessaires pour le fonctionnement et la gestion de la Société et leur déléguer ses pouvoirs. En particulier, le conseil d'administration nommera, conformément à la Loi de 2010, au

moins deux agents en tant que "*dirigeants*" pour diriger efficacement les activités de la Société. Une telle nomination peut être révoquée à tout moment par le conseil d'administration. Les agents de la Société n'ont pas à être des administrateurs ou des actionnaires de la Société Les agents nommés, sauf stipulation contraire dans les présentes, auront les pouvoirs et fonctions qui leur seront donnés par le conseil d'administration

Un avis de convocation par écrit de toute réunion du conseil d'administration, contenant un ordre du jour qui détermine tous les points d'intérêt pour la réunion, est donné à tous les administrateurs au moins vingt-quatre (24) heures avant le début d'une telle réunion, sauf en cas d'urgence, dans quel cas la nature de telles circonstances doit être déterminée dans l'avis de convocation de la réunion Un avis séparé n'est pas requis pour les réunions individuelles tenues aux heures et lieux prévus dans un calendrier précédemment adopté par une résolution du conseil d'administration.

Le conseil d'administration peut valablement débattre et prendre des décisions lors d'une réunion du conseil sans se conformer avec toutes ou certaines des conditions et formalités de convocation si tous les administrateurs ont renoncé à ces conditions et formalités de convocation applicables soit par écrit ou facsimilé, courriel ou tout autre moyen de communication capable de prouver une telle renonciation, ou y renoncent lors de la réunion du conseil concernée, en personne ou par mandataire

Tout administrateur peut participer à toute réunion du conseil d'administration en nommant un autre administrateur (mais personne d'autre) en tant que son représentant à cette réunion du conseil, par écrit ou par facsimilé, courriel ou par tout autre moyen de communication capable de prouver une telle représentation, pour être présent, délibérer, voter et accomplir toutes ses fonctions en son nom à cette réunion du conseil Un administrateur peut agir en tant que représentant pour plus d'un autre administrateur lors d'une réunion du conseil d'administration à condition (sous réserve des conditions de quorum) qu'au moins deux administrateurs soient physiquement présents lors d'une réunion du conseil d'administration tenue en personne ou participent en personne à une réunion du conseil d'administration tenue par voie de vidéoconférence ou par des moyens de télécommunication.

Un administrateur ou son représentant peut participer valablement à une réunion du conseil par voie de vidéoconférence ou par des moyens de télécommunication permettant l'identification de chaque administrateur participant Ces moyens doivent avoir des caractéristiques techniques qui garantissent une participation effective à la réunion en permettant à toutes les personnes prenant part à la réunion d'entendre les autres de manière continue et en permettant une participation effective de ces personnes à la réunion. Une personne participant de cette manière est réputée être présente en personne à la réunion et doit être comptée dans le quorum et habilitée à voter. Sous réserve de la loi luxembourgeoise, toutes les activités traitées de cette manière par les administrateurs sont, pour les besoins de ces Statuts, réputées valablement et effectivement traitées à une réunion du conseil, nonobstant le fait qu'un nombre inférieur d'administrateurs (ou leurs représentants) requis pour constituer un quorum sont physiquement présents au même lieu. Une réunion tenue de cette manière est réputée tenue au siège social de la Société

Un administrateur peut uniquement agir lors de réunions du conseil d'administration valablement convoquées. Le conseil d'administration peut délibérer ou agir valablement seulement si au moins la moitié des

administrateurs sont présents ou représentés Les décisions du conseil d'administration sont adoptées par la majorité simple des administrateurs présents ou représentés. Le président a un vote prépondérant dans l'éventualité où le nombre de vote en faveur et en défaveur d'une résolution est égal lors d'une réunion du conseil.
Les résolutions par écrit signées par tous les membres du conseil d'administration sont aussi valides et effectives que si adoptées lors d'une réunion valablement convoquée et tenue De telles signatures peuvent apparaître sur un document unique ou des copies multiples d'une résolution identique et peuvent être prouvées par lettres, facsimilés, courriel ou tout autre moyen de communication capable de prouver un tel vote.
Article 13: Les minutes de toute réunion du conseil d'administration sont signées par le président ou, en son absence, par le président *pro tempore* qui a présidé une telle réunion, ou par tout administrateur présent lors de la réunion
Les copies ou les extraits de telles minutes, qui peuvent être produites lors de procédures judiciaires ou par ailleurs, sont signées par le président ou le président *pro tempore* de cette réunion ou par tout administrateur présent lors de la réunion
Article 14 Le conseil d'administration a le pouvoir de prendre toute(s) action(s) nécessaire(s) ou utile(s) pour réaliser l'objet social de la Société, à l'exception de celles réservées par la loi ou ces Statuts à l'assemblée générale des actionnaires. Plus spécifiquement, le conseil d'administration a le pouvoir de déterminer la politique interne de la Société et la conduite de la gestion et des activités de la Société. Les administrateurs ne peuvent cependant pas engager la responsabilité de la Société par leurs actes individuels, sauf si spécifiquement autorisés par une résolution du conseil d'administration
Article 15· Aucun contrat ni autre transaction que la Société pourrait conclure avec toute autre société ou entreprise ne pourra être affecté ou invalidé par le fait qu'un ou plusieurs des administrateurs ou des agents de la Société détiendrait des intérêts dans une telle autre société ou entreprise, serait un administrateur, collaborateur, agent ou employé d'une telle autre société ou entreprise
Tout administrateur ou agent de la Société qui agit en tant qu'administrateur, agent, ou employé de toute société ou entreprise avec laquelle la Société contracterait ou s'engagerait en affaires ne doit pas, pour des raisons d'affiliation avec cette autre société ou entreprise, être empêché de voter et d'y agir, ou d'être un administrateur, collaborateur, agent ou employé de cette autre société ou entreprise
Tout administrateur ayant un intérêt dans une transaction soumise pour approbation au conseil d'administration et en conflit avec les intérêts de la Société, doit en aviser le conseil d'administration et faire en sorte qu'un compte-rendu de ses déclarations soit inclus dans les minutes de la réunion. Il ne peut pas prendre part aux délibérations en rapport avec cette transaction. A la prochaine assemblée générale des actionnaires, avant le vote de toute autre résolution, un rapport spécial sera fait sur toute transaction dans laquelle un des administrateurs aurait pu avoir un intérêt en conflit avec celui de la Société. Ceci ne s'applique pas dans le cas où la décision du conseil d'administration concernerait des opérations en cours et conclues dans des conditions normales
Article 16: La Société est engagée par les signatures conjointes de deux des administrateurs de la Société, ou par la seule signature ou les

signatures conjointes de toute(s) personne(s) à qui un tel pouvoir est délégué par deux des administrateurs.

Article 17 Dans les conditions prévues par la loi, la Société peut indemniser tout administrateur ou agent et ses héritiers, exécuteurs testamentaires et curateurs, pour les dépenses raisonnablement encourues par celui-ci du fait de toute action, procès ou procédures auxquels il a pu être partie en raison du fait qu'il est ou a été administrateur ou agent de la Société ou, pour avoir été à la demande de celle-ci, administrateur ou agent de toute autre société dont la Société est actionnaire ou créancier et à l'égard de laquelle il n'a aucun droit à être indemnisé, excepté en cas d'affaires pour lesquelles il sera jugé au cours d'une action, d'un procès ou de procédures, comme coupable de fraude, négligence ou mauvaise conduite, ou en manquement à ses obligations en tant qu'administrateur, en cas de transaction, l'indemnisation n'est prévue qu'en ce qui concerne les affaires couvertes par la transaction et pour lesquelles la Société est informée par son conseil juridique que la personne à indemniser n'a pas commis de fraude, négligence ou mauvaise conduite et n'a pas manqué à ses obligations en tant qu'administrateur ou agent Le droit à indemnisation mentionné n'exclut pas les autres droits auxquels il pourrait avoir droit

Titre V. Comptabilité - Distribution

Article 18· L'audit des livres de comptes annuels de la Société est confié à un ou plusieurs réviseur(s) d'entreprises agréé(s) qualifiés comme "*réviseur d'entreprises agréé*". Le(s) réviseur(s) d'entreprises agréé(s) est/sont élu(s) par résolution de l'actionnaire unique ou, en cas de pluralité d'actionnaires, par résolution de l'assemblée générale des actionnaires, pour une période expirant à la date de la prochaine assemblée générale annuelle des actionnaires, où son successeur sera nommé.

Article 19 L'année sociale de la Société commence au premier janvier et se termine le trente-et-un décembre de la même année

Article 20· Sur le bénéfice net annuel de la Société, cinq pour cent (5%) sont affectés à la réserve légale. Ce prélèvement cesse d'être requis dès que, et aussi longtemps qu'une telle réserve s'élève à dix pour cent (10%) du capital de la Société conformément à l'Article 5 des présents statuts ou à un pourcentage accru ou réduit conformément à l'Article 6 des présents statuts.

L'assemblée générale des actionnaires, sur recommandation du conseil d'administration, décide chaque année de la façon dont le solde du bénéfice annuel net est alloué et peut déclarer périodiquement des dividendes ou commander au conseil d'administration de le faire

Le conseil d'administration peut, dans le respect des conditions légales, décider de payer des dividendes intérimaires

Titre VI. Dissolution - Liquidation

Article 21· En cas de dissolution de la Société, la liquidation sera opérée par un ou plusieurs liquidateurs Les liquidateurs peuvent être des personnes physiques ou des personnes morales et sont nommés par l'actionnaire unique ou l'assemblée générale des actionnaires qui décide de cette dissolution et qui détermine leurs pouvoirs ainsi que leur rémunération

Titre VII. Modification des Statuts

Article 22: Les présents Statuts peuvent être modifiés par une résolution de l'actionnaire unique ou, en cas de pluralité d'actionnaires, par l'assemblée générale des actionnaires, en respectant les conditions de quorum et majorité prévues par les lois du Luxembourg

Titre VIII. Droit applicable

Article 23 Tous les points non régis par les présents Statuts sont régis conformément à la loi luxembourgeoise du 10 Août 1915, telle que modifiée par la suite, sur les sociétés commerciales (la "**Loi de 1915**") et, si elle est applicable, la Loi de 2010.

Dispositions transitoires

(1) La première année sociale de la Société commence au jour de la constitution de la Société et se termine le 31 Décembre 2013.

(2) La première assemblée générale annuelle se tiendra en 2014

Souscription et paiement

Les cinq mille (5 000) actions ont toutes été entièrement libérées par paiement en numéraire par le souscripteur de sorte que le montant de cinq millions de dollars américains (USD 5 000.000.-) est actuellement disponible pour la Société, comme confirmé par écrit par le notaire soussigné

Souscripteur	*Capital souscrit*	*Nombre d'actions*
Prudential Holdings Limited	USD 1 000 par action, USD 5 000 000 en montant agrégé	**5.000**

Déclaration

Le notaire soussigné déclare par la présente avoir vérifié l'existence des conditions énumérées à l'article 26 de la Loi de 1915 et constate expressément qu'elles ont été remplies.

Dépenses

Les dépenses, coûts, rémunérations ou charges sous quelque forme que ce soit, qui incombent à la Société en raison de sa formation sont estimées à environ trois mille euros

Assemblée générale des actionnaires

Le comparant représentant la totalité du capital souscrit, et considérant l'assemblée générale de l'actionnaire unique de la Société comme valablement convoquée, a immédiatement procédé à la tenue d'une telle assemblée générale de l'actionnaire unique de la Société qui a pris les décisions suivantes

1. Sont nommés aux fonctions d'administrateur pour une durée de six (6) ans expirant à la fin de l'assemblée générale des actionnaires qui doit être tenue en 2018

- **Graham David Mason**, résidant professionnellement au Room 4729, Four Seasons Place, 8 Finance Street, Central, Hong Kong ,
- **Guy Robert Strapp**, résidant professionnellement au 10 Marina Boulevard, #32-01 Marina Bay Financial Centre Tower 2, Singapore 018983 ;
- **Manuel Hauser**, résidant professionnellement au 34-38 Avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg.

2. Est nommé à la fonction de réviseur d'entreprise agréé pour une période se finissant à la fin de la prochaine assemblée générale annuelle des actionnaires· **KPMG Luxembourg S.à r.l** , dont le siège social est au 9, Allée Scheffer, L-2520 Luxembourg.

3. Le siège social de la Société est à 34-38 Avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg.

Le notaire soussigné, qui comprend et parle l'anglais, déclare par la présente qu'à la demande du comparant, le présent acte est rédigé en anglais, suivi d'une version française; à la demande du même comparant, en cas de divergence entre les textes en anglais et en français, la version **anglaise** fera foi.

Fait et passé à Luxembourg, date qu'en tête des présentes

Et après lecture faite au comparant, connu du notaire par nom, prénom, statut et résidence, le comparant a signé avec Nous notaire le présent acte original.

Signé C. MIGEOT, J J WAGNER.

Enregistré à Esch-sur-Alzette A.C, le 21 décembre 2012 Relation: EAC/2012/17237. Reçu soixante-quinze Euros (75 - EUR) Le Receveur, signé : SANTIONI.

POUR EXPEDITION CONFORME,
délivrée à la société, sur sa demande.
Belvaux, le 27 DEC. 2012

Jean-Joseph WAGNER, notaire - SANEM -

We hereby certify this to be a true copy of the original

JAMES MILLANE

25th Sept 2013

RUSSELL DANBY

25th Sept 2013

FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC031548

UK Establishment No. BR016616

The Registrar of Companies hereby certifies that

EASTSPRING INVESTMENTS (LUXEMBOURG) S.A.(UK BRANCH)

has this day been registered under the Companies Act 2006 as having established a UK Establishment in the United Kingdom.

Given at Companies House on **1st October 2013**.

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES