

ARTICLES OF ASSOCIATION
OF
CA Indosuez (Switzerland) SA

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I: NAME - REGISTERED OFFICE - OBJECT - DURATION

Article 1 - Name

There exists under the name of CA Indosuez (Switzerland) SA, a company limited by shares [*société anonyme*], governed by the present Articles and, alternatively, by Title XXVI of the Federal Code of obligations and the Federal Act on Banks and Savings Banks as well as by the Federal Act on Financial Institutions (FinIA).

Article 2 - Registered Office

The Company's registered office is in Geneva.

Article 3 - Object

The Company's object is to operate a bank for Swiss and foreign, private, corporate and institutional clients. Its activities shall include in particular, in Switzerland and abroad:

- a) to accept funds in any forms;
- b) to accept, keep and manage Swiss and foreign financial instruments and other assets of any kind;
- c) to hold accounts and securities deposits on behalf of third parties;
- d) to invest funds at sight or on term with Swiss and foreign banks and financial institutions;
- e) to trade currencies, financial instruments, derivatives and other assets of any kind, whether Swiss or foreign, for cash or in the form of forward deals, for its own account or on behalf of third parties;
- f) to receive and submit orders;
- g) to provide investment advice;
- h) to manage assets;
- i) to make research;
- j) to issue, discount and collect Swiss or foreign bills;
- k) to issue, underwrite and invest Swiss and foreign shares, bonds and other assets of any kind, including by participating in any financing, issuing and syndicate transactions;
- l) to grant Lombard facilities, mortgage loans (including for financing real estate properties located abroad), loans, advances and credit facilities of any kind and in any form whatsoever, with or without guarantees;
- m) to issue letters of credit, to open letters of credit, to participate in such commitments and to carry out documentary collection;
- n) to issue guarantees, bonds, or any other forms of sureties of any kind, for the direct or indirect benefit of companies of the same group or third parties;
- o) to lease safe boxes;
- p) to carry out referencing and intermediation activities with authorised institutions for banking, financial or insurance transactions;
- q) to provide advice in estate planning, to manage and administrate public interest foundations on behalf of third parties;
- r) and more generally to carry out any and all banking, financial, commercial and fiduciary transactions in relation with the operation of a bank.

The Company may create, in Switzerland and abroad, subsidiaries, branches, agencies and representations, and acquire interests in other banks and companies.

The company may also purchase, hold, encumber, manage and alienate real estate properties, in Switzerland and abroad, provided that the authorisations needed pursuant to the Federal Act on the acquisition of real estate properties by foreign persons are granted for the properties located in Switzerland.

The Company may perform any and all acts, directly or indirectly related with its purpose.

Article 4 - Duration

The Company is created for an indefinite period.



II: SHARE CAPITAL AND SHARES

Article 5 - Share Capital

The share capital shall amount to ONE BILLION TWENTY-FIVE MILLIONS NINE HUNDRED AND FORTY-SIX THOUSAND SWISS FRANCS (CHF 1'025'946'000.-), fully paid in.
It shall be divided into one million twenty-five thousand nine hundred forty six (1,025,946) shares with a par value of ONE THOUSAND SWISS FRANCS (CHF 1,000.-) each.

Article 6 - Types of Shares

The shares shall be registered shares. Conversion into bearer shares is excluded.
The Company has the faculty not to print and issue the certificates attached to the shares. Any shareholder shall be entitled to request, at any time, the printing and remittance of his shares, free of charge.
Where printed, the shares shall be numbered and signed by a Director. Instead of unit shares, the Company may issue inclusive certificates representing several shares. The Company may at its discretion convert shares issued of a certain form into another form and cancel any returned physical securities and certificates.
By way of an amendment to the Articles of Association, the General Meeting may at any time divide the shares into securities with a reduced par value, or to group the same into securities with a higher par value, with the consent of each shareholder.

Article 7 - Share Transfer

Unprinted shares as well as the rights deriving therefrom shall be transferable by written assignment. Printed registered shares shall be transferred by delivery of the endorsed share.
The transfer of registered shares shall be effective, as regards the Company, on the day when the new shareholder is registered on the Company's share register.

Article 8 - Registered Shares Register and List of Beneficial Owners

The Company shall keep a share register including the names and registered offices or domiciles of the owners and usufruct holders thereof, as the case may be. Only the natural persons or legal entities registered in the share register shall be considered as shareholders as regards the Company.
Registration is made in the share register only by showing a document evidencing the acquisition of the share or the constitution of a usufruct.
As regards the Company, only the person registered in the share register shall be considered as the shareholder or usufruct holder.

The Company shall keep a list of the beneficial owners of the Company, in accordance with Article 8b of these Articles; the list shall mention the given name, surname and address of the beneficial owner.

Article 8bis - Announcement of Beneficial Owners

Any person who purchases shares in the Company, alone or with third parties, and whose holding reaches 10% and 25% of the share capital or the votes as a result of said acquisition, shall report to the Company, within one month, the given name, surname and address of the natural person on behalf of whom he is ultimately acting (beneficial owner).
The shareholder must report to the Company any changes in the given name, surname and address of the beneficial owner.
The shareholder cannot exercise the corporate rights associated to the shares the acquisition of which is subject to the reporting obligations before he has complied with said obligation.
The shareholder can assert his property rights on his shares only after having complied with his reporting obligation.
Should the shareholder fails to comply with his reporting obligation within one month, his property rights shall become void.
Should he repair his failure at a subsequent date, he can assert the property rights arising from that date onward.
The Board of Directors shall ensure that no shareholders exercise their rights while in breach of their reporting obligations.



Article 9 - Rights and Obligations of the Shareholders

Each share shall be indivisible as regards the Company, which shall recognize one owner per share only.

Each shareholder shall be entitled to a portion of the net profits resulting from the balance sheet and of the proceeds of liquidation in proportion to the payments made on the share capital, in pursuance of Articles 660 and 661 of the Swiss Code of Obligations.

The shareholders shall be bound only by the commitments resulting from these Articles and shall not be personally liable for the Company's debts.

III: ORGANISATION OF THE COMPANY

Article 10 - Corporate Bodies

The corporate bodies are:

- A. the General Meeting of the shareholders
- B. the Board of Directors
- C. the General Management
- D. the auditors.

A. General Meeting of the Shareholders

Article 11 - Scope of General Meeting's Resolutions

The General Meeting of the shareholders is the supreme power of the Company. Its resolutions are compulsory on all the shareholders, even those not attending or not represented.

The Board of Directors and each shareholder can challenge in court the resolutions of the General Meeting which contravene the law or the Articles under the conditions provided for by Article 706 *et seq.* of the Code of obligations.

Article 12 - Inalienable Right

The General Meeting shall have the inalienable right:

- 1) to adopt and amend the Articles,
- 2) to appoint the board members and the auditors,
- 3) to approve the annual accounts and, where prescribed by law, the accounts of the Group,
- 4) to approve the annual accounts, to decide upon the application of the net profits resulting from the balance sheet and, in particular, to fix the dividend and the Directors' fees,
- 5) to discharge the board members,
- 6) to take all resolutions which are its prerogative under the law or the Articles.

Article 13 - Regular and Special General Meetings

The regular General Meeting shall meet every year within four months following the end of the financial year. Special General Meetings may be called as often as necessary.

The following provisions shall be applicable to both regular and special General Meetings.

General Meetings may be held out of the registered office, although only in Switzerland.

Article 14 - Convening of the General Meeting

The General Meeting shall be convened by the Board of Directors or, if necessary, by the auditors, the liquidators or the representatives of the debenture holders.

One or several shareholders together representing at least ten per cent of the share capital may also request that the General Meeting be convened.

The General Meeting shall be convened no later than twenty days before the date of its meeting.



The convening and the inclusion of an item on the agenda must be requested in writing. Where required by circumstances, this can also be made by phone or any other means of communication, indicating the items to be discussed and the motions.

Shareholders together representing at least ten per cent of the share capital as well as shareholders whose shares represent a total par value of no less than one million Swiss francs (CHF 1,000,000.--) may request that an item be included on the agenda.

Article 15 - Agenda and Information for Shareholders

The notice shall mention the place and date of the Meeting, the items on the agenda, the motions of the Board of Directors or of the shareholders who requested the convening of the Meeting and/or the inclusion of an item on the agenda.

Notices for a regular General Meeting shall also mention the possibility for the shareholders to request that a copy of the management report and the auditors' report be delivered to them as soon as practicable. The management report and the auditors' report shall be made available to the shareholders no later than twenty days before the General Meeting, at the Company's registered office.

Except for motions aiming to convene a special General Meeting, to initiate a special audit or to elect auditors, no resolutions can be adopted on an item that is not duly registered on the agenda.

Prior notice need not be given of motions within the framework of items put on the agenda and of deliberations which will not be put to the vote.

Every shareholder may obtain from the Company, during the year following the General Meeting, a copy of the management report approved by the Meeting and of the auditors' report.

Article 16 - Meeting of All Shareholders (universal meetings)

The owners or representatives of all the shares may, if there is no opposition, hold a General Meeting without complying with the formalities prescribed for its convening.

As long as they are present, this Meeting may debate and validly rule on all the items within the preserve of the General Meeting.

Article 17 - Voting Rights at the General Meeting

The shareholders shall exercise their right to vote at the General Meeting in proportion with the par value of all the shares owned by them. Every shareholder shall be entitled to at least one vote, even if he owns only one share.

As regards the Company, the person registered in the share register shall be authorized to vote. Shares submitted to a usufructuary right shall be represented by the usufruct holder.

A shareholder may have his shares represented by the holder of written proxy, who may not necessarily be a shareholder.

Article 18 - Constitution and Chair

The General Meeting shall be validly constituted irrespective of the number of attending shareholders or represented shares.

The General Meeting shall be chaired by the Chairman of the Board of Directors or, in case of impediment, by the Vice-Chairman or, in case of impediment, by another Director. Otherwise, a Chairman shall be appointed from among the shareholders present.

The Chairman shall appoint a scrutineer, chosen from among the shareholders, and a Secretary who shall not necessarily be a shareholder.

The Board of Directors shall submit to the General Meeting the annual management report and any motions on the application of the result, in particular the distribution of profits, if any.

Article 19 - Resolutions and Elections

The resolutions and appointments shall be made by show of hands unless a ballot is requested by one or more shareholders representing no less than 10% of the votes present or represented or is decided by the Chairman of the Meeting.

Unless otherwise provided by law, the General Meeting shall pass its resolutions and proceed with elections by the absolute majority of the votes attributed to the represented shares. If a second ballot is necessary, the relative majority shall be sufficient. In the event of split votes, the Chairman shall have a casting vote.

A resolution of the General Meeting taken by a majority of no less than two thirds of the votes attributed to the represented shares and by an absolute majority of the par value of the represented shares shall be necessary for:

1. the modification of the Company's object;
2. the introduction of shares with preferred voting rights;



3. the restriction of the transmissibility of the registered shares;
4. the authorized or subordinated increase of the share capital;
5. the increase of the share capital by means of equity, for contribution in kind or for an acquisition of property and the granting of special privileges;
6. the limitation or cancellation of the preferred subscription right;
7. the transfer of the Company's registered office;
8. the dissolution of the Company without liquidation.

The provisions of the Articles requiring for certain resolutions a higher majority than the majority prescribed by law can only be adopted by the said majority.

Resolutions relating to the merger, demerger or transformation of the Company must be passed in compliance with the provisions of the Federal Act on mergers, demergers, transformation and transfer of properties.

Article 20 - Minutes

The Board of Directors shall cause minutes of the General Meetings to be drawn up. They shall mention:

- the number, kind, par value and class of the shares represented by the shareholders, corporate bodies as well as the independent representatives and the proxies-trustees;
- the resolutions passed and the outcome of the elections;
- the requests for information and the responses given;
- the statements of which the shareholders require a record.

The minutes shall be signed by the Chairman and by the Secretary of the General Meeting.

The shareholders shall have the right to examine the minutes. Extracts thereof shall be certified by a board member or the Secretary.

B. Board of Directors

Article 21 - Composition

The Board of Directors shall be composed of no less than five members elected by the General Meeting. The Chairman, or failing him, one vice-chairman of the Board must be domiciled in Switzerland.

No members of the Board of Directors may belong to the Executive Committee.

For the rest, the board composition shall be governed by the laws and by the practise of FINMA.

Article 22 - Organisation

Each year, the Board shall elect a Chairman, one or two Vice-Chairmen and the Secretary, who may be chosen from out of the Board.

Article 23 - Elections and Term of Office

The term of office of the Directors shall not exceed three (3) years and shall be renewable; it shall end or be renewed at the next regular General Meeting. In case of death or resignation or for any other cause, board members shall be replaced, as the case may be, at the next regular General Meeting or at a meeting of a special General Meeting called for this purpose.

The Director appointed in replacement of another shall remain in office only for the period of his predecessor's mandate. Directors shall be indefinitely eligible for re-election.

Article 24 - Meetings and Resolutions

The Board of Directors shall meet in principle in Switzerland, as often as the affairs of the Company so require or upon request in writing of a member to the Chairman, but at least once per quarter.

Board meetings may exceptionally be held by teleconference, videoconference or any other similar technical means, provided that no board members expresses his opposition.

To be validly held, the meetings of the Board of Directors must be attended by no less than two thirds of all board members.



Board resolutions shall be passed by a majority of attending members. In the event of split votes, the Chairman shall have a casting vote. No quorum shall be required for the formalities concerning capital increase.

If so required by the circumstances, board resolutions may also be made in the form of an approval given in writing to a motion, provided that all relevant motions have been sent to all the board members by all appropriate means (letter, fax, email or other), and that no discussion is requested in due time. A resolution shall be deemed accepted where a majority of the board members approves the resolution in writing. Should a board member request a discussion in due time, the motion shall be deemed rejected and the Chairman of the Board shall call a meeting of the Board of Directors whose agenda shall include the motions made by way of circulation.

Any resolutions passed by way of circulation must be included, *pro memoria*, in the minutes of the next board meeting.

Article 25 - Minutes

The discussions and resolutions of the Board of Directors shall be recorded in minutes.

The minutes shall be signed by the Chairman of the meeting and the Secretary and mention the members present.

Article 26 - Non-transferable and Inalienable Powers

The Board of Directors can resolve on all affairs which are not the preserve of the General Meeting by law or under the Articles.

The Board of Directors is the corporate body in charge of the high management, the supervision and the control of the Company. It shall exercise its powers in accordance with the by-laws.

It shall in particular have the non-transferable and inalienable power to:

1. exercise the high management of the Company and establish any instructions as may be necessary;
2. establish the organisation, in particular to issue the by-laws;
3. set the accounting and auditing principles, as well as the principles related to the financial plan, insofar as said plan is necessary for the management of the Company;
4. appoint and dismiss the persons in charge of the management and representation;
5. supervise the persons in charge of the management to ensure notably that they comply with the law, the Articles of Association, the regulations and the instructions given;
6. draw up the annual report, prepare the General Meeting and enforce its resolutions;
7. make decisions relating to the ascertainment of the capital increase and the amendments of the Articles resulting therefrom;
8. inform the Judge in case of overindebtedness.

It shall also have the power to:

9. define the general policy and the strategic orientations of the Company;
10. adopt the framework concept relating to risk management, which shall encompass the risk policy, the risk tolerance and the associated limits in all major risk categories, and to carry out a periodic audit on the adequacy of the concept and the limits thereof;
11. approve and adopt the planning of equity and liquidities, the annual budget, interim accounts and annual financial objectives;
12. entrust the auditors provided for by the Federal Act on Banks and Savings Banks and examine its reports; the auditors may be assigned specific or periodic tasks going further than the verifications prescribed by law;
13. decide the creation of subsidiaries, branches, agencies and representations and their cancellation;
14. decide the granting of loans in accordance with the by-laws;
15. carry out the internal audit and supervise the development of major risks pursuant to Articles 97 *et seq.* of the Ordinance on Equity, based on quarterly statements prepared by the Management;
16. take any and all decisions on the purchase and sale of real estate properties to be used by the bank, and on the constitution of mortgages on said properties;



Article 27 - Representation of the Company

The Board of Directors shall represent the Company with regard to third parties.
It may delegate the power of representation to one or more members and to third parties.
It may appoint attorneys-in-fact and other commercial agents.
The Company may be validly bound only by the joint signature of two persons authorised to sign.

Article 28 - Committees

The Board of Directors may create within its body board committees, who may be entrusted with supervision or high management missions. The organisation and powers of such committees shall be defined in the by-laws.

Article 29 - Internal Inspection

The Board of Directors shall appoint the member(s) of the internal inspection, the powers and skills of which shall be defined in the by-laws.

Article 30 - Fees and Expenses of Board Members

In consideration for their activity and in addition to the repayment of their expenses, the Directors shall receive fees, the amount of which shall be determined by the General Meeting.

C. Executive Committee

Article 31 - Composition and Powers

The administration and management of the Company's affairs, and generally speaking the representation before third parties, shall be entrusted to the Executive Committee, whose members shall be appointed and dismissed by the Board. The Operational Management shall be responsible for managing and developing the Company's affairs, for the good running of its units, in relation with the general policy, strategic orientation, objectives, prescriptions, decisions and framework concept of risk management issued by the Board of Directors, and for the implementation of the decisions of the other corporate bodies and the compliance with the laws and regulations.
It shall be liable before the Board of Directors for the good running of the Company's business. I shall report to the Board of Directors on its activities and the Company's business.
For the rest, the composition, operation, powers and duties of the Operational Management shall be determined in the by-laws.

D. Auditors

Article 32 - Required Qualifications

The auditing body shall be appointed by the regular General Meeting and composed of one or more audit firms. Only State-controlled audit firms according to the principles or ordinary audit provided in the Code of Obligations shall be eligible for auditing the annual accounts and, as the case may be, the group's accounts.
The audit firms must meet the conditions of qualification and independence prescribed by art. 727b and c of the Code of Obligations, and by the Act and Ordinance on the approval and supervision of auditors.
In performing their audit, these firms must comply with applicable laws and regulations, based on the Code of Obligations.



Article 33 - Term of Office

The auditors' term of office shall be one year, ending at the General Meeting when the last report is to be submitted. They shall be eligible for re-election.

Article 34 - Powers

The auditors shall check whether the accounting, the annual accounts and the proposal on the application of the profits resulting from the balance sheet comply with the law, the Articles and the relevant guidelines.

The auditors shall submit to the General Meeting a written report on the outcome of their verification.

In case of obvious overindebtedness, they shall inform the FINMA should the Board of Directors fail to do so.

The auditors shall ascertain that the annual accounts are established, both in their form and substance, in conformity with the law, the Articles and the regulations; the outcome of their audit shall be included in the auditors' report.

The auditors shall be given access to the books and accounting documents at any time and shall be provided with any and all information they may need to perform their duties.

The auditors shall also be given the report established by the internal auditors.

In the event the auditors detect violations of legal prescriptions or other irregularities in the course of their work, they shall invite the Company to rectify the situation within an appropriate period.

Article 35 - General Meeting Approval

The General Meeting can approve the annual accounts and decide on the allocation of the profits resulting from the balance sheet only if the auditors' report is submitted and an auditor is present.

The General Meeting may waive the presence of an auditor by a unanimous resolution.

IV: ANNUAL ACCOUNTS, RESERVES, DIVIDENDS

Article 36 - Financial year

The financial year shall start on the 1st of January and end on the 31st of December of each year.

Article 37 - Management report

The Board of Directors shall prepare for each financial year a management report including the annual accounts, the annual report, as well as the interim balance sheets and, where prescribed by law, the group's accounts, which shall be drawn up pursuant to the provisions of the Code of Obligations, the Federal Act on Banks and Savings Banks and the Federal Act on Financial Institutions (FinIA).

Article 38 - Application of Profit

At least one twentieth of the annual net profit shall be paid into a reserve fund designed to cover losses and to meet amortizations. The payments shall be made until this fund has attained one fifth of the share capital. The balance of the annual profit shall be distributed as determined by the General Meeting, upon recommendation of the Board of Directors. Mandatory legal rules on reserves shall be complied with.

The General Meeting may from time to time resolve to create other reserve funds besides the general reserve fund provided by law, and determine their purpose and application.

Article 39 - Dividends

The payment of the dividends shall take place at the time determined by the Board of Directors.

Any dividends which have not been claimed within five years of its due date shall be forfeited *ipso jure* in favour of the Company.

The dividend can only be determined after the allocations to the reserves provided by law and under these Articles are made in accordance to said laws and Articles. Withdrawals can only be made out of the profit resulting from the balance sheet and the reserves made for this purpose.

