

“Robeco Global Total Return Bond Fund”

Investment Company with Variable Capital

L-1528 Luxembourg

11-13, boulevard de la Foire

R.C.S. Luxembourg Section B number 177.719

The Corporation was incorporated on 26 April 1974 under the laws of the Netherlands Antilles.

The registered office of the Corporation has been transferred from Curacao to the Grand Duchy of Luxembourg pursuant to a deed of Me Henri HELLINCKX, notary residing in Luxembourg, on 4 June 2013, published in the *Mémorial C, Recueil des Sociétés et Associations*, number 1384 dated 12 June 2013.

The articles of association of the Corporation have been amended with effect from 1 November 2015, pursuant to a deed of Me Henri HELLINCKX, notary residing in Luxembourg, of 16 October 2015, to be published in *the Mémorial C, Recueil des Sociétés et Associations* on 13 November 2015.

UPDATED & CONSOLIDATED
ARTICLES OF ASSOCIATION
on 1 November 2015

Name, Duration, Objectives and Registered office

Art. 1. There exists among the subscribers and all those who may become holders of shares, a corporation in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of **Robeco Global Total Return Bond Fund**.

Art. 2. The Corporation is established for an indefinite period. The Corporation may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Incorporation.

Art. 3. The exclusive object of the Corporation is to place the funds available to it in transferable securities, liquid financial assets and other assets permitted to an undertaking for collective investment under Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Corporation may take any measures and carry out any operation which it may deem useful in the development and accomplishment of its purpose to the full extent permitted by the 2010 Law.

Art. 4. The registered office of the Corporation is established in Luxembourg City, in the Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

If and to the extent permitted by applicable laws and regulations, the Board of Directors may decide to transfer the registered office of the Corporation to any other place in the Grand-Duchy of Luxembourg.

In the event that the Board of Directors determines that extraordinary political, military, economic or social developments have occurred or are imminent (that would interfere with the normal activities of the Corporation at its registered office, or with the ease of communication between such office and persons abroad), the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Corporation which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg corporation.

Capital and Shares

Art. 5. The capital of the Corporation shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Corporation as defined in Article twenty-three hereof.

The minimum capital of the Corporation shall be the equivalent in EURO of the amount prescribed by the Luxembourg law.

The Board of Directors is authorized without limitation to issue further shares to be fully paid at any time at a price based on the net asset value per share determined in accordance with Article twenty-four hereof without reserving to the existing shareholders a preferential right to subscription of the shares to be issued.

The Board of Directors may delegate to any duly authorized director or officer of the Corporation or to any other duly authorized person, the duty of accepting subscriptions and of delivering and receiving payment for such new shares.

Shares may be of different classes and such classes (the "Class" or "Classes") may have specific rights or be subject to specific liabilities and be issued under such conditions as the board of directors may decide. Issues of shares shall be made at the net asset value per share of the class concerned determined in accordance with Article twenty-three plus any commissions, if any, as the Board of Directors shall deem advisable.

The Board of Directors may decide to liquidate a Class or to consolidate or to split the shares of this Class.

The Board of Directors may decide to consolidate a Class or Classes to those of another existing Class within the Corporation or to another Luxembourg undertaking for collective investment and to redesignate the shares of the Class or Classes concerned as shares of another Class (following a split or consolidation, if necessary and the payment of the amount corresponding to any fractional entitlement to shareholders or the allocation, if so resolved, of rights to fractional entitlements pursuant to the last paragraph of article six of the articles of incorporation).

Where the Board of Directors determines that the decision must be submitted to the approval of the shareholders, no quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of a class where, as a result, the Corporation ceases to exist, the merger shall be decided by a meeting of Shareholders for which no quorum will be required and that may decide with a simple majority of votes cast.

The decision will be published by the Corporation and such publication will contain information in relation to the new Class or the relevant undertaking for collective investment.

Such publication will be made at least one month before the date on which such consolidation or amalgamation shall become effective in order to enable holders of such shares to request redemption thereof, free of charge, before the implementation of any such transaction.

Art. 6. The Corporation will issue new shares in registered form only and will no longer issue bearer shares. If and to the extent permitted, and under the conditions provided for, by law, the Board of Directors may at its discretion decide to issue, in addition to shares in registered form, shares in dematerialised form and to convert outstanding bearer shares in issue into dematerialised shares, if requested by their holder(s). Under the same conditions, holders of registered shares may also request the conversion of their shares into dematerialised shares. The costs resulting from the conversion of registered shares or bearer shares at the request of their holders will be borne by the latter unless the Board of Directors decides at its discretion that all or part of these costs must be borne by the Corporation.

If and to the extent permitted and under the conditions provided by law, after the time period specified by law, or any longer period determined by the Board of Directors and published, the Board of Directors may also decide that (i) all outstanding bearer shares will be compulsorily converted into dematerialised shares and (ii) these dematerialised shares will be registered in the name of the Corporation until their holder obtains the inscription of such shares in his name and in the manner provided for by law. Bearer shares so converted will be cancelled concomitantly. Notwithstanding any provision to the contrary contained in these Articles and after the time period above mentioned, voting rights and entitlement to distributions, if any, attached to such shares will be then suspended, until their holder obtains the inscription of such shares in his name. Until that date, voting rights attached to these shares will further not be taken into account for quorum and majority requirement purposes in general meetings of shareholders.

After the time period specified by law, or any longer period determined by the Board of Directors and published if and to the extent required and under the conditions provided by law, the Board of Directors may decide at its discretion that dematerialised shares registered in the name of the Corporation in accordance with the preceding paragraph will be compulsorily redeemed or sold, in accordance with law.

Ownership of registered shares is evidenced by the entry in the register of shareholders of the Corporation (the "Register of Shareholder") and shareholders shall receive a confirmation of their shareholding. The Board of Directors may however decide to issue share certificates, as disclosed in the sale document of the Corporation. Share certificates, if issued, shall be signed by two directors. Both such signatures may be manual, printed, by facsimile or electronic. However, one of such signatures may be by a person delegated to this effect by the Board of Directors. In such latter case, the signature shall be manual. The Corporation may issue temporary share certificates in such form as the Board of Directors may from time to time determine.

Shares may be issued only upon acceptance of the subscription and payment of the purchase price as set forth in Article twenty-four hereof. The purchaser will, without undue delay, upon acceptance of the subscription and receipt of the purchase price, obtain delivery of a confirmation of his shareholding or a definitive share certificate (if applicable).

All issued shares of the Corporation other than outstanding bearer shares and dematerialised shares (if issued) shall be inscribed in the Register of Shareholders, which shall be kept by the Corporation or by one or more persons designated by the Corporation for such purpose and such Register of Shareholders shall contain the name of each holder of registered shares, his residence or elected domicile so far as notified to the Corporation, the number of shares held by him and the amount paid in on each such share.

Transfer of bearer shares shall be effected by delivery of the relevant bearer share certificates. Transfer of registered shares shall be effected by inscription in the Register of Shareholders of the transfer to be made by the Corporation upon delivery of a duly signed share transfer form or any other instruments of transfer satisfactory to the Corporation, together with, if issued, the relevant share certificate to be cancelled. The instruction must be dated and signed by the transferor(s), and if requested by the Corporation or its designated agent also signed by the transferee(s), or by persons holding suitable powers of attorney to act in that capacity. The transfer of dematerialised shares (if issued) shall be made in accordance with applicable laws.

Holders of bearer shares may at any time request conversion of their shares into registered shares. Holders of registered shares may not request conversion of their shares into bearer shares. The Board of Directors may decide at its sole discretion that the costs of these conversions of shares will be borne by the relevant shareholder.

In case of outstanding bearer shares the Corporation may consider the bearer, and in the case of registered shares the Corporation shall consider the person in whose name the shares are registered in the Register of Shareholders, as full owner of the shares.

Every registered shareholder must provide the Corporation with an address to which all notices and announcements from the Corporation may be sent. Such address will be entered in the Register of Shareholders. In the case of joint holders of shares, only one address will be inserted in the Register of Shareholders and notices and announcements will be sent to that address only.

In the event that a shareholder does not provide an address or notices and announcements are returned as undeliverable to the address in the Register of Shareholders, the Corporation may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will be deemed to be at the registered office of the Corporation, or such other address as may be so entered by the Corporation from time to time, until another address is provided to the Corporation by such shareholder. The shareholder may, at any time, change his address as entered in the Register of Shareholders by means of a written notification to the Corporation at its registered office, or at such other address as may be set by the Corporation from time to time. The shareholder shall be responsible for ensuring that his details, including his address, for the Register of Shareholders are kept up to date and shall bear any and all responsibility should any details be incorrect or invalid.

Holders of dematerialised shares must provide, or must ensure that registrar agents shall provide, the Corporation with information for identification purposes of the holders of such shares in accordance with applicable laws. If on a specific request of the Corporation, the holder of dematerialised shares does not furnish the requested information, or furnishes incomplete or erroneous information within a time period provided for by law or determined by the Board of Directors at its discretion, the Board of Directors may decide to suspend voting rights attached to all or part of the dematerialised shares held by the relevant person until satisfactory information is received.

If payment made, or sale or switch requested, by any subscriber results in the issue of a share fraction, such fraction shall be entered into the Register of Shareholders, unless the shares are held through a clearing system allowing only entire shares to be handled. A share fraction shall not give entitlement to vote but shall, to the extent the Corporation shall determine, be entitled to a corresponding fraction of the dividend. In case of bearer shares, only certificates evidencing full shares are in issue. Fractions of dematerialised shares, if any, may also be issued at the discretion of the Board of Directors.

In the case of joint shareholders, the Corporation reserves the right to pay any sale proceeds, distributions or other payments to the first registered holder only, whom the Corporation may consider to be the representative of all joint holders, or to all joint shareholders together, in accordance with Luxembourg law.

Subject to applicable local laws and regulations and as specified in the sales documentation of the Corporation, the address of the shareholders as well as all other personal data of shareholders collected by the Corporation and/or any of its agents may be collected, recorded, stored, adapted, transferred or otherwise processed and used ("processed") by the Corporation, its agents and other companies of the Robeco Group, any subsidiary or affiliate thereof, which may be established outside Luxembourg and/or the European Union, and the financial intermediary of shareholders. Such data may be processed for the purposes of account administration, anti-money laundering and counter-terrorist financing identification, tax identification (including, but not limited to, for the purpose of compliance with the Foreign Account Tax Compliance Act, as might be amended, completed or supplemented ("FATCA") as well as, to the extent permissible and under the conditions set forth in Luxembourg laws and regulations and any other local applicable regulations, the development of business relationships including sales and marketing of Robeco Group investment products and for such other purposes determined by the Board of Directors and disclosed in the sales documentation of the Corporation. Personal data shall be disclosed to third parties where necessary for legitimate business interests only. This may include disclosure to third parties such as governmental or regulatory bodies including tax authorities, auditors, accountants, investment managers, investment advisers, paying agents and subscription and redemption agents, distributors as well

as permanent representatives in places of registration and any other agents of the entities who may process the personal data for carrying out their services and complying with legal obligations as further described in the prospectus (as the case may be).

Art. 7. If any shareholder can prove to the satisfaction of the Corporation that his share certificate has been mislaid or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, as the Corporation may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

Mutilated share certificates may be exchanged for new ones by order of the Corporation. The mutilated certificates shall be delivered to the Corporation and shall be annulled immediately.

The Corporation may, at its election, charge the shareholder for the costs of a duplicate or of a new share certificate and all reasonable expenses undergone by the Corporation in connection with the issuance and registration thereof, or in connection with the annulment of the old share certificate.

Art. 8. The Corporation may restrict or prevent the ownership of shares in the Corporation by any person, firm or corporate body if the holding of shares by such person results in a breach of law or regulations whether Luxembourg or foreign or if such holding may be detrimental to the Corporation or the majority of its shareholders.

More specifically, the Corporation may restrict or prevent the ownership of shares in the Corporation by any person, firm or corporate body, and, without limitation, by any "US person", as defined hereafter or if as a result thereof it may expose the Corporation or its shareholders to adverse regulatory, tax or fiscal (including any tax liabilities that might derive, *inter alia*, from any breach of the requirements imposed by local tax legislations, such as but not limited to, the Foreign Account Compliance Act ("FATCA") and related US regulations) consequences, and in particular if the Corporation may become subject to tax laws other than those of the Grand Duchy of Luxembourg (or to any other disadvantages that it or they would not have otherwise incurred or been exposed to).

For such purpose, the Corporation may:

(a) decline to issue any share and/or to register any transfer of shares where it appears to it that such registration would or might result in such share being directly or beneficially owned by a person, who is precluded from holding shares in the Corporation;

(b) at any time require any person whose name is entered in the Register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a person who is precluded from holding shares in the Corporation; and

(c) where it appears to the Corporation that any person, who is precluded pursuant to this Article from holding shares in the Corporation, either alone or in conjunction with any other person is a beneficial or registered owner of shares, compulsorily redeem all shares held by such shareholder in the following manner:

(1) the Corporation shall serve a notice (hereinafter called the "redemption notice") upon the shareholder bearing such shares or appearing in the Register of Shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be

paid for such shares, and the place at which the redemption price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Corporation. The said shareholder shall thereupon forthwith be obliged to deliver to the Corporation the share certificate or certificates (if issued) representing the shares specified in the redemption notice. Immediately after the close of business on the date specified in the redemption notice, such shareholder shall cease to be a shareholder and the shares previously held by him shall be cancelled;

(2) the price at which the shares specified in any redemption notice shall be redeemed (herein called the "redemption price") shall be an amount equal to the net asset value of shares of the relevant Class, determined in accordance with Article twenty-three hereof, less any redemption charge payable in respect thereof and less any applicable withholding tax(es) or any other relevant tax liabilities;

(3) payment of the redemption price will be made to the shareholder appearing as the owner thereof and will be deposited by the Corporation in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such person but only, if a share certificate shall have been issued, upon surrender of the share certificate or certificates representing the shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Corporation or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest);

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

(5) decline to accept the vote of any person who is precluded from holding shares in the Corporation at any general meeting of shareholders of the Corporation.

Whenever used in these Articles, the term, "US person" shall have the same meaning set forth in the sales documents of the Corporation. The Board of Directors may from time to time amend or clarify the aforesaid meaning.

In addition to the foregoing, the Board of Directors may restrict the issue and transfer of shares of a Class to the institutional investors within the meaning of Article 174 (2) of the 2010 Law ("Institutional Investor(s)"). The Board of Directors may, at its discretion, delay the acceptance of any subscription application for shares of a Class reserved for Institutional Investors until such time as the Corporation has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of shares of a Class reserved to Institutional Investors is not an Institutional Investor, the Board of Directors will convert the relevant shares into shares of a Class which is not restricted to Institutional Investors (provided that there exists such a Class with similar characteristics) or compulsorily redeem the relevant shares in accordance with the provisions set forth above in this Article. The Board of Directors will refuse to give effect to any transfer of shares and consequently refuse for any transfer of shares to be entered into the Register of Shareholders in circumstances where such transfer would result in a situation where shares of a Class restricted to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor. In addition to any liability under applicable law, each shareholder who does not qualify as an Institutional Investor, and who holds shares in a Class restricted to Institutional Investors, shall

hold harmless and indemnify the Corporation, the Board of Directors, the other shareholders of the relevant Class and the Corporation's agents for any damages, losses and expenses resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an Institutional Investor or has failed to notify the Corporation of its loss or change of such status.

General meetings of shareholders

Art. 9. Any regularly constituted meeting of the shareholders of the Corporation shall represent the entire body of shareholders of the Corporation. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Corporation.

Art. 10. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Corporation, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Thursday of the month of May at 1.00 p.m. If such day is not a bank business day, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

If permitted by and at the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at another date, time or place than those set forth in the preceding paragraph, which date, time or place are to be decided by the Board of Directors.

Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting. Class of Shares meetings may be held to decide on any matters which relate exclusively to such Class of Shares.

Art. 11. The quorum required by law shall govern the conduct of the meetings of shareholders of the Corporation, unless otherwise provided herein.

Each whole share is entitled to one vote at any general meeting of shareholders. Fractions of share are not entitled to a vote. A shareholder may act at any general meeting of shareholders by appointing another person as his proxy in writing or by facsimile or any other electronic means capable of evidencing such proxy form as permitted by law. Such proxy form will remain valid for any reconvened meeting unless it is specifically revoked. The Board of Directors may determine that a shareholder may also participate at any general meeting of shareholders by videoconference or any other means of telecommunication allowing to identify such shareholder. Such means must allow the shareholder to effectively act at such general meeting of shareholders, the proceedings of which must be retransmitted continuously to such shareholder.

Except as otherwise required by law or as otherwise provided herein, resolutions at a general meeting of shareholders duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes in relation to shares represented at the meeting but in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

If permitted by and at the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may specify that the quorum and the majority applicable for this general meeting will be determined by reference to the shares issued and in circulation at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a shareholder to participate at a general meeting of shareholders and to exercise the voting right

attached to his/its/her shares will be determined by reference to the shares held by this shareholder as at the Record Date.

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.

Art. 12. Shareholders will meet upon call by the Board of Directors, pursuant to notice setting forth the agenda sent prior to the general meeting to shareholders in the Register of Shareholders in accordance with Luxembourg law. To the extent required by Luxembourg law, notice shall, in addition, be published in the *Mémorial C, Recueil des Sociétés et Associations* of Luxembourg and in Luxembourg newspapers. Notice may also be published in such website or other newspaper as the Board of Directors may decide.

Board of Directors

Art. 13. The Corporation shall be managed by a Board of Directors composed of not less than three members; members of the Board of Directors need not be shareholders of the Corporation.

The directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting or until their successors are elected and qualify, provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of a vacancy in the office of director because of death, retirement or otherwise, the remaining directors so elected may elect, by majority vote, a director to fill such vacancy until the next general meeting of shareholders.

Art. 14. The Board of Directors shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders.

The Board of Directors shall meet upon call by the chairman, or two directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of shareholders and 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 at any such meeting.

The Board of Directors from time to time may appoint the officers of the Corporation, including a general manager, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Corporation. Any such appointment may be revoked at any time by the Board of Directors. Officers need not be directors or shareholders of the Corporation. The officers appointed, unless otherwise stipulated in these Articles, shall have the powers and duties given them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all directors at least three days in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by fax or any other means of electronic transmission capable of evidencing such waiver of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any director may act at any meeting of the Board of Directors by appointing another director as his proxy in writing, fax or any other mean of electronic transmission capable of evidencing such proxy as permitted by law. A director may also participate at any board meetings by telephone conference, videoconference or any other means of telecommunication allowing to identify such director. Such means must allow the director to effectively act at such meeting of the Board of Directors, the proceedings of which must be retransmitted continuously to such director. Such meeting held at distance by way of such communication shall be deemed to have taken place at the registered office of the Corporation.

The directors may only act at duly convened meetings of the Board of Directors. Directors may not bind the Corporation by their individual acts, except as specifically permitted by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least half of the directors is present or represented at a meeting of the Board of Directors. Decision shall be taken by a majority of the votes of the directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Decisions may also be taken by circular resolutions signed by all the directors.

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Corporation and its powers to carry out acts in furtherance of the corporate policy and purpose, to officers of the Corporation or to other contracting parties.

Art. 15. 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 at such meeting.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by the secretary, or by two directors.

Art. 16. The Board of Directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of the management and business affairs of the Corporation.

The Board of Directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Corporation, in accordance with Part I of the 2010 Law.

The Board of Directors may decide that investment of the Corporation be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the 2010 Law, (ii) in transferable securities and money market instruments dealt in on another market in a Member State of the European Union which is regulated, operates regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing on a stock exchange in Eastern and Western Europe, Africa, the American continents, Asia, Australia and Oceania, or dealt in on another market in the countries referred to above, provided that such market is regulated, operates regularly and is recognised and open to the public, (iv) in recently issued transferable securities and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of issue, as well as (v) in any other securities, instruments or other assets within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations and disclosed in the sales documents of the Corporation.

The Board of Directors of the Corporation may decide to invest up to one hundred per cent of the total net assets of the Corporation in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Corporation (including but not limited to OECD Member States, Singapore, Brazil, Russia, Indonesia and South Africa), or public international bodies of which one or more of such Member States of the European Union are members, or by any other Member State of the Organisation for Economic Cooperation and Development, provided that in the case where the Corporation decides to make use of this provision it must hold securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of the total net assets of the Corporation.

The Board of Directors may decide that investments of the Corporation be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the 2010 Law and/or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments covered by Article 41 (1) of the 2010 Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Corporation may invest according to its investment objectives as disclosed in its sales documents.

The Board of Directors may decide that investments be made with the aim to replicate a certain stock or bond index provided that the relevant index is recognised by the Luxembourg supervisory authority on the basis that it is sufficiently diversified, represents an adequate benchmark for the market to which it refers and is published in an appropriate manner.

If permitted by and at the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the largest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Corporation, convert into a feeder UCITS.

Art. 17. No contract or other transaction between the Corporation and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Corporation is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any director or officer of the Corporation who serves as a director, associate, officer or employee of any corporation or firm with which the Corporation shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Corporation may have any personal interest in any transaction of the Corporation, such director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such director's or officer's interest therein, shall be reported to the next succeeding general meeting of shareholders. This paragraph shall not apply where the decision of the Board of Directors relates to current operations entered into under normal conditions.

The term "personal interest", as used above, shall not include any relationship with or interest in any matter, position or transaction involving any entity pertaining to Robeco Group or any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors in its discretion unless such "personal interest" is considered to be a conflicting interest by applicable laws and regulations.

Art. 18. The Corporation may indemnify any director or officer or his heirs, executors and administrators against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation or, at its request, of any other corporation of which the Corporation is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 19. The Corporation will be bound by the joint signature of any two directors or by the joint signature of any director and any person to whom signatory authority has been delegated by the Board of Directors or by the joint signature of any two persons to whom signatory authority has been delegated by the Board of Directors.

Accountants

Art. 20. The Corporation shall appoint an approved statutory auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the 2010 Law.

The approved statutory auditor shall be elected by the annual general meeting of shareholders and serve until its successor shall have been elected by the annual general meeting of the shareholders for a period ending at the date of the next annual general meeting and until its successor is elected. The approved statutory auditor in office may be replaced by the shareholders in accordance with applicable Luxembourg Laws.

Repurchase, Switch, Valuation and Subscription of shares

Art. 21. As is more especially prescribed hereinafter, the Corporation has the power to redeem its own shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his shares by the Corporation. The redemption price shall normally be paid not later than five business days after the date on which the applicable net asset value was determined and shall be equal to the net asset value per share as determined in accordance with the provisions of Article twenty-three hereof less any charge as the sales documents may provide.

If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the shares being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter (and in any event no later than one calendar month, if and as long as the Corporation is authorized with the Hong Kong Securities and Futures Commission) but without interest.

If the requests for redemption and/or conversion received for any Class of Shares for any specific Valuation Day exceed a certain amount or percentage of the net asset value of such Class of Shares, such amount and percentage being fixed by the Board of Directors from time to time and disclosed in the sales documents, the Board of Directors may defer such exceeding redemption and/or conversion requests to be dealt with to a subsequent Valuation Day in accordance with the terms of the sales documents.

The Board of Directors may extend the period for payment of redemption proceeds in exceptional circumstances to such period, not exceeding thirty bank business days, or if and as

long as the Corporation is authorized with the Hong Kong Securities and Futures Commission, one calendar month, as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Corporation shall be invested. Payment of the redemption proceeds will be effected in the reference currency of the relevant Class of Shares or in such other freely convertible currency as disclosed in the sales documents.

The Board of Directors may also determine the notice period, if any, required for lodging any redemption request of any specific Class of Shares or Classes of Shares. The specific period for payment of the redemption proceeds of any Class of Shares of the Corporation and any applicable notice period as well as the circumstances of its application will be publicised in the sales documents relating to the sale of such shares.

The Board of Directors may delegate to any duly authorized director or officer of the Corporation or to any other duly authorized person, the duty of accepting requests for redemption and effecting payment in relation thereto.

The relevant redemption price may be rounded downwards as the Board of Directors may decide.

Any redemption request must be filed by such shareholder in written form (or a request evidenced by any other electronic mean deemed acceptable by the Corporation) subject to the conditions set out in the sales documents of the Corporation at the registered office of the Corporation in Luxembourg or with any other person or entity appointed by the Corporation as its agent for redemption of shares, together with the delivery of the certificate or certificates for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

Any request for redemption shall be irrevocable except in the event of suspension of redemption pursuant to Article twenty-two hereof. In the absence of revocation, redemption will occur as of the first valuation day after the end of the suspension.

Shares of the capital of the Corporation redeemed by the Corporation shall be cancelled.

Any shareholder may request the conversion of whole or part of his shares of a Class or into shares of another Class at the respective net asset values of the shares of the relevant Class, provided that the Board of Directors may impose such restrictions as to, *inter alia*, frequency of conversion, and may make conversions subject to payment of a charge as specified in the sales documents.

The conversion request may not be accepted unless any previous transaction involving the shares to be converted has been fully settled by such shareholder.

No request for redemption or conversion by a single shareholder may, unless otherwise decided by the Board of Directors, be for an amount of less than that of the minimum holding amount as determined from time to time by the Board of Directors.

If a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder of shares of one Class of Shares below the minimum holding amount as the Board of Directors shall determine from time to time and disclosed in the sale documents of the Corporation, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such Class of Shares.

Notwithstanding the foregoing, if in exceptional circumstances the liquidity of the Corporation is not sufficient to enable payment of redemption proceeds or conversions to be made within a seven day period, such payment (without interest), or conversion, will be made as soon as

reasonably practicable thereafter, and in any event no later than one calendar month, if and as long as the Corporation is authorized with the Hong Kong Securities and Futures Commission.

The Board of Directors may in its absolute discretion compulsory redeem or convert any holding with a value of less than the minimum holding amount to be determined from time to time by the Board of Directors and to be published in the sales documents of the Corporation.

Shares of the Corporation redeemed by the Corporation shall be cancelled.

With the consent of the shareholder(s) concerned, the Board of Directors may (subject to the principle of equal treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the portfolio in value equal to the net asset value attributable to the shares to be redeemed as described in the sales documents.

If and to the extent required by Law, such redemption will be subject to a special audit report by the auditor of the Corporation confirming the number, the denomination and the value of the assets which the Board of Directors will have determined to be contributed in counterpart of the redeemed shares. This audit report will also confirm the way of determining the value of the assets which will have to be identical to the procedure of determining the net asset value of the shares.

Such redemptions in kind are only acceptable to the Corporation from a minimum aggregate net asset value of all the shares to be redeemed of ten million of Euro per Class of Shares unless otherwise determined from time to time by the Board of Directors.

The specific costs for such redemptions in kind, in particular the costs of the special audit report, will have to be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Corporation unless the Board of Directors considers that the redemption in kind is in the interest of the Corporation or made to protect the interests of the Corporation.

Art. 22. For the purpose of determining the issue, switch and redemption price, the net asset value of shares in the Corporation shall be determined by the Corporation from time to time, but in no instance less than twice monthly, as the Board of Directors by resolution may direct and disclose in the sales documents of the Corporation (every such day or time for determination of the net asset value being referred to herein as a "Valuation Day").

The valuation of the net asset value, the issue, conversion and repurchase of shares may be limited or suspended in the interest of the Corporation and its shareholders on any Valuation Day if at any time the Board of Directors believes that exceptional circumstances constitute forcible reasons for doing so, and in particular:

- a. while any securities exchange or regulated market, on which a substantial portion of the Corporation's investments is quoted or dealt in, is closed, or while dealings on any such exchange or market are restricted or suspended;
- b. while the disposal of investments by the Corporation cannot be effected normally or without seriously prejudicing the interests of the shareholders or the Corporation;
- c. during any breakdown in the communications normally employed in valuing any of the Corporation's assets or when for any reason the price or value of any of the Corporation's assets cannot promptly and accurately be ascertained, or

d. during any period when the Corporation is unable to repatriate funds for the purpose of making payments on redemption of shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange.

e. in case of a decision to liquidate the Corporation or a Class of Shares hereof on or after the day of publication of the notice to shareholders related thereto;

f. during any period when in the opinion of the Board of Directors of the Corporation there exist circumstances outside of the control of the Corporation where it would be impracticable or unfair towards the shareholders to continue dealing in Class of Shares of the Corporation; and

g. during any period when the determination of the net asset value per share of investment funds representing a material part of the assets of the Corporation is suspended.

Any such suspension shall be published and/or notified, if appropriate, by the Corporation and shall be notified to shareholders requesting repurchase of their shares by the Corporation at the time of the filing of the written request (or a request evidenced by any other electronic mean deemed acceptable by the Corporation) for such repurchase as specified in Article twenty-one hereof.

Art. 23. The net asset value of each class of shares in the Corporation shall be expressed as a per share figure in the currency of the relevant Class as determined by the Board of Directors and shall be determined in respect of any Valuation Date by establishing the net assets of the Corporation, being the value of the assets of the Corporation less the liabilities of the single common portfolio of the Corporation. The proportion of such common portfolio properly allocable to each Class shall be divided by the total number of its shares of such Class outstanding at the time of determination of the net asset value. There shall be allocated to each Class identifiable expenditure incurred by the Corporation in connection with the issue and continuing existence of shares of any specific Class and the amount thereof shall reduce the proportional rights of such Class to the common portfolio. If since the time of determination of the net asset value there has been a material change in the quotations on the markets on which a substantial portion of the investments of the Corporation are dealt or quoted, the Corporation may, in order to safeguard the interests of the shareholders and the Corporation, cancel the first valuation and carry out a second valuation.

A. The assets of the Corporation shall be deemed to include:

a. all cash in hand or on deposit, including any interest accrued thereon;

b. all bills and demand notes and accounts receivable including proceeds of securities sold but not delivered;

c. all bonds, time notes, shares, units/shares in undertakings for collective investment, stock, debenture stocks, subscription rights, warrants, options and other derivative instruments and other investments and securities owned or contracted for by the Corporation;

d. all stock, stock dividends, cash dividends and cash distributions receivable by the Corporation (provided that the Corporation may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

e. all interest accrued on any interest-bearing securities owned by the Corporation except to the extent that the same is included or reflected in the principal amount of such security;

- f. the preliminary expenses of the Corporation insofar as the same have not been written off; and
- g. all other assets of every kind and nature, including prepaid expenses.

The value of the assets of the Corporation will be determined as follows:

- a. Securities and/or financial derivative instruments listed on a stock exchange or on other Regulated Markets, which operate regularly and are recognised and open to the public, will be valued at the last available market price; in the event that there should be several such markets, on the basis of the last available market price of the principal market for the relevant security. Should the last available market price for a given security not truly reflect its fair market value, then the considered security shall be valued on the basis of the probable sales price which the Board of Directors deems prudent to assume.
- b. Securities not listed on a stock exchange or on other Regulated Markets, which operate regularly and are recognised and open to the public, will be valued on the basis of the last available market price. Should there be no such market price, such securities will be valued by the Board of Directors on the basis of the probable sales price which the Board of Directors deems prudent to assume.
- c. Financial derivative instruments which are not listed on any official stock exchange or traded on any other organized market will be valued in a reliable and verifiable manner on a daily basis in accordance with market practice.
- d. Shares or units in underlying open-ended investment funds shall be valued at their latest available net asset value, reduced by any applicable charges.
- e. Liabilities will be valued at market value.
- f. Assets or liabilities denominated in other currencies than Euro will be converted into this currency at the rate of exchange ruling on the relevant business day in Luxembourg.
- g. In the event that the above mentioned calculation methods are inappropriate or misleading, the Board of Directors may adapt any other appropriate valuation principles for the assets of the Company.
- h. Investments of the Company in markets which are closed for business at the time the Company is valued, are normally valued using the prices at the previous close of business. Market volatility may result in the latest available prices not accurately reflecting the fair value of the Company's investments. This situation could be exploited by Investors who are aware of the direction of market movement, and who might deal to exploit the difference between the next published Net Asset Value and the fair value of the Company's investments. By these Investors paying less than the fair value for Shares on issue, or receiving more than the fair value on redemption, other Shareholders may suffer a dilution in the value of their investment. To prevent this, the Company may, during periods of market volatility, adjust the Net Asset Value per Share prior to publication to reflect more accurately the fair value of the Company's investments.

In the event that the above mentioned calculation methods are inappropriate or impossible due to extraordinary circumstances or events, the Board of Directors may adopt any other appropriate valuation principles for the assets of the Corporation;

In circumstances where the interests of the Corporation or its shareholders so justify (avoidance of market timing practices, for example), the Board of Directors may take any

appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Corporation's assets, as further described in the sales documents of the Corporation.

B. The liabilities of the Corporation shall be deemed to include:

- a. all loans, bills and accounts payable;
- b. all accrued or payable administrative expenses (including but not limited to investment advisory fee or management fee, custodian fee and corporate agents' fees or any other fees and expenses payable to the directors, officers or any appointed agents/entity of the Corporation);
- c. all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Corporation where the Valuation Day falls on the record date for determination of the persons entitled thereto or is subsequent thereto;
- d. an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Corporation, and other reserves if any authorized and approved by the Board of Directors; and
- e. all other liabilities of the Corporation of whatsoever kind and nature except liabilities represented by shares in the Corporation. In determining the amount of such liabilities the Corporation shall take into account all expenses payable by the Corporation comprising formation expenses, fees payable to its investment advisers or investment managers directors' fees and reasonable out-of-pocket expenses, fees and expenses payable to its management company (if appointed), accountants, custodian and its correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Corporation, fees and expenses incurred in connection with the listing of the shares of the Corporation at any stock exchange or to obtain a quotation on another regulated market, fees for legal or auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the prospectuses, key investor information documents (or any other successor document) explanatory memoranda, registration statements, or of interim and annual reports, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Corporation may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. The net assets of the Corporation shall mean the assets of the Corporation as hereinabove defined less the liabilities as hereinabove defined on the Valuation Date on which the net asset value of shares is determined. There may be different classes of shares which may be subject to different levels of fees and expenses and for the benefit of which the Corporation may enter into specific contracts, hold specific assets all with specific liabilities.

The entitlement of each share class which is issued by the Corporation will change in accordance with the rules set out below. Assets and liabilities which are class specific are accounted for separately from the portfolio which is common to all share classes.

The portfolio which shall be common to each of the share classes which shall be allocable to each class of shares shall be determined by taking into account issues, redemptions, distributions, as well as payments of class specific expenses or contributions of income or realization proceeds derived from class specific assets, whereby the valuation rules set out below shall be applied mutatis mutandis.

The percentage of the net asset value of the common portfolio to be allocated to each class of shares shall be determined as follows:

- 1) initially the percentage of the net assets of the common portfolio to be allocated to each share class shall be in proportion to the respective number of the shares of each class at the time of the first issuance of shares of a new class;
- 2) the issue price received upon the issue of shares of a specific class shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant share class;
- 3) if in respect of one share class the Corporation acquires specific assets or pays class specific expenses (including any portion of expenses in excess of those payable by other share classes) or makes specific distributions or pays the repurchase price in respect of shares of a specific class, the proportion of the common portfolio attributable to such class shall be reduced by the acquisition cost of such class specific assets, the specific expenses paid on behalf of such class, the distributions made on the shares of such class or the repurchase price paid upon redemption of shares of such class;
- 4) the value of class specific assets and the amount of class specific liabilities are attributed only to the share class or classes to which such assets or liabilities relate and this shall increase or decrease the net asset value per share of such specific share class or classes.

D. For the purpose of this Article:

- a) shares of the Corporation to be redeemed under Article 21 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Date referred to in that Article, and from such time and until paid the price therefor shall be deemed to be a liability of the Corporation;
- b) all investments, cash balances and other assets of the Corporation denominated otherwise than in euro, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of each class of shares and
- c) effect shall be given on any Valuation Date to any purchases or sales of securities contracted for by the Corporation on such Valuation Date, to the extent practicable.

Art. 24. Whenever the Corporation shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be the net asset value as herein-above defined for the relevant Class plus a sales commission and/or any charge, including but not limited to dealing charge or dilution levies as the sales documents may provide. The price per share will be rounded upwards or downwards as the Board of Directors may resolve. The price so determined shall be payable not later than five business days after the date on which the application was accepted.

Art. 25. In order to reduce the operational and administrative charges of the Corporation while permitting a larger diversification of the investments, the Board of Directors may resolve that all or part of the assets of the Corporation shall be co-managed with the assets of other collective investment undertakings.

Financial year and Distributions

Art. 26. The accounting year of the Corporation shall begin on the first of January of each year and shall terminate on the last day of December of such year.

The account of the Corporation shall be expressed in EUR or to the extent permitted by laws and regulations such other currency, as the Board of Directors may determine.

Art. 27. The appropriation of the annual results and any other distributions shall be determined in respect of each class of shares by the annual general meeting upon proposal by the Board of Directors.

With respect to dividend shares, the shareholders will be entitled to the annual distribution of the net proceeds save where a specific treatment applies to a specific Class of shares as explicitly specified in the prospectus of the Corporation. Under this provision, "net proceeds" should be understood as being all revenues earned in relation to the dividend shares, minus fees, commissions and costs.

Interim dividends may, subject to such further conditions as set forth by law, paid out upon decision of the Board of Directors.

Any resolution of a general meeting of shareholders deciding on dividends to be distributed to the shares of any Class shall, in addition, be subject to a prior vote of the shareholders of such Class.

No distribution of dividends may be made if as a result thereof the capital of the Corporation would become less than the minimum prescribed by law.

The dividends declared may be paid in euro or in any other currency selected by the Board of Directors, and may be paid at such places and times as may be determined by the Board of Directors. The board of directors may make a final determination of the rate of exchange applicable to translate dividend funds into the currency of their payment. Dividends may further include an allocation from an equalization account which may be maintained and which, in such event, will be credited upon issue of shares and debited upon redemption of shares of an amount calculated by reference to the accrued income attributable to the shares in the Corporation.

Custodian

Art. 28. The Corporation shall enter into a custodian agreement with a bank which shall satisfy the requirements of the 2010 Law (the "Custodian"). All securities, cash and other assets of the Corporation are to be held by or to the order of the Custodian who shall assume towards the Corporation and its shareholders the responsibilities provided by law.

In the event of the Custodian desiring to retire, the Board of Directors shall use its best endeavours to find within two months a corporation to act as custodian and upon doing so the directors shall appoint such corporation to be custodian in place of the retiring Custodian.

The directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this provision to act in the place thereof.

Liquidation, Alterations to the articles of incorporation and Applicable law

Art. 29. In the event of a dissolution of the Corporation, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the general meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

Art. 30. These Articles of Incorporation may be amended from time to time by a general meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg.

Art. 31. All matters not governed by these Articles of Incorporation shall be determined in accordance with the 2010 Law and the Luxembourg law of 10 August 1915 on commercial companies (as amended).