

Land and Public Registry Office  
Principality of Liechtenstein  
[stamp]

I, the undersigned, do hereby certify that I have this day examined the foregoing document with its original (~~or a properly certified copy of the original~~) and that the same is a true and complete copy thereof.

- 7 FEB 2013

Dated

  
Kim P. H. Chey  
Solicitor  
Hong Kong SAR

Reference number: 0003/2013

## Public Deed

of the

General Assembly Resolutions

of

LGT Bank in Liechtenstein AG

LGT Bank in Liechtenstein Ltd. / LGT Banque de

Liechtenstein S.A. / LGT Banca di Liechtenstein S.A.

(FL-1.122.356)

(now: LGT Bank AG / LGT Bank Ltd. / LGT Bank SA)

domiciled in Vaduz

An extraordinary general assembly of the above mentioned company is held in the office of the authenticating official on January 3, 2013 at 9.30 a.m. The signing authenticating official drafts this Public Deed of the resolutions of the general assembly pursuant to the provisions of the Liechtenstein Person and Company Law (PGR):

I.

Mr **Romuald Axel Maier**, born April 8, 1978, Swiss citizen, Storchenstrasse 8, CH-9435 Heerbrugg, identified by Swiss identity card no. E1360704, appears as declared shareholder's representative according to the original certificate of non-transferability and opens today's general assembly, takes the chair and acts as keeper of the minutes and vote counter at the same time.

II.

The chairman submits the following agenda items:

1. Welcome and establishment of the quorum
2. Amendment of the articles of association
3. Miscellaneous

The agenda is unanimously approved.

III.

**Agenda item 1:**

The chairman notes:

- The total share capital of CHF 291'200'800.00 is represented by him which is accounted for by presentation of the original certificate of non-transferability of the 2'912'008 shares, dated December 19, 2012;
- Today's general assembly is constituted as universal assembly in terms of art. 167 PGR and has a quorum.

No objection is raised to the declarations above.

IV.

**Agenda item 2:**

Upon application of the chairman, the general assembly decides unanimously to change the company name to **"LGT Bank AG / LGT Bank Ltd. / LGT Bank SA"** and accordingly amend article 1 of the articles of association in such a way that it has the following new wording:

*Under the company*

*LGT Bank AG  
LGT Bank Ltd.  
LGT Bank SA*

*a limited company has been established (hereinafter referred to as "Company") for an unlimited duration, domiciled in Vaduz.*

*The Company may set up subsidiaries and branch offices in the Principality of Liechtenstein and abroad.*

Thereupon, the general assembly decides unanimously upon application by the chairman to fully cancel the articles of association and to redraft their wording as enclosed as integral component of this Deed. It shall be refrained from discussing each article.

V.

**Agenda item 3:**

The chairman closes the assembly at 9:50 a.m. after all agenda items have been discussed and no further requests have been received.

The chairman is commissioned and authorized to register for the entry of the resolutions of today's general assembly and the changes resulting thereof in the public register as well as for the publication by the land and public registry office, which he is herewith applying for.

Vaduz, January 3, 2013

[signed]

\_\_\_\_\_  
Romuald Maier

(Chairman and keeper of the minutes)

This document contains the parties' will as disclosed to me. It has been read and acknowledged to be right by the persons who are mentioned and present and signed.

**Land and Public Registry Office**

**Vaduz, January 3, 2013**

**[signed and stamped]**

**Arno Aberer**

**(Authenticating Official)**

## Declaration of the Translator

The following person

**Eichholzer-Keel Daniela**, born August 23, 1969, from Nesslau-Krummenau SG and Rebstein SG, married, resident at Im Zil 45, 8620 Wetzikon ZH, Switzerland, German-English translator,

herewith certifies to tell the truth and being aware of prosecution in the event of falsification of documents pursuant to art. 251 Swiss Criminal Code (StGB) and subreption of false certification pursuant to art. 253 Swiss Criminal Code (StGB):

**"I do certify that I have rendered the translation of the attached *Public Deed of the General Assembly Resolutions of LGT Bank in Liechtenstein AG* to the best of my knowledge and belief from the original German language to English."**

Wetzikon, 11.1.2013

Read and verified:



Daniela Eichholzer-Keel

We are a law firm duly organized as company limited by shares under the laws of Liechtenstein. Our partners are registered with the Liechtenstein Bar and qualified to practice as attorneys at law in Liechtenstein. In such capacity we confirm that

- a. we believe that the above mentioned Daniela Eichholzer-Keel is competent in translating the document into English; and
- b. the translation of the document into English is true and accurate.

Triesen, 14.01.2013

**mayer+roth**  
Rechtsanwälte AG  
Landstrasse 40  
FL-9495 Triesen



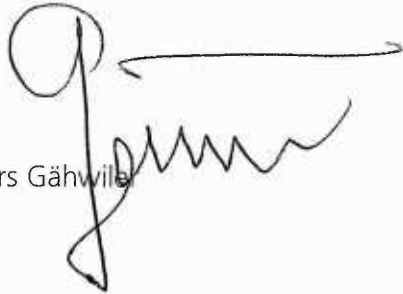
## Certification

I make certification of the following facts:

- a. I believe that the afore -mentioned Daniela Eichholzer-Keel is competent in translating the document into English; and
- b. the translation of the document into English is true and accurate.

Goldach, January 30, 2013

Attorney at law

A handwritten signature in black ink, consisting of a large initial 'U' followed by a series of loops and a long horizontal stroke extending to the right.

Dr. Urs Gähwiler

**Dr.iur. HSG Urs P. Gähwiler**  
**Rechtsanwalt**  
**Rietbergstrasse 20**  
**CH-9403 Goldach**

**ARTICLES OF ASSOCIATION**

**LGT BANK LTD.**  
**Vaduz**

## I. Company, Domicile, Duration and Objective

### Art. 1

#### Company and Domicile

Under the company

LGT Bank AG  
LGT Bank Ltd.  
LGT Bank SA

a limited company has been established (hereinafter referred to as "Company") for an unlimited duration, domiciled in Vaduz.

The Company may set up subsidiaries and branches in the Principality of Liechtenstein and abroad.

### Art. 2

#### Objective

The Company's objective is the operation of all types of banking transactions for its own and foreign account in the Principality of Liechtenstein and abroad.

The scope of the Company's activities comprises, inter alia, the following types of business:

- a) Acceptance of monies in current account, at fixed dates or against the issue of bonds, medium-term notes, savings books and deposit books;
- b) Investment and lending of monies, in particular granting of credits, fixed advances and loans of all kinds, with or without security;
- c) Discounting of bills of exchange and drafts;
- d) Granting of sureties and guarantees;
- e) Execution of payment and documentary credit transactions as well as draft, cheque and documentary credit collections;
- f) Investment counselling and asset management, execution of last wills and testaments as well as liquidation of estates;
- g) Purchase and sale of value rights, foreign currencies, foreign bank notes and precious metals as well as all types of financial instruments traded on the market for its own and foreign account;

- h) Safe custody and administration of securities and other valuables, renting of safe deposit boxes;
- i) Acting as subscription agent and custodian of investment funds;
- k) Assumption and placement of book-entry securities' issues;
- l) Establishment of companies, assumption and administration of participations;
- m) Management consulting, representation and business management of financial and holding companies and other enterprises.

The Company is authorized to acquire, mortgage and sell real estate property in the Principality of Liechtenstein and abroad.

### **Art. 3**

#### **Banking Secrecy**

The Company obligates the members of the Board of Directors, the Executive Board and the auditors, as well as all employees and authorized persons, during their employment with the Company as well as after leaving the Company, to maintain the strictest secrecy about all business transactions of the Company and their clients that may have come to their knowledge during the term of their appointment or employment.

## **II. Assets**

### **Art. 4**

#### **Assets**

The Company assets amount to CHF 291'200'800.-- divided into 2,912,008 fully paid in shares made out to the bearer with a par value of CHF 100.— each. The Company may issue certificates for a multiple of shares.

The general meeting of shareholders may decide to convert bearer shares into registered shares and vice versa.



## Art. 5

### Contribution in kind

Upon its founding in 1990, the Company took over from the original Bank in Liechtenstein Aktiengesellschaft, Vaduz (later called BIL GT Gruppe Aktiengesellschaft, Vaduz) the following contributions in kind in accordance with the contract of November 22, 1990:

Assets and liabilities as well as contingent liabilities including open and hidden reserves in accordance with the split balance sheet of June 30, 1990, whereby the acquired assets amounted to CHF 6'659'730'112.53 and acquired liabilities amounted to CHF 6'158'864'736.53, for the purpose of the continuation of the banking business.

The acquisition happened at a price of CHF 500'865'376.- and was paid by the delivery of 2'912'008 fully paid-in bearer shares with a nominal value of CHF 100.- each of the newly established Bank in Liechtenstein Aktiengesellschaft, Vaduz (henceforth called LGT Bank AG, Vaduz) at an issue price of CHF 172.- each to the former Bank in Liechtenstein Aktiengesellschaft, Vaduz (later called BIL GT Group Limited, Vaduz).

## Art. 6

### Capital Increase

The share capital may be increased upon proposal of the Board of Directors to the extent proposed by the latter by resolution of the general meeting.

Existing shares have a subscription right for newly issued shares proportionately to their nominal value.

The subscription right of the shareholders shall be excluded in all those cases where a resolution of the general meeting or contracts with third parties is opposed to the exercise of this subscription right.

## III. Corporate Bodies

### Art. 7

#### Corporate Bodies

- A) The General Meeting of Shareholders
- B) The Board of Directors
- C) The Executive Board
- D) The Auditors.

## **A) The General Meeting of Shareholders**

### **Art. 8**

#### **Powers**

The powers of the general meeting of shareholders are:

- a) The approval and acceptance of the annual report, the balance sheet and the profit and loss account, as well as the decision upon the appropriation of the net profit and the declaration of dividends, and granting discharge to Board of Directors and Executive Board;
- b) The election and dismissal of members of the Board of Directors;
- c) The election of the auditors;
- d) The adoption and amendment of the articles of association;
- e) The resolution on the merger of the Company;
- f) The resolutions on all matters which are reserved to the general meeting by law or by the articles of association or which have been submitted to the general meeting by another corporate body.

### **Art. 9**

#### **Ordinary General Meeting**

The ordinary general meeting shall be held annually within four months after the closing of the financial year.

The meeting shall be convened by the Board of Directors specifying the agenda at least twenty days prior to the date of the meeting.

In the case of a universal meeting, pursuant to art. 167, para 6 of the Liechtenstein Person and Company Law (PGR), the previously described formalities may be waived.

### **Art. 10**

#### **Presentation of the Annual Financial Statement**

The balance sheet, the profit and loss account, the auditor's report and the company report as well as the proposal upon the appropriation of the net profit must be presented at the registered office of the Company for inspection by the shareholders at least twenty days prior to the date of the meeting.

## **Art. 11**

### **Extraordinary General Meeting**

An extraordinary general meeting may be convened at any time by resolution of the Board of Directors. Furthermore, an extraordinary general meeting shall be convened by the Board of Directors within four weeks if it has been requested by the auditors or one or more of the shareholders representing together at least 10% of the total share capital with a written specification of the agenda items.

The convocation shall happen similar to an ordinary general meeting.

## **Art. 12**

### **Voting Rights**

Each share entitles the holder to one vote.

A shareholder may be represented by a third party, who must present a written authorization.

The form and type of authorisation to attend the general meeting shall be determined by the Board of Directors.

## **Art. 13**

### **Chairmanship and Minutes**

The president of the Board of Directors chairs the general meeting; in his absence another member of the Board of Directors – appointed by him - takes the chair. If the president has failed to do so, the oldest board member shall take the chair.

The minutes must include the resolutions and election results of the general meeting as well as any statements or declarations placed on record by the shareholders; the minutes shall be signed by the chairman, the keeper of the minutes and the vote counters.

## **Art. 14**

### **Votes and Elections**

Voting at the general meeting is open. Secret voting by ballot shall be ordered if demanded by one or several shareholders, who together represent a least one fifth of all the votes present at the meeting.

Elections shall be carried out by paper ballot unless the chairman orders an open vote and no objection is raised.

**Art. 15****Passing of Resolutions**

Unless legal requirements do provide otherwise, the general meeting passes resolutions by an absolute majority of the represented shareholders' votes. In the event of a tie, the chairman shall cast the deciding vote.

**B) Board of Directors****Art. 16****Number of Members and Term of Office**

The Board of Directors is composed of at least three members.

The term of the members of the Board is one year.

The Board of Directors appoint its president and a secretary; the secretary must not necessarily be a member of the Board of Directors.

The president may appoint one of the other members of the Board of Directors to take over his functions during his absence. If he fails to do so, the oldest member of the Board of Directors shall assume his duties during his absence.

**Art. 17****Powers and Duties**

The Board of Directors conducts the businesses of the Company and decides upon all matters which are not reserved to the competence of the general meeting or the auditors by law or the articles of association. He represents the Company vis-à-vis third parties.

The duties of the Board of Directors include in particular:

- a) Definition and periodic review of the corporate strategy, in particular the structuring and review of the business areas of the Company;
- b) Definition of the company structure and organization;
- c) Decision on purchase and sale of entities or part of entities, conclusion and dissolution of important joint ventures and other transactions with a material impact on the business of the Company;
- d) Definition of strategic and annual performance targets of the Company including financial objectives;

- e) Definition and review of the risk policy the Company must pursue;
- f) Definition of staff policy as well as appointment and dismissal of the members of the Executive Board and the heads of branches; as well as persons reporting directly to the chairman of the Executive Board;
- g) Passing of resolutions regarding the establishment, capitalization and liquidation of subsidiaries and branches;
- h) Establishment, cancellation or affiliation to staff pension funds, statements to the corresponding articles and regulations as well as delegation of the representatives of the Company to the governing bodies of the staff pension funds;
- i) Specification of the business area of the Company, issuing of regulations that are required for the overall business operation;
- j) Continuous supervision of the Company, its subsidiaries and branches and accepting regular reports of the Executive Board, in particular about the course of business and the development of the financial services industry;
- k) Preparation of the annual report, the balance sheet and the profit and loss account as well as the proposition regarding the appropriation of the available net profit or the covering of losses for the attention of the general meeting;
- l) Convening and preparation of the issues for the general meeting and implementation of their resolutions;
- m) Appointment of the statutory auditors and treatment of their reports;
- n) Appointment of the internal audit;
- o) Decision about conducting lawsuits with significant impact on the Company;
- p) Passing of resolutions on all matters which are not reserved to the authority of other governing bodies of the Company by the stipulations of any applicable law, internal regulations and other provisions;
- q) Decision about the distribution of dividends pursuant to art. 312, para 4 PGR. Dividends may also be distributed in another form than money.

## **Art. 18**

### **Meetings**

The Board of Directors shall meet as often as business requires, but at least four times a year.

The meeting is convened by invitation of the president. It shall also be convened at the request of one of the members of the Board of Directors or any member of the Executive Board.

The Board of Directors is chaired by the president.

#### **Art. 19**

##### **Resolutions**

The Board of Directors has a quorum if half or at least three of its members are present.

The Board of Directors takes its decisions by a simple majority of votes. In the event of a tie, the chairman shall cast the deciding vote.

Resolutions may be passed by means of a circular letter unless a member requests a discussion at a meeting. Resolutions passed by circular letter require unanimity and must be recorded in the minutes of the next meeting.

If a conflict of interests occurs, particularly when a decision has to be taken on matters that concern a member of the Board of Directors in his function at a related company, the concerned board member must abstain from voting on these and related resolutions.

#### **Art. 20**

##### **Delegation Competence**

The Board of Directors may appoint from its members committees as required at its own discretion and establish the necessary regulations for their activity.

The Board of Directors may transfer specific tasks to individual board members.

The Board of Directors may transfer a part of its tasks and powers to one or several persons, who need not be members of the Board of Directors and whose tasks and powers shall be determined in regulations issued by the Board of Directors.

#### **Art. 21**

##### **Remuneration**

The members of the Board of Directors shall be compensated for their expenses. Moreover, the Board of Directors is authorized to compensate individual members adequately for special tasks.

## **C) The Executive Board**

### **Art. 22**

#### **Executive Board**

The Executive Board is a collegial body and has at least three members including its chairman.

Except for the staff of the branches, the entire staff of the Company including all subsidiaries report to the Executive Board.

### **Art. 23**

#### **Tasks of the Executive Board**

The tasks and powers of the Executive Board must be governed in business regulations issued by the Board of Directors. The Executive Board is charged with the duty to ensure and supervise a consistent management, and to take the decisions that are necessary for the business operations.

The chairman of the Executive Board usually participates at the meetings of the Board of Directors in an advisory capacity with the right to make motions. Furthermore, he may also participate at the meetings of the committees of the Board of Directors in an advisory capacity with the right to make motions. If required, the president of the Board of Directors may invite other members of the Executive Board.

## **D) The Auditors**

### **Art. 24**

#### **Auditors**

The general meeting appoints an audit company for the term of one year, consisting of one or several members that are neither members of the Board of Directors nor employees of the Company. Legal entities may also be appointed as member of the audit company.

The audit company shall examine the annual financial statement and submit a written report according to legal regulations to the ordinary general meeting.

#### **IV. Signing on Behalf of the Company**

##### **Art. 25**

###### **Signatory Power**

The Company is bound by the joint signature of two persons who are authorized to sign on its behalf. Authorized signatories may not sign with each other.

The Board of Directors may establish rulings differing from this regulation. For certain legal acts, two members of the Board of Directors or two persons of the Company who are authorized to sign jointly may grant power of attorney to individual persons of the Company who are authorised to sign jointly or to third parties to represent the Company.

On the order of the Board of Directors, standard correspondence and other documents printed by the Company in large quantities may be handed out with only one signature or without signature. Such exceptions from the principle of joint signature shall be announced in an appropriate manner.

#### **V. Balancing of Accounts, Appropriation of Profits**

##### **Art. 26**

###### **Financial Year**

The financial year of the Company covers the period from January 1 to December 31. Accounting happens according to banking law provisions.

##### **Art. 27**

###### **Appropriation of Net Profit**

At least 5% of the net profit resulting from the annual accounts is to be allocated to the general reserve fund until this fund amounts to 20% of the share capital. The remaining net profit is, subject to legal provisions, at the free disposal of the general meeting.



**Art. 28****Reserves**

The general reserve fund may be used only in accordance to legal provisions. The general meeting may freely dispose of the special reserve fund upon application of the Board of Directors.

**VI. Liquidation****Art. 29****Liquidation**

The general meeting may at any time resolve to dissolve the Company and have the liquidation carried out by the Board of Directors or by third parties. The bodies charged with the liquidation are authorized to sell real estate property independently.

**VII. Legal Disputes****Art. 30****Arbitration**

Upon legal disputes concerning company matters of the Company and its administrative bodies or shareholders or holders of participation certificates or between members of such bodies, a Court of Arbitration finally decides, excluding orderly legal action.

Each of the parties to the dispute shall appoint one arbitrator; the arbitrators shall jointly appoint the umpire. In the event that the arbitrators fail to agree on an umpire within one month, the umpire shall be appointed by the president of the Liechtenstein Landgericht (Court of Justice).

**VIII. Publications****Art. 31****Publication Media**

All announcements from the Company shall be printed in the official publications of the Principality of Liechtenstein.