

**LEGG MASON GLOBAL FUNDS PLC**  
**Riverside Two,**  
**Sir John Rogerson's Quay,**  
**Grand Canal Dock,**  
**Dublin 2, Ireland**

12 October 2018

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE YOU SHOULD SEEK ADVICE FROM YOUR INVESTMENT CONSULTANT, TAX ADVISER OR LEGAL ADVISER AS APPROPRIATE.**

If you have sold or transferred all of your shares in Legg Mason Global Funds plc (the "Company"), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

Unless otherwise defined herein, all capitalised terms shall bear the same meaning as capitalised terms used in the Company's prospectus, as may be amended or supplemented from time to time (the "Prospectus"). Copies of the Prospectus, the memorandum and articles of association and the latest annual and semi-annual reports of the Company are available free of charge upon request and free of charge during normal business hours from the Company or your local representative or paying agent listed in Appendix B.

The Directors of the Company accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement misleading.

Please note that the Central Bank has not reviewed this letter.

Dear Shareholder,

**RE: Approval of amendments to the Company's memorandum and articles of association (the "Articles of Association") and increase in maximum Directors' fees**

**(A) INTRODUCTION**

The Company is authorised by the Central Bank as an open-ended investment company with variable capital incorporated under the laws of Ireland as a public limited company pursuant to the Companies Act 2014 and the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as amended. The Company is organised as an umbrella fund with segregated liability between sub-funds (each a "**Fund**" and collectively the "**Funds**").

The purpose of this letter is to seek your approval to (i) amendments to the Articles of Association, and (ii) an increase in the maximum remuneration payable to the Independent Directors by the Company. These proposed changes are to be considered as an item of special business at the annual general meeting of the Company ("**AGM**") to be held on 23 November 2018.

The proposed changes to the Articles of Association are set out in Appendix A to this letter. Only those articles of the Articles of Association that are proposed to be amended are reproduced in Appendix A.

**Registered Office:** as above  
**Company Registration Number:** 278601  
An umbrella fund with segregated liability between sub-funds  
**Directors:** Mr. Joseph Carrier (US); Mr. Brian Collins; Ms. Fionnuala Doris;  
Mr. Joseph Keane; Mr. Joseph LaRocque (US), Ms. Jane Trust (US)

## (B) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

### 1. Removal of Bearer Certificates

The Companies 2014 Act removed the possibility for an Irish public company to issue bearer certificates. To align the Articles with that Act, it is proposed to remove the possibility for the Company to issue bearer certificates from the Articles of Association. A bearer certificate is a document evidencing ownership of shares, whereby the person who has the certificate in their possession is considered to be the owner of the shares.

The change above does not amount to any change to the investment policy of the Funds or affect the overall risk profile of the Funds, nor will it materially prejudice the rights or interests of Shareholders of the Funds. This change does not result in any changes to the level of fees and charges payable by the Funds.

### 2. Money Market Fund Reform

Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the “**MMF Regulation**”) took effect on 20 July 2017 and full compliance with the regulation is required by 21 January 2019.

The MMF Regulation lays down new rules for money market funds (“**MMFs**”) established, managed or marketed in the European Union (the “**MMF Rules**”). The MMF Rules require certain provisions to be included in the articles of incorporation of companies, such as the Company, that offer MMFs. The proposed amendments to the Articles are intended to comply with the MMF Rules. The Company currently offers the Legg Mason Western Asset US Money Market Fund, and may establish and offer other MMFs in the future.

The MMF Rules provide for the following MMF types and structures:

- short-term public debt constant net asset value (“**Public Debt CNAV**”) MMFs;
- short-term low volatility net asset value (“**LVNAV**”) MMFs (and together with Public Debt CNAV MMF “**CNAV MMFs**”); and
- short term or standard variable net asset value (“**VNAV**”) MMFs.

The proposed changes to the Articles enable the Company to offer any of the above three types of MMFs. The Company intends to propose converting the Legg Mason Western Asset US Money Market Fund (the “**Existing MMF**”) into a public debt CNAV MMF. That conversion will require the approval of the Shareholders of the Existing MMF and will be proposed at a separate meeting of that Fund’s Shareholders (the “**Existing MMF Conversion**”). If either the changes to the Articles or the Existing MMF Conversion are not approved, then the Existing MMF will not convert into a Public Debt CNAV MMF and will be liquidated pursuant to a notice to Shareholders of the Existing MMF.

### Changes to Articles of Association

To comply with the MMF Regulation, the following material changes (the “**Material Changes**”) are proposed to be made to the Articles of Association. The Material Changes would have no bearing on the features and risks of the Company except potentially for the Existing MMF if the Existing MMF Conversion is approved.

Article	Explanation of Proposed Amendment	Implications for Features, Risks, Operations and Management of the Company
Art. 1 “Definitions”	Addition of the following definitions: - “CNAV MMF” (including “Public Debt CNAV MMF” and “LVNAV MMF”), which are the fund structures provided for by the MMF Regulation; and - “MMF Regulation”.	Together with the other changes below, this change would allow the Company to create and offer CNAV MMFs (including Public Debt CNAV MMFs and LVNAV MMFs) in the future.
Art. 8 “Price Per Share”	Addition of a provision to cover issuance price and repurchase price for Public Debt CNAV MMFs and LVNAV MMFs. Public Debt CNAV MMFs may be issued or repurchased at their constant NAV per share, provided that the deviation between the amortised cost valuation and mark-to-market or mark-to-model valuation does not exceed 0.5%.  LVNAVs may also be issued or repurchased at their constant NAV per share, provided the deviation between the constant NAV per share and the mark-to-market and/or mark-to-model valuation does not exceed 0.2%.	Currently, the Existing MMF's Distributing Class seeks to maintain a constant NAV per Share at US\$1.00 at which Shares may be purchased and sold. The Existing MMF's Accumulation Class does not have a constant NAV per Share. The Existing MMF will continue with the above dealing arrangement in respect of the Distributing and Accumulation Classes.  The provisions relating to the LVNAV MMFs do not impact any existing Funds but would apply to any LVNAV MMFs created and offered by the Company in the future.
Art. 10 “Repurchase of Shares”	Addition of provisions relating to liquidity management for a CNAV MMF, including liquidity fees, repurchase deferrals and suspensions.  If the total duration of a suspension exceeds 15 days within a 90-day period, the relevant Fund shall automatically cease to be a CNAV MMF. Shareholders of the relevant CNAV MMF shall be immediately informed in writing.	The liquidity fees, repurchase deferrals and suspensions could be imposed on any CNAV MMF (including the Existing MMF) in relation to repurchases if the Fund's weekly maturing assets fall below certain thresholds as further disclosed below.  Where the relevant Fund ceases to be a CNAV MMF as a result of this provision, it is expected that such CNAV MMF will be liquidated.
Art. 13 “Valuation of Assets”	Amendment of the provisions relating to the valuation of assets for MMFs.  The provisions in Article 13(c) allow for the amortised cost method to be used for valuing the assets of a Public Debt CNAV MMF and, provided certain requirements are met, assets of an LVNAV MMF having a residual maturity of up to 75 days.	Currently, the Existing MMF uses amortised cost method to value all its investments, subject to the Deviation Monitoring and Deviation Policy. The Existing MMF will continue with this existing valuation policy. The Company will also be required to comply with any required deviation rules that may be published in the future by the Central Bank.  The provisions relating to the LNVAV MMFs do not impact any existing Funds but would apply to any LVNAV MMFs

		created and offered by the Company in the future.
Article 15 “Investment Objectives”	Addition of a provision allowing an MMF to invest up to 100% of its assets in money market instruments issued or guaranteed by certain governments or agencies subject to the conditions set out in Articles of Association.	Currently, Article 15(c) sets out the money market instrument issuers in which a Fund may invest up to 100% of its assets. New Article 15(k) sets out a different list of issuers which will be applicable only for MMF, including the Existing MMF.

In relation to the Material Change to Article 10 “*Repurchase of Shares*”:

1. Where weekly maturing assets fall below 30% of the Net Asset Value of the MMF and the net daily redemptions on a single Dealing Day exceed 10% of the Net Asset Value of the MMF, Western Asset will immediately inform the Directors. The Directors will decide whether to apply one or more of the following measures:

- (a) apply liquidity fees on redemptions that adequately reflect the cost to the MMF of achieving liquidity and ensure that Shareholders who remain in the MMF are not unfairly disadvantaged when other Shareholders redeem their Shares during the period;
- (b) apply redemption gates that limit the amount of Shares to be redeemed in the MMF on any one Dealing Day to a maximum of 10% of the Shares in the MMF for any period up to 15 days;
- (c) suspend redemptions for any period up to 15 days; or
- (d) take no immediate action other than adopting as a priority objective the correction of that situation taking due account of the interests of the MMF’s Shareholders.

2. Where weekly maturing assets fall below 10% of the Net Asset Value of the MMF, Western Asset will immediately inform the Directors and the Directors will apply one or more of the following measures:

- (a) apply liquidity fees on redemptions that adequately reflect the cost to the MMF of achieving liquidity and ensure that Shareholders who remain in the MMF are not unfairly disadvantaged when other investors redeem their Shares during the period; or
- (b) suspend redemptions for a period of up to 15 days.

The additional liquidity fees (which may be borne by the Shareholder redeeming from the relevant CNAV MMF) are intended to adequately reflect the cost to the relevant CNAV MMF of achieving liquidity and ensure that Shareholders who remain within the CNAV MMF are not unfairly disadvantaged when other Shareholders redeem their Shares. Liquidity fees will be calculated with reference to the estimated costs of selling the assets necessary to meet repurchase requests, with such costs including any dealing spreads, market impact, commissions and transfer taxes.

The additional circumstances of repurchase deferrals and suspensions are tools that the Directors may use as part of the liquidity management procedure to try to manage the level of outflows from any CNAV MMF. The excess repurchase requests will be deferred and deferred requests will be treated as if they were received for each subsequent Dealing Day (in relation to which the fund has the same

power of deferral at the then prevailing limit) until all the Shares to which the original request related have been redeemed. In such cases, the Company may reduce requests pro rata on the next and following Dealing Days so as to give effect to the above limitation. Shareholders should note that under the existing Prospectus, all Funds (including the Existing MMF) may defer redemptions on any Dealing Day to the extent they exceed 10% of the Shares in issue (regardless of the liquidity of the investments of the relevant Fund), and this will continue to be the case.

Redemption suspensions would be used only where other available tools are deemed insufficient or ineffective by the Directors, including where the Directors believe that meeting redemption requests could cause the CNAV MMF to realise losses on investments to the detriment of all Shareholders of the CNAV MMF. In the event of a suspension, the Directors would consider on each successive Dealing Day whether to continue or lift the suspension.

There is no change in the fee level and cost in managing the Company following the implementation of the Material Changes except as already set out above. The costs and expenses incurred which arise from or are incidental to the AGM including in relation to these Material Changes and the implementation of these Material Changes in the Prospectus (including legal and administrative costs) will not be material and will be borne by the Company. The costs and expenses will be allocated amongst the Funds on a fair and equitable basis. Actual costs may be higher or lower.

The Material Changes (except for the change to Article 10) do not materially prejudice the rights and interests of the existing Shareholders. The changes to Article 10 are intended to benefit Shareholders generally, although Shareholders who redeem during the relevant periods where liquidity management tools are applied may be disadvantaged as they may be subject to additional liquidity fee when redeeming their Shares, and subject to additional circumstances where their repurchases may be deferred or suspended (even though their redemption may be deferred or suspended currently).

The following non-material changes (the "**Non-material Changes**") are also proposed to be made to the Articles of Association:

- To the extent required by the MMF Regulation, if a Fund is regulated as a MMF, the Company shall establish, implement and consistently apply prudent and rigorous liquidity management procedures for ensuring compliance with the weekly liquidity thresholds applicable to that Fund;
- Addition of a provision describing the rounding convention for the calculation of the NAV per Share for MMFs;
- Addition of a provision requiring a prudent internal quality assessment procedure for determining the credit quality of assets held by an MMF; and
- Other consequential and stylistic changes.

The above Non-material Changes above do not amount to any changes to the investment policy of the Funds or affect the overall risk profile of the Funds, nor will they materially prejudice the rights or interests of the Shareholders of the Funds. The above Non-material Changes do not result in any changes to the level of fees and charges payable by the Funds.

### 3. **Valuation of Securities**

It is proposed to add the following disclosure to Article 13(b) of the Articles of Association regarding the services that may be used by the Directors to determine the value of securities:

“In valuing debt securities, the Directors may make use of valuations provided by a principal market maker or a pricing service, both of which may use electronic data processing techniques to determine valuations for normal institutional trading units of debt securities without exclusive reliance on quoted prices. A pricing service may use such pricing procedures as the

Directors, or their delegate, may from time to time approve, including “matrix” comparisons to price for comparable securities on the basis of quality, yield, maturity and/or relevant factors where reliable market quotations are not available.”

While this method of fair valuation is already provided for in the existing disclosure in the Articles of Association, this disclosure is made to clarify existing practice in valuing debt securities and to align with new requirements from the Central Bank in relation to the MMF Rules.

There are no significant changes and implications on the features and risks of the Company as a result, and there is no impact to the current operation or management of the Company. There is also no change in the fee levels and costs in managing the Company following the implementation of the above change. There are also no additional costs or expenses that will be incurred in connection with this change. This change does not materially prejudice the rights or interests of the Company's existing Shareholders.

### (C) INCREASE IN MAXIMUM REMUNERATION OF DIRECTORS

The Directors are proposing to increase the maximum remuneration payable to the Directors. Currently, as provided in the Prospectus:

“The Directors shall be entitled to a fee by way of remuneration for their services at a rate to be determined from time to time by the Directors provided that the aggregate amount of Directors’ remuneration in any one year, including reimbursement for out-of-pocket expenses, shall not exceed US\$250,000 per annum without Shareholders’ prior approval.”

The Directors propose to replace the above wording with the following:

“Each Director who is not an employee of a Legg Mason Group company shall be entitled to fees by way of remuneration for his or her services at a rate to be determined from time to time by the Directors, provided that the annual fees paid to each Director shall not exceed Euro 200,000. The foregoing limit shall not be increased without Shareholders’ prior approval. In addition, each Director of the Company shall be entitled to reimbursement for any out-of-pocket expenses.”

The Directors believe that a maximum limit on remuneration payable to any one director who is not an employee of a Legg Mason Group company (“**Independent Director**”), rather than a maximum on remuneration payable in aggregate to the Directors, is more appropriate given that the number of Directors on the Board has increased and could change again in the future. Currently, only the Independent Directors receive fees, and the disclosure will be enhanced to clarify that only such Independent Directors are entitled to remuneration. Out-of-pocket expenses, however, will continue to be reimbursable for all Directors, and these will no longer be subject to the overall remuneration limit. The relevant currency for the remuneration limit is changed from US\$ to Euro, reflecting that the Independent Directors receiving fees are Irish-based and therefore paid in Euros.

Shareholders should note that if the new wording is approved, and assuming the current Board composition remains as is (i.e. three Independent Directors out of a total of six Directors), then the aggregate remuneration payable to the Independent Directors in a year may be up to Euro 600,000 per annum (not including any reimbursement for out-of-pocket expenses), which will be borne by the Company (and therefore ultimately borne by the Shareholders). Euro 600,000 is approximately US\$700,000<sup>1</sup>, which is considerably higher than the current aggregate remuneration limit of US\$250,000. The aggregate remuneration payable to the Independent Directors may exceed Euro 600,000 should there be an increase in the number of Independent Directors (out of a total of six Directors).

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<sup>1</sup> This is based on an exchange rate of 25 June 2018. Exchange rates will vary over time.

It is currently not expected that there will be any significant impact on the level of ongoing charges expressed as a percentage of the NAV of the Funds. While this remuneration increase may be materially prejudicial to the existing Shareholders' rights as this increases the liability of the Company, the Directors believe that the higher remuneration limit is warranted. The Company last increased the limit in 2006; the Company's assets have grown considerably, from approximately US\$4.5 billion as of end of February 2006 to approximately US\$22.4 billion as of end of February 2017, as have the number of active Funds and share classes offered by the Company. The regulatory obligations of the Company and the Board have also increased. The Directors believe that the new higher limit will give sufficient flexibility to gradually increase current remuneration, without having to return to Shareholders in the near-term or medium-term to seek any further increase in the limit. If the proposed limit is approved, the actual amount payable to the Directors in each year will continue to be disclosed in the annual financial report of the Company. There is no change in the operations and/or manner in which the Company is being managed other than the above.

**(D) NOTICE OF MEETING TO CONSIDER AND VOTE ON THE CHANGES TO THE ARTICLES OF ASSOCIATION AND THE INCREASE IN DIRECTORS' MAXIMUM REMUNERATION**

You will find enclosed a notice of the AGM which will be held at Arthur Cox Building, Ten Earlsfort Terrace, Dublin 2, Ireland on 23 November 2018 at 11:00a.m. (Irish time). At the AGM, Shareholders will be asked to consider the items of ordinary business set out in the notice of the AGM. In addition, Shareholders will be asked to consider, the resolutions approving (i) the amendments to the Articles of Association described above, and (ii) the increase in the maximum remuneration payable to the Independent Directors

It is necessary for at least two Shareholders to be present either in person or by proxy to constitute a quorum at the AGM. If there is no quorum at the AGM, the AGM will be adjourned until 11:00a.m.(Irish time) on 28 November 2018.

**1. Amendment to the Articles of Association**

The amendments to the Articles of Association require the approval of the Shareholders by way of a special resolution. This means that at least 75% of votes cast by the Shareholders present and voting in person or by proxy at the AGM must vote in favour of the resolution. A copy of the proposed special resolution can be found in the notice of AGM.

A copy of the revised Articles of Association blacklined to show the proposed amendments will be available for inspection at the offices of Arthur Cox, Ten Earlsfort Terrace, Dublin 2, Ireland from the date of dispatch of this letter until the close of business on the Business Day in Ireland before the AGM and will also be available for inspection at the place of the AGM for at least 15 minutes prior to and during the meeting. Shareholders may review the revised Articles of Association online by visiting [www.leggmasonglobal.com](http://www.leggmasonglobal.com) and then accessing the website for their jurisdiction. A copy of the revised Articles of Association may be obtained, free of charge, upon request during normal business hours from the Company or your local representative or paying agent listed in Appendix B.

If Shareholders pass the resolution to approve the revised Articles, they will take effect on the effective date as set out in Section 3 below. If Shareholders do not pass this resolution, then the current Articles will continue to apply.

**2. Increase in Directors' Maximum Remuneration**

The increase in the maximum remuneration payable to the Independent Directors requires the approval of the Shareholders by way of an ordinary resolution. This means that at least 50% of votes cast by the Shareholders present and voting in person or by proxy at the AGM must vote in favour of the resolution. A copy of the proposed resolution can be found in the notice of the AGM. If Shareholders pass the resolution to approve the increase in the maximum remuneration, the higher maximum remuneration

will take effect on the effective date as set out in Section 3 below. If Shareholders do not pass this resolution, then the current maximum remuneration figure will continue to apply.

### 3. **Effective Date of Changes**

Subject to Shareholder approval at the AGM, the proposed amendments to the Articles of Association and increase in the Directors' maximum remuneration will take effect on 14 January 2019 or such later date as will be communicated to Shareholders on [www.leggmasonglobal.com](http://www.leggmasonglobal.com) (and by e-mail to those Shareholders who have provided an e-mail address to the Company) (the "**Effective Date**"). If you prefer to obtain communication of the Effective Date by other means, please contact the Company, the Administrator or your local representative or paying agent as set out in Appendix B.

### 4. **Costs and Expenses**

The costs and expenses incurred (which will be allocated amongst the Funds on a fair and equitable basis) which arise from or are incidental to the AGM and the implementation of the Changes in the Prospectus (including legal and administrative costs) will not be material and will be borne by the Company. Actual costs may be higher or lower.

#### (E) **PROXY FORMS**

The form of proxy accompanying the notice of AGM enclosed with this letter should be completed and returned in accordance with the instructions thereon so as to be received by email to [legg.mason@bnymellon.com](mailto:legg.mason@bnymellon.com), by fax to +353 53 91 49710, or by mail to: Legg Mason Global Funds plc, c/o BNY Mellon Fund Services (Ireland) Designated Activity Company, One Dockland Central, Guild Street, International Financial Services Centre, Dublin 1, Ireland, marked for the attention of Malo Roban, as soon as possible and in any event, not later than 48 hours before the time fixed for the holding of the AGM. Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM.

#### (F) **REDEMPTION OF SHARES**

If you do not wish to remain invested in the Company following the implementation of the changes (if the resolution is passed), you will have the opportunity to redeem your Shares, free of charges by the Company, on any Dealing Day prior to the date of the AGM by sending a completed redemption form to the Administrator by the redemption deadline for the relevant Fund for the relevant Dealing Day.

#### (G) **CONCLUSION**

The Directors consider that the proposed changes are in the best interests of the Shareholders as a whole and recommend that you vote in favour of the proposals. Should you have any questions relating to these matters, you should contact the Company or the Administrator, or alternatively you should contact your investment consultant, tax adviser or legal adviser as appropriate.

Yours faithfully,



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Director  
For and on behalf of  
Legg Mason Global Funds plc



## APPENDIX A

### PROPOSED REVISED ARTICLES OF THE ARTICLES OF ASSOCIATION

#### Amendments to Article 1:

##### 1. DEFINITIONS

- (a) The following words shall bear the meanings set opposite to them unless inconsistent with the subject or context:

“Accounting Period” means a financial year of the Company commencing on the end of the last financial year and ending on the last day of February of the subsequent year or on such other date as the Directors may determine.

“Act” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force and “Acts” means the Act and all statutes and statutory instruments which are to be read as one with, or construed or read together with or as one with, the Act and every statutory modification and re-enactment thereof for the time being in force.

“address” includes any number or address used for the purposes of communication by way of electronic mail or other electronic communication.

“Administration Agreement” means any agreement for the time being subsisting to which the Company and the Administrator are parties and relating to the appointment and duties of the Administrator.

“Administrator” means any person, firm or corporation appointed and for the time being acting as registrar and administrator of the Company’s affairs.

“advanced electronic signature” has the meaning given to those words in the Electronic Commerce Act, 2000.

“Annual Report” means a report prepared in accordance with Article 29 hereof.

“Associated Company” means any corporation which in relation to the person concerned (being a corporation) is a holding company or a subsidiary of any such holding company of a corporation (or a subsidiary of a corporation) at least one-fifth of the issued equity share capital of which is beneficially owned by the person concerned or an associate thereof under the preceding part of this definition. Where the person concerned is an individual or firm or other unincorporated body the expression “Associate” shall mean and include any corporation directly or indirectly controlled by such person.

“Auditors” means the Auditors for the time being of the Company.

“Base Currency” means the base currency for a fund as may be specified in the Prospectus.

“Board” means the Board of Directors of the Company including any committee of the Board.

“Business Day” means such day or days as shall be specified in the Prospectus relating to a fund.

“Central Bank” means the Central Bank of Ireland or such successor regulatory authority with responsibility for the authorisation and supervision of the Company.

“class” means any class of shares from time to time created by the Company details of which shall be set out in the Prospectus.

“Class Dilution Adjustment” means an adjustment made to the Net Asset Value per Share of a class of a fund which adjustment is made solely for the purpose of reducing the effects of specific costs applicable to the class, such as hedging costs, on Members’ interests in the class.

“Clear Days” means, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“CNAV MMF” means a money market fund (“MMF”) that is authorised under the MMF Regulation as a public debt constant net asset value MMF (“public debt CNAV MMF”) or low volatility net asset value MMF (“LVNAV MMF”).

“Commission” means such amount payable on the issue or redemption of shares in the Company which may be payable to any distributor of a fund and as may be more particularly specified in the Prospectus.

“Dealing Day” means such Business Day or Business Days as the Directors from time to time may determine for each fund provided that:-

- (i) there shall be at least two Dealing Days in each month;
- (ii) in the event of any changes in a Dealing Day reasonable notice thereof shall be given by the Directors to each Member at such time and in such manner as the Depositary may approve; and
- (iii) unless otherwise determined by the Directors and specified in the Prospectus for a fund, the assets of the Company or a fund shall be valued as at the close of business on the Business Day preceding each Dealing Day.

“Depositary” means any corporation appointed and for the time being acting as depositary of any of the assets of the Company.

“Depositary Agreement” means any agreement for the time being subsisting between the Company and the Depositary relating to the appointment and duties of such Depositary.

“Director” means any director of the Company for the time being.

“Duties and Charges” means all stamp and other duties, taxes, governmental charges, valuation fees, property management fees, agents fees, brokerage fees, bank charges, transfer fees, registration fees and other charges whether in respect of the constitution or increase of the assets or the creation, exchange, sale, purchase or transfer of shares or the purchase or proposed purchase of investments or otherwise which may have become or will become payable in respect of or prior to or upon the occasion of any transaction, dealing or valuation, but not including commission payable on the issue of shares.

“electronic” has the meaning given to that word in the Electronic Commerce Act, 2000.

“electronic communication” has the meaning given to those words in the Electronic Commerce Act, 2000.

“electronic signature” has the meaning given to those words in the Electronic Commerce Act, 2000.

“Euro” or “€” means the euro.

“Fractional Share” means a fractional share in the Company issued in accordance with Article 7(d).

“fund” means any fund from time to time established pursuant to Article 4 which may comprise one or more classes of shares in the Company and in accordance with the definition of “sub-fund” in Part 3, section 22 of the Investment Funds, Companies and Miscellaneous Provisions Act 2005.

“Fund Dilution Adjustment” means an adjustment made to the Net Asset Value per Share of a fund which adjustment is made solely for the purpose of reducing the effects of costs of dealing in the underlying investments of a fund, including any dealing spreads, market impact, commissions and transfer taxes, on Members’ interests in a fund.

“Initial Offer Period” means the period during which shares of a fund are offered by the Company for purchase or subscription at the Initial Price.

“Initial Price” means the price at which any shares of a fund are first offered for purchase or subscription.

“Investment” means any of the investments, cash or cash equivalent of the Company as more particularly set out in the Prospectus.

“Investment Manager” means any person, firm or corporation appointed and for the time being providing, inter alia, investment advice in relation to the management of the Company’s Investments.

“In writing” means written, printed, lithographed, photographed, telexed, telefaxed, electronic communication or represented by any other substitute for writing or partly one and partly another.

“Management Agreement” means any agreement for the time being subsisting to which the Company and the Manager are parties and relating to the appointment and duties of the Manager.

“Manager” means any person, firm or corporation appointed and for the time being acting as manager, administrator and investment manager in respect of the Company.

“Member” means a person who is registered as the holder of shares in the Register.

“Minimum Holding” means a holding of shares in any fund the value of which is not less than such amount as may be specified in the Prospectus.

[“MMF Regulation” means Regulation \(EU\) 2017/1131 of the European Parliament and the Council of 14 June 2017, as amended.](#)

“Month” means calendar month.

“Net Asset Value” means the amount determined for any particular Dealing Day pursuant to Articles 12 and 13 hereof.

“Officer” means any director of the Company or the Secretary.

“Ordinary Resolution” means a resolution of the Company, a fund, or any class of shares in the Company, as the context may require, which, if considered at a general meeting, may be passed by a simple majority of the votes cast.

“Preliminary Expenses” means the preliminary expenses incurred in the establishment of the Company or a fund (other than the costs of incorporating the Company), the obtaining by the Company of approval from the Central Bank as a designated investment company under the Act, the registration of the Company with any other regulatory authority and each offer of shares of a fund to the public (including the costs of preparing and publishing the Prospectus) and may include any costs or expenses (whether incurred directly by the Company or not) incurred in connection with any subsequent application for a listing or quotation of any of the shares in the Company or of a fund on a stock exchange or regulated market and the costs of establishing any trust or investment vehicle to facilitate investment in the Company or of a fund.

“Prospectus” means the prospectus from time to time issued by the Company in relation to any fund or funds.

“qualified certificate” has the meaning given to those words in the Electronic Commerce Act, 2000.

“Register” means the register in which are listed the names of Members of the Company.

“Regulated Market” means any stock exchange or regulated market in the European Union or a stock exchange or regulated market which is provided for in Article 15 hereof.

“Regulations” means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as amended and any amendments or replacements thereto for the time being in force.

“Secretary” means any person, firm or corporation for the time being appointed by the Directors to perform any of the duties of the secretary of the Company.

“share” or “shares” means a share or shares in the Company representing interests in a fund.

“Signed” includes a signature or representation of a signature affixed by mechanical or other means.

“Special Resolution” means a special resolution of the Company, a fund or any class of shares in the Company, as the context may require, passed in accordance with the Act.

“Subscriber Shares” means the shares which the subscribers to the memorandum and articles of association of the Company agree to subscribe for as more particularly hereinafter set forth after their names together with such other shares as may be designated by the Directors as subscriber shares.

“Subsidiary Company” means any subsidiary company within the meaning of the Act.

“U.S. Dollar” or “U.S.\$” means United States dollars, the lawful currency of the U.S.

“U.S.” means the United States of America, its territories, its possessions and all other areas subject to its jurisdiction.

“U.S. Person” means, unless otherwise determined by the Directors, (i) a citizen or resident of the U.S., or any of its territories or possessions or areas subject to its jurisdiction, (ii) a partnership organised or existing under the laws of any state, territory or possession of the U.S.; (iii) a corporation organised under the laws of the U.S. or of any state, territory or possession thereof, (iv) any estate or trust which is not subject to U.S. income tax on its income which is not effectively connected to a U.S. trade or business is derived from sources outside the U.S.; (v) any estate or trust which has a U.S. Person as its executor, administrator or trustee; and (vi) to the extent provided in regulation, certain trusts which were U.S. Persons prior to August 20, 1996 and which elect to continue to be treated as U.S. Persons.

- (b) Reference to enactments and to articles and Sections of enactments shall include reference to any modifications or re-enactments thereof for the time being in force.
- (c) Unless repugnant to the context:-
  - (i) words importing the singular number shall include the plural number and vice versa;
  - (ii) words importing the masculine gender only shall include the feminine gender;
  - (iii) words importing persons only shall include companies or associations or bodies of persons, whether corporate or not;
  - (iv) the word “may” shall be construed as permissive and the word “shall” shall be construed as imperative;
  - (v) expressions in these Articles referring to writing (and whether or not qualified by reference to it being or being required to be under hand of the writer or other similar expression) shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form provided, however, that it shall not include writing in electronic form except: (a) as provided in these Articles and/or (b) where it constitutes writing in electronic form sent to the Company, the Company has agreed to its receipt in such form. Cognate words shall be similarly construed. Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand or under any mode of electronic signature as shall be approved by the Directors. Expressions in these Articles referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Company has agreed to; and
  - (vi) unless the contrary intention appears, the use of the word “address” in these Articles in relation to electronic communications includes any number or address or other location used for the purpose of such communications.

#### **Amendments to Article 5:**

- 5. **SHARE CERTIFICATES; AND CONFIRMATIONS OF OWNERSHIP ~~AND BEARER CERTIFICATES~~**
  - (a) A Member shall have his title to shares evidenced by having his name, address and the number of shares held by him entered in the Register which shall be maintained in the manner required by law, provided that no person holding less than the Minimum Holding shall be entered on the Register as a Member.
  - (b) A Member whose name appears in the Register shall be issued with a confirmation of ownership or/and may be issued with a share certificate or share certificates (issued under the common seal of the Company and signed by the Depository) representing the

- number of shares held by him, provided, however, that no share certificate shall be issued unless requested by a Member and agreed to by the Board.
- (c) If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed, a new share certificate representing the same shares may be issued to the Member upon request subject to delivery up of the old share certificate or (if alleged to have been lost, stolen or destroyed) on compliance with such conditions as to evidence and indemnity and the payment of exceptional out-of-pocket expenses of the Company in connection with the request as the Directors may think fit.
- (d) The Register may be kept on magnetic tape or in accordance with some other mechanical or electrical system provided legible evidence can be produced therefrom to satisfy the requirements of applicable law and of these Articles.
- (e) The Directors shall cause to be entered in the Register in addition to the particulars required to be so entered by the law the following particulars:-
- (i) the name and address of each Member (save that in the case of joint holders, the address of the first named holder only need be entered), a statement of the shares of each class held by him and of the amount paid or agreed to be considered as paid on such shares;
  - (ii) the date on which each person was entered in the Register as a Member; and
  - (iii) the date on which any person ceased to be a Member.
- (f) (i) The Register shall be kept in such manner as to show at all times the Members of the Company for the time being and the shares respectively held by them.
- (ii) The Register shall be open to inspection at the registered office of the Company in accordance with the law. A Member shall be entitled to inspect only his own entry on the Register.
  - (iii) The Company may close the Register for any time or times not exceeding, in the whole, thirty days in each year.
- (g) The Directors shall not be bound to register more than four persons as the joint holders of any share or shares. In the case of a share held jointly by several persons, the Directors shall not be bound to issue therefor more than one confirmation of ownership or share certificate, and the issue of a confirmation of ownership, or share certificate for a share to the first named of several joint holders shall be sufficient delivery to all.
- (h) Where two or more persons are registered as the holders of any shares they shall be deemed to hold the same as joint tenants, subject to the provisions following:-
- (i) the joint holders of any shares shall be liable, severally, as well as jointly, in respect of all payments which ought to be made in respect of such shares;
  - (ii) any one of such joint holders of shares may give effectual receipts for any dividend, bonus or return of capital payable to such joint holders;
  - (iii) only the first-named of the joint holders of a share shall be entitled to delivery of the share certificate relating to such share or to receive notices from the Company to attend General Meetings of the Company. Any share certificate delivered to the first-named of joint holders shall be effective delivery to all, and any notice given to the first-named of joint holders shall be deemed notice given to all the joint holders;
  - (iv) the vote of the first-named of joint holders who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders; and
  - (v) for the purpose of the provisions of this Article, the first-named shall be determined by the order in which the names of the joint holders stand in the Register.
- (i) The Company shall ~~have the power to issue under its common seal a bearer certificate stating that the bearer of the bearer certificate is entitled to the shares therein specified, provided that such bearer certificate is signed by the Depositary and such bearer certificate may be issued at the discretion of the Directors subject to the payment by~~

~~the Member of the Company's or the Administrator/Manager's (as applicable) costs, including insurance costs, in relation to the issue and delivery of the bearer certificate and a Member shall be entitled to surrender any or all of his written confirmation of ownership or share certificate and have issued in lieu thereof a bearer certificate or bearer certificates representing in the aggregate a like number of shares.~~ not issue bearer certificates.

- ~~(j) — The Company shall recognise the bearer of a bearer certificate as the absolute owner of the shares represented by such bearer certificate and shall not be bound by any notice to the contrary nor be bound to take notice of or to see to the execution of any trust and all persons may act accordingly and the Company shall not, save as herein otherwise provided and except as ordered by a court of competent jurisdiction or as by law required, be bound to recognise (even when having notice thereof) any beneficial interest in the bearer certificate. The receipt of the bearer of a bearer certificate for any monies payable in respect of the shares represented by such bearer certificate shall be a good discharge to the Company.~~
- ~~(k) — The Company may issue such bearer certificates, either to first time subscribers in the Company (if they so request) or to existing Members in respect of shares already held by such Members. The holder of a bearer certificate shall be deemed to be a full member of the Company.~~
- ~~(l) — On the issue of a bearer certificate, the Company shall enter the following information in the Register:-
  - ~~(i) — the fact of the issue of the bearer certificate;~~
  - ~~(ii) — a statement of the shares included in the bearer certificate, distinguishing each share by its number so long as the share has a number; and~~
  - ~~(iii) — the date of the issue of the bearer certificate.~~~~
- ~~(m) — Where an existing Member applies for a bearer certificate, the Company shall, on the issue of the bearer certificate, strike that Member's name from the Register as if he had ceased to be a Member and the only information appearing in relation to that member on the Register shall be the information set out at Article 5(1)(i), (ii) and (iii) above.~~
- ~~(n) — Where a Member does not wish all of his shares to be represented by a bearer certificate or bearer certificates, the Company at the request of the Member may issue a written confirmation of ownership or share certificate in respect of the balance of the Member's Shares and the Register shall be amended accordingly.~~
- ~~(o) — A Member shall be entitled to surrender any or all of his bearer certificates and have issued in lieu thereof a confirmation of ownership or share certificate in respect of his shares.~~
- ~~(p) — Where a Member does not wish all the shares represented by such surrendered bearer certificate or bearer certificates to be represented by a confirmation of ownership or share certificate then the balance of such shares shall be represented by a new bearer certificate or bearer certificates as the Member may request.~~
- ~~(q) — The Directors shall also be entitled to charge a Member such fee as the Directors from time to time may determine in respect of the cost of any exchange between bearer certificates and confirmations of ownership or share certificates.~~
- (i)

## Amendments to Article 8:

### 8. PRICE PER SHARE

- (a) The Initial Price per share and the Initial Offer Period shall be determined by the Directors and the Commission payable on the Initial Price and the Initial Offer Period in relation to any fund shall be determined by the Directors.
- (b) The price per share on any Dealing Day following the Initial Offer Period shall be the Net Asset Value per share applicable in the case of issues of shares as determined in accordance with Articles 12 and 13.
- (c) The Directors may require an applicant for shares to pay to the Company in addition to the price per share commission and such Duties and Charges in respect of the shares as the Directors from time to time may determine.
- (d) Subject to the provisions of the Regulations, the Directors on or with effect from any Dealing Day may issue shares on terms providing for settlement to be made by the vesting in the Company of any investments for the time being held or which may be held hereunder and in connection therewith the following provisions shall apply:-
  - (i) the Directors shall be satisfied that the terms of any such exchange shall not be such as are likely to result in any material prejudice to the Members in the relevant fund;
  - (ii) the number of shares to be issued shall be not more than the number which would have been issued for settlement in cash as hereinbefore provided on the basis that the amount of such cash was an amount equal to the value of the investments to be so vested in the Company as determined by the Directors on the relevant Dealing Day;
  - (iii) no shares shall be issued until the investments shall have been vested in the Depository to the Depository's satisfaction;
  - (iv) any Duties and Charges arising in connection with the vesting of such investments in the Company shall be paid by the person to whom the shares are to be issued;
  - (v) the Depository shall be satisfied that the terms on which the shares are issued shall not be such as are likely to result in any prejudice to the existing Members in the relevant fund.
- (e) No shares shall be issued on any Dealing Day on which the determination of the Net Asset Value of the Company is suspended pursuant to Article 12 hereof.
- (f) The distributing shares of a fund that is authorised as a public debt CNAV MMF may be issued or repurchased at a price that is equal to that fund's constant Net Asset Value per share, subject to any policy set out in the Prospectus regarding the use of a NAV per Share valued in accordance with a mark-to-market or mark-to-model valuation in the event of a deviation between such constant NAV per Share and NAV per Share valued in accordance with mark-to-market or mark-to-model. The accumulating shares of a fund that is authorised as a public debt CNAV MMF may be issued or repurchased at a price per share in accordance to Article 8(b) above. The shares of a fund that is authorised as a LVNAV MMF may be issued or repurchased at a price that is equal to that fund's constant Net Asset Value per share as long as that constant Net Asset Value per share does not deviate by more than 0.2 per cent from the Net Asset Value per share valued in accordance with mark-to-market or mark-to-model, or both, as set forth in the MMF Regulation. In the event of a deviation of more than 0.2 per cent, the repurchase or subscription will be at a price equal to the Net Asset Value per share valued in accordance with mark-to-market or mark-to-model, or both, as set forth in the MMF Regulation.



## Amendments to Article 10:

### 10. REPURCHASE OF SHARES

- (a) The Company may repurchase its own outstanding fully paid shares at any time in accordance with the rules and procedures set out herein and in the Prospectus. A Member may at any time irrevocably request the Company to repurchase all or any part of his shares in the Company by forwarding a request for repurchase of shares to the Company and, save as otherwise provided in the Prospectus for any fund, a repurchase request shall be effective on the Dealing Day following receipt of the repurchase request, in accordance with the procedures set out in the Prospectus.
- (b) A request for repurchase of shares shall be in such form as the Company shall prescribe, shall be irrevocable and shall be filed by a Member in written form at the registered office of the Company, or at the office of the person or entity from time to time designated by the Company as its agent for the repurchase of shares, and, at the request of the Company shall be accompanied by the share certificate (duly endorsed by the Member), if applicable, or by proper evidence of succession or assignment satisfactory to the Company, if applicable.
- (c) On receipt of a request for repurchase of shares duly completed the Company shall repurchase the shares as requested on the Dealing Day on which the repurchase request is effective subject to any suspension of this repurchase obligation pursuant to Article 12 hereof. Shares in the capital of the Company which are repurchased by the Company shall be cancelled.
- (d) The repurchase price per share shall be the Net Asset Value applicable in the case of repurchases of shares obtaining on the Dealing Day on which the repurchase request is effective, less such deduction, charge or commission as may be set out in the Prospectus, as provided for herein.
- (e) Payment to a Member under this Article will ordinarily be made in the Base Currency, or in any other freely convertible currency at the rate of exchange for conversion on the date of payment and shall be dispatched within fourteen days following the Dealing Day on which the repurchase is effected as provided for in Article 10(a) above.
- (f) On repurchase of part only of the shares held by any Member, the Directors shall procure that a revised share certificate or other evidence of ownership shall be issued free of charge for the balance of such shares.
- (g) In the event that a repurchase of part only of a Member's holding of shares leaves the Member holding less than the Minimum Holding the Directors may, if they think fit, require that the Company repurchase the whole of that Member's holding.
- (h) If the Company receives requests for the repurchase of shares in respect of ten per cent. or more of the outstanding shares on any Dealing Day in any class or fund, the Directors may elect to restrict the total number of shares repurchased to ten per cent. of the outstanding shares in such class or fund, in which case all the relevant requests will be scaled down pro rata to the number of shares requested to be repurchased. The Company shall treat the deferred repurchase requests as if they were received for each subsequent Dealing Day (in relation to which the Company has the same power of deferral at the then prevailing limit) until all the shares to which the original request related have been repurchased. In such cases, the Company may reduce requests pro rata on the next and following Dealing Days so as to give effect to the above limitation.
- (i) At the discretion of the Directors and with the sanction of an Ordinary Resolution, the Company may satisfy any application for repurchase of shares by the transfer to those Members of assets of the Company in specie, PROVIDED THAT in the case of a repurchase request in respect of shares representing 5 per cent or less of the share capital of the Company or a fund or with the consent of a Member making such repurchase request, assets may be transferred without the sanction of an Ordinary Resolution and PROVIDED ALWAYS THAT the nature of the assets and the type of assets to be transferred to each Member shall be determined by the Directors on such

basis as the Directors in their sole discretion shall deem equitable and not prejudicial to the interests of the remaining Members. At the request of the Member making such repurchase request such assets may be sold by the Company and the proceeds of sale transmitted to the Member.

- (j) In the event that the Company is required by any applicable laws, regulations, direction or guidance, or by any agreement with any tax or fiscal authority to deduct, withhold or account for tax on shares held by a Member (whether upon a repurchase of shares, a transfer of shares or otherwise) or upon the payment of a distribution to a Member (whether in cash or otherwise), or in any other circumstances in which a tax liability arises in connection with a Member's holding of shares, the Directors shall, acting in good faith and on reasonable grounds, be entitled to arrange for the repurchase and cancellation of such number of the shares of such Member as are sufficient after the deduction of any repurchase charges to discharge any such tax liability and the Directors may decline to register a transferee as a Member until such time as they receive from the transferee such declarations as to residency or status as they may require. The Company shall arrange to discharge the amount of tax due.
- (k) Where the Company receives a request for the repurchase of Shares from any Member in respect of which the Company is required to account for, deduct or withhold taxation, the Company shall be entitled to deduct from the proceeds of repurchase such amount of taxation as the Company is required to account for, deduct or withhold and shall arrange to discharge the amount of tax due.
- (l) For a fund that is authorised as a CNAV MMF, in the event the fund's weekly maturing assets fall below certain thresholds set forth in the Prospectus, a liquidity fee may be imposed on repurchases during such period to adequately reflect the cost to the fund of achieving liquidity and ensure that Members of the fund who remain in the fund are not unfairly disadvantaged when other Members redeem their shares during the period.
- (m) To the extent required by the MMF Regulation, if a fund is regulated as a money market fund the Company shall establish, implement and consistently apply prudent and rigorous liquidity management procedures for ensuring compliance with the weekly liquidity thresholds applicable to that fund. In ensuring compliance with the weekly liquidity thresholds where weekly maturing assets fall below (i) 30 per cent of the Net Asset Value of the relevant fund and the net daily repurchases on a single Dealing Day exceed 10 per cent or (ii) 10 per cent of the fund's Net Asset Value, the Board shall be immediately informed and the Board shall undertake a documented assessment to determine the appropriate course of action with regard to the interests of the Members of that fund to decide whether to apply one or more of the measures permitted under the MMF Regulation as more particularly described in the Prospectus.
- (n) With regard to a fund that is authorised as a CNAV MMF, the Company may defer repurchase requests or suspend repurchases on such basis and for such periods to the extent set forth in the Prospectus.
- (o) In the event the Board determines to suspend repurchases for a fund that is a CNAV MMF and the total duration of suspensions exceeds 15 days within a period of 90 days, the fund shall automatically cease to be a CNAV MMF and each Member in that fund shall immediately be informed in writing of such event.

### **Amendments to Article 13:**

#### 13. VALUATION OF ASSETS

- (a) The Net Asset Value of the Company shall be calculated in accordance with the provisions of this Article.
- (b) The assets of the Company will be valued as of the close of business on each Dealing Day or such other time as the Directors may determine and disclose in the Prospectus. The Net Asset Value per Share in each fund shall be calculated by dividing the assets

of the fund, less its liabilities, by the number of Shares in issue in respect of that fund. Any liabilities of the Company which are not attributable to any fund shall be allocated pro-rata amongst all the funds.

Where a fund is made up of more than one class of shares, the Net Asset Value of each class shall be determined by calculating the amount of the Net Asset Value of the fund attributable to each class. The amount of the Net Asset Value of a fund attributable to a class shall be determined by establishing the amount of shares in issue in the class as at the close of business on the Dealing Day immediately preceding the Dealing Day on which the Net Asset Value of the class is being determined or in the case of the first Dealing Day as at the close of the Initial Offer Period and by allocating relevant class expenses to the class and making appropriate adjustments to take account of distributions paid out of the fund, if applicable, and apportioning the Net Asset Value of the fund accordingly. The Net Asset Value per share of a class shall be calculated by dividing the Net Asset Value of the fund attributable to the class by the number of shares in issue in that class (calculated and expressed to up to three decimal places of the currency in which the class is denominated) as at the close of business on the Dealing Day immediately preceding the Dealing Day on which the Net Asset Value per share is being calculated or in the case of the first Dealing Day as the close of the Initial Offer Period.

In determining the value of the assets of a fund, each security which is traded on a Regulated Market will be valued on the Regulated Market which is normally the principal market for such security. The Directors may elect to value the securities of a fund either (i) on the basis of the latest available closing price, or if such is not available, the latest available middle market price for such security or (ii) on the basis of the latest available traded price for such security, or (iii) on such other basis as permitted by the Central Bank and set forth in the Prospectus. The method of valuation shall be set out in the Prospectus for the relevant fund. In the case of unlisted securities or any assets traded on a Regulated Market, but in respect of which a price or quotation is not available at the time of valuation which would provide a fair valuation, the value of such asset shall be estimated with care and in good faith by a competent person selected by the Directors and approved for the purpose by the Depositary and such value shall be determined on the basis of the probable realisation value of the investment. [In valuing debt securities, the Directors may make use of valuations provided by a principal market maker or a pricing service, both of which may use electronic data processing techniques to determine valuations for normal institutional trading units of debt securities without exclusive reliance on quoted prices. A pricing service may use such pricing procedures as the Directors, or their delegate, may from time to time approve, including "matrix" comparisons to price for comparable securities on the basis of quality, yield, maturity and/or relevant factors where reliable market quotations are not available.](#)

Cash assets will normally be valued at face value (together with accrued interest at the relevant time of valuation). Exchange traded derivative instruments shall be valued at the relevant settlement price on the applicable exchange. Derivative instruments not traded on an exchange shall be valued in accordance with the guidelines of the Central Bank. Credit default swap agreements will be valued on the basis of the latest daily valuation obtained from the counterparty provided that the valuation is approved or verified at least weekly by an independent party approved for that purpose by the Depositary. Forward foreign exchange contracts shall be valued by reference to the price at which a new forward contract of the same size and maturity could be undertaken as of the Dealing Day. Investments in collective investment schemes shall be valued at their latest available redemption price.

Where the Directors determine to do so in the circumstances described more particularly in the Prospectus they may apply a Fund Dilution Adjustment. Where a Fund Dilution Adjustment is made, a dilution adjustment may be applied to the Net Asset Value per Share, by increasing or decreasing the Net Asset Value per Share. The amount of the Fund Dilution Adjustment for each fund will be calculated on a particular Dealing Day by reference to the estimated costs of dealing in the underlying investments of that fund, including any dealing spreads, market impact, commissions and transfer taxes and will be applied to each class of Shares in an identical manner. In addition to the Fund Dilution Adjustment, the Company may, but is not required to, apply a Class Dilution Adjustment at the class level to account for specific costs applicable to the class, such as hedging costs. The Net Asset Value per Share, as adjusted by any Fund Dilution Adjustment or Class Dilution Adjustment, will be applicable to all transactions in Shares in the relevant Fund or Share Class (as the case may be) on the relevant Dealing Day.

The application of the Fund Dilution Adjustment and Class Dilution Adjustment will be reviewed from time to time by the Directors.

- (c) The Directors/Manager (as applicable), with the approval of the Depositary, may adjust the Net Asset Value per share when calculating realisation prices for any fund, to reflect the value of such fund's investments assuming they were valued using the lowest market dealing offer price on the relevant market at the relevant time. The Directors'/Managers' (as applicable) intention is only to exercise this discretion to preserve the value of the holdings of continuing Members in the event of substantial or recurring net repurchases of shares in the relevant fund.

Without prejudice to the generality of Article 13 (b), provided ~~that~~ the intention to do so has been set out in the Prospectus, the assets of a fund that is authorised as a money market fund under the MMF Regulation may be valued in accordance with mark-to-market, whenever possible, or mark-to-model, or both, as set forth in the Prospectus. The assets of a fund that is a public debt CNAV MMF, or the assets of a LVNAV MMF having a residual maturity of up to 75 days, may be valued using the amortised cost method ~~of valuation whereby a fund's Investments are valued at cost and thereafter assuming an amortisation to maturity of any discount or premium provided the valuation is in accordance with the requirements of the Central Bank. In the case of funds which invest solely in short term securities (money market funds), the amortised cost method of valuation shall be applied only in respect of securities which meet the following criteria:~~ to the extent permitted by the MMF Regulation and as set forth in the Prospectus. The amortised cost method shall only be used for valuing an asset of a LVNAV MMF if the valuation of that asset using the amortised cost method of valuation does not deviate by more than 0.1 per cent of the valuation of that asset using mark-to-market or mark-to-model, or both, pursuant to the MMF Regulation.

- ~~• have a maturity at issuance of up to and including 397 days;~~
- ~~• have a residual maturity of up to and including 397 days;~~
- ~~• undergo regular yield adjustments in line with the money market conditions at least every 397 days; and/or~~
- ~~• the risk profile, including credit and interest rate risks, corresponds to that of financial instruments which have a maturity of up to and including 397 days or are subject to a yield adjustment at least every 397 days.~~

~~The Company will carry out a weekly review of discrepancies between the market value and the amortised cost value of the money market instruments. Escalation procedures should be put in place by the Company to ensure that:~~

- ~~• material discrepancies between the market value and the amortised cost value of a money market instrument are brought to the attention of the Investment Manager;~~
- ~~• discrepancies in excess of 0.1% between the market value and the amortised cost value of the fund's portfolio of assets will be brought to the attention of the Directors, the Manager and the Investment Manager (as applicable);~~
- ~~• discrepancies in excess of 0.2% between the market value and the amortised cost value of the portfolio are brought to the attention of the Directors/Manager (as applicable) and the Depositary;~~
- ~~• if discrepancies in excess of 0.3% between the market value and the amortised cost value of the fund's portfolio of assets occur a daily review must take place. The Directors/Manager (as applicable) will notify the Central Bank with an indication of the action, if any, which will be taken to reduce such dilution; and~~
- ~~• weekly reviews and any engagement of escalation procedures are clearly documented.~~

~~The Directors/Manager (as applicable) will monitor the use of the amortised cost method of valuation in order to ensure that this method continues to be in the best interests of the Members and to provide a fair valuation of the Investments of the fund. There may be periods during which the stated value of an instrument determined under the amortised cost method of valuation is higher or lower than the price which the fund would receive if the instrument were sold, and the accuracy of the amortised cost method of valuation can be affected by changes in interest rates and the credit standing of issuers of the fund's investments.~~

The Net Asset Value per share of a class of a money market fund shall be rounded to the nearest four decimal places of the currency in which the class is denominated. The constant Net Asset Value per share of a class of a public debt CNAV MMF or a LVNAV MMF shall be rounded to the nearest two decimal places of the currency in which the class is denominated.

(d) In the case of other funds that are not authorised as a money market fund under the MMF Regulation, money market instruments may be valued on an amortised basis provided that the money market instruments have a residual maturity not exceeding three months and have no specific sensitivity to market parameters; including credit risk.~~(d)~~ In calculating the Net Asset Value of the assets:-

- (i) every share allotted by the Company shall be deemed to be in issue and the assets shall be deemed to include not only the relevant cash and property in the hands of the Depositary but also the amount of any cash or other property to be received in respect of shares allotted;
- (ii) where Investments have been agreed to be purchased or sold but such purchase or sale has not been completed such Investments shall be included or excluded and the gross purchase or net sale consideration excluded or included as the case may require as if such purchase or sale had been duly completed;
- (iii) where notice of a repurchase of shares has been given to the Depositary but such cancellation has not been completed the Shares to be cancelled shall be deemed not to be in issue and the value of the assets shall be reduced by the amount payable to a ~~Shareholder~~shareholder upon such cancellation;
- (iv) where any amount in one currency is required to be converted into another currency the Directors may effect such conversion using such rates as the Directors shall determine at the relevant time except where otherwise specifically provided herein;

- (v) there shall be deducted from the assets the total amount of any actual or estimated liabilities properly payable including outstanding borrowings (if any) but excluding liabilities taken into account under sub-paragraph (ii) above and any estimated liability for tax on and such amount in respect of contingent or projected expenses as the Administrator considers fair and reasonable having regard to the provisions of the Prospectus and the Articles of Association of the Company;
  - (vi) there shall be deducted from the value of any Investment in respect of which a call option has been written the value of such option calculated by reference to the lowest available market dealing offered price quoted on a regulated market or if no such price is available a price certified by a stockbroker or other person approved by the Depositary or such price as the Directors consider in the circumstances to be reasonable and which is approved by the Depositary;
  - (vii) there shall be added to the assets a sum representing any interest or dividends accrued but not received and a sum representing unamortised expenses;
  - (viii) there shall be added to the assets the amount (if any) available for distribution in respect of the last preceding Accounting Period but in respect of which no distribution has been declared;
  - (ix) there shall be deducted from the assets the total amount (whether actual or estimated by the Directors) of any other liabilities properly payable including accrued interest on borrowings (if any);
  - (x) cash, deposits and similar investments shall be valued at their face value (together with accrued interest) unless, in the opinion of the Company, any adjustment should be made to reflect the value thereof;
  - (xi) the value of assets shall be rounded upwards to the nearest two decimal places;
  - (xii) in the event that extraordinary circumstances render such a valuation impracticable or inadequate, the Company may with the consent of the Depositary, prudently, and in good faith, follow, until the termination of such circumstances, other rules in order to achieve a fair valuation of the assets of the Company.
- (e) Without prejudice to their general powers to delegate their functions herein certified, the Directors may delegate any of their functions in relation to the calculation of Net Asset Value to the Administrator/Manager (as applicable), to a committee of the Directors or to any other duly authorised person. In the absence of wilful misconduct or manifest error, every decision taken by the Directors or any committee of the Directors or by the Administrator/Manager (as applicable) or any duly authorised person on behalf of the Company in calculating the Net Asset Value shall be final and binding on the Company and on present, past or future Members.
- (f) To the extent required by the MMF Regulation, if a fund is regulated as a money market fund the Company shall establish, implement and consistently apply a prudent internal credit quality assessment procedure (the “Assessment Procedure”) for determining the credit quality of certain assets held by the fund as more particularly described in the Prospectus. The Assessment Procedure shall be based on prudent, systematic and continuous assessment methodologies that include an analysis of factors that influence the creditworthiness of the issuers of those assets and the credit quality of the assets. To the extent required by the MMF Regulation, such methodologies shall be reviewed at least annually by the Company in respect of the fund to ensure they are appropriate.

### **Amendments to Article 15:**

#### 15. INVESTMENT OBJECTIVES

- (a) The Company may invest only in those investments permitted by the Regulations and subject to the limitations set out in the Regulations.

- (b) The investment objectives of the Company shall be set out in the Prospectus.
- (c) Subject to authorisation by the Central Bank and to the conditions and limitations outlined in the Regulations, the Company may invest up to 100 per cent. of its assets in transferable securities and money market instruments issued by or guaranteed by the European Union or by a member state of the European Union or issued by or guaranteed by the government or local authorities of any such member state, non-Member States or public international body of which one or more Member States are members, or issued or guaranteed by the government of the U.S. (including its agencies and instrumentalities) Switzerland, Norway, Canada, Japan, Australia and New Zealand; or issued or guaranteed by any one or more of the following: OECD countries, the government of Brazil (provided that the issues are of investment grade), the government of India (provided that the issues are of investment grade), the government of Singapore, the government of the People's Republic of China, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian Development Bank, Council of Europe, Eurofima, The European Coal & Steel Community, African Development Bank, International Bank for Reconstruction and Development, The World Bank, The Inter American Development Bank, European Union, European Central Bank, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority, Export-Import Bank; Straight-A Funding LLC; and issues backed by the full faith and credit of the U.S. government; or such other government, local authority or body listed in the Prospectus.
- (d) With the exception of permitted investments in unlisted securities the Company and its funds will only invest in those securities and derivative instruments listed or traded on a stock exchange or market (including derivative markets) which meets with the regulatory criteria (regulated, operate regularly, be recognised and open to the public) and which is listed in the Prospectus.
- (e) If the investment limits permitted by the Regulations are exceeded for reasons beyond the control of the Company or as result of the exercise of subscription rights, the Company shall adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of the Members.
- (f) The Company or a fund may not:-
  - (i) borrow money except that the Company or a fund may (a) acquire foreign currency by means of a "back-to-back" loan, or (b) borrow up to 10 per cent. of the value of its net assets provided that such borrowing is on a temporary basis;
  - (ii) pledge or otherwise mortgage any of the Company's or a fund's assets or transfer or assign them for the purpose of guaranteeing any debt except in the case of back-to-back loans;
  - (iii) use the Company's or fund's assets as collateral for the issue of securities except in the case of back-to-back loans;
  - (iv) grant loans to, or act as guarantor on behalf of, third parties;
  - (v) sell any of the Investments when such Investments are not in the Company's or a fund's ownership.
- (g) To achieve its investment objectives, a fund may employ techniques and instruments relating to the investments subject to the conditions and within the limits from time to time laid down by the Central Bank provided that such techniques and instruments are used for efficient portfolio management or for providing protection against exchange risks.
- (h) Investments made by the Company with respect to a fund in units of other open-ended collective investment undertakings may not exceed, in aggregate, 10 per cent of the

assets of that fund unless otherwise stated in the Prospectus. A fund may invest in a collective investment scheme (“underlying scheme”) managed by the Administrator, the Investment Manager or the Manager or any other company with which the Administrator, the Investment Manager or the Manager is linked by common management or control or by a substantial direct or indirect holding.

- (i) A fund may invest in financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market and may invest in over-the-counter derivatives subject to the conditions and limitations outlined in the Regulations and laid down by the Central Bank from time to time.
- (j) A fund may invest up to 20 per cent of its net assets in shares and/or debt securities issued by the same body (and up to 35 per cent for one single issuer where justified by exceptional market conditions) where the investment policy of the fund is to replicate the composition of a certain stock or debt securities index provided that such index is recognised by the Central Bank on the basis that (i) the index’s composition is sufficiently diversified, (ii) the index represents an adequate benchmark for the market to which it refers; and (iii) the index is published in an appropriate manner.
- (k) Notwithstanding Article 15(c), a fund that is regulated as a money market fund may invest up to 100 per cent of its assets in different money market instruments issued or guaranteed separately or jointly by the European Union, the national, regional and local administrations of the Member States or their central banks, the European Central Bank, the European Investment Bank, the European Investment Fund, the European Stability Mechanism, the European Financial Stability Facility, a central authority or central bank of a non Member State, the International Monetary Fund, the International Bank for Reconstruction and Development, the Council of Europe Development Bank, the European Bank for Reconstruction and Development, the Bank for International Settlements, or any other relevant international financial institution or organisation to which one or more Member States belong to the extent permitted by the MMF Regulation and as set forth in the Prospectus.



## APPENDIX B

### PAYING AGENTS AND LOCAL REPRESENTATIVES

#### FOR AUSTRIAN INVESTORS:

**PAYING AGENT**  
UniCredit Bank Austria AG  
Schottengasse 6-8  
1010 Vienna, Austria

#### FOR LUXEMBOURG INVESTORS:

**PAYING AGENT**  
J.P. Morgan Bank Luxembourg S.A.  
European Bank & Business Centre  
6, Route de Treves  
L-2338 Senningerberg, Grand Duchy of  
Luxembourg

#### FOR BELGIAN INVESTORS:

**FINANCIAL SERVICES AGENT**  
Société Générale Private Banking NV  
Kortrijksesteenweg 302  
9000 Gent  
Belgium

#### FOR SPANISH INVESTORS:

**REPRESENTATIVE AGENT**  
Allfunds Bank, S.A.  
Calle Estafeta, 6 (La Moraleja)  
Edificio 3 – Complejo Plaza de la Fuente  
28109 Alcobendas  
Madrid, Spain

#### FOR FRENCH INVESTORS:

**CENTRALISING  
CORRESPONDENT AND PAYING  
AGENT**  
CACEIS Bank  
1/3, Place Valhubert  
75013 Paris, France

#### FOR SWEDISH INVESTORS:

**PAYING AGENT**  
Skandinaviska Enskilda Banken AB (publ)  
Sergels Torg 2  
SE-106 40 Stockholm, Sweden

#### FOR GERMAN INVESTORS:

**INFORMATION AGENT**  
Legg Mason Investments (Europe) Limited  
MesseTurm 21. Etage  
Friedrich-Ebert-Anlage 49  
60308 Frankfurt am Main  
Germany

#### FOR SWISS INVESTORS:

**REPRESENTATIVE AGENT**  
First Independent Fund Services AG  
Klausstrasse 33  
CH – 8008 Zurich, Switzerland  
**PAYING AGENT**  
NPB Neue Privat Bank AG  
Limmatquai 1/am Bellevue  
CH-8024 Zurich, Switzerland

#### FOR SINGAPORE INVESTORS:

**REPRESENTATIVE AGENT**  
Legg Mason Asset Management Singapore  
Pte. Limited  
1 George Street, # 23-02  
Singapore 049145

#### FOR UNITED KINGDOM INVESTORS:

**FACILITIES AGENT**  
Legg Mason Investments (Europe) Limited  
201 Bishopsgate  
London EC2M 3AB, United Kingdom

**FOR ITALIAN INVESTORS:**

**CORRESPONDENT BANK**

BNP Paribas Securities Services (Milan)  
Piazza Lina Bo Bardi, 3,  
20124 Milan, Italy

**PAYING AGENT AND INVESTOR  
RELATIONS MANAGER**

Allfunds Bank S.A.  
Via Bocchetto, 6  
20123 Milan, Italy

**PAYING AGENTS**

State Street Bank GmbH Succursale Italia  
Via Ferrante Aporti 10  
20125 Milan, Italy

SGSS S.p.A.  
Maciachini Center – MAC 2  
Via Benigno Crespi 19/A  
  
20159 Milan, Italy

**FOR GREEK INVESTORS:**

**PAYING AND REPRESENTATIVE  
AGENT**

Alpha Bank  
40, Stadiou Str.  
10252 Athens  
Greece

**FOR DANISH INVESTORS:**

**REPRESENTATIVE AGENT**

Nordea Bank Danmark A/S  
Strandgade 3  
DK-0900 Copenhagen C, Denmark

**FOR TAIWAN INVESTORS:**

**MASTER AGENT**

Legg Mason Investments (Taiwan) Ltd.  
55th Floor-1, Taipei 101 Tower  
No. 7 Xin Yi Road  
Section 5, Taipei, 110  
Taiwan

**FOR HONG KONG INVESTORS:**

**REPRESENTATIVE AGENT**

Legg Mason Asset Management Hong  
Kong Limited  
Suites 1202-1203  
12/F., York House  
15 Queen's Road Central, Hong Kong

**FOR MALTESE INVESTORS:**

**PAYING AGENT AND LOCAL  
REPRESENTATIVE**

Jesmond Mizzi Financial Advisors Limited  
67/3, South Street  
Valetta VLT1105, Malta