



Articles of incorporation  
as of June 27, 2007

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### Art. 1: Company name

The name of the Company is:

**Verwaltungs- und Privat-Bank Aktiengesellschaft**

Banque Privée de Gérance Société

Anonyme

Private Trust Bank Corporation

### Art. 2: Registered offices

The Company has its registered offices in Vaduz, Liechtenstein, and it may establish branch offices, subsidiaries, and representative offices in other domestic and foreign locations.

### Art. 3: Purpose

The Company has the purpose of operating a bank. It may conduct all types of banking, finance, trade and real estate business activities normally associated with a universal bank and render both domestically and abroad the following particular services:

- a) The acceptance of savings and other monies from banks and customers for demand and time deposits; the issuance of medium-term cash bonds and bank loans;
- b) The granting of (secured and unsecured) loans in all normal types of financing transactions (including leasing and factoring);
- c) Transactions in the form of discounting and bills of exchange; the purchase and sale of money market instruments;
- d) The purchase and sale of securities, foreign exchange, derivative financial instruments, foreign bank notes, coins and precious metals, for the account of the bank and/or third parties;
- e) The taking over and brokerage of equity interests and partial equity interests, as well as participation in underwriting syndicates;
- f) The rendering of investment advisory and asset management services; executorship of estates; liquidations of inheritances; acceptance of fiduciary functions;
- g) The issuance of sureties and guarantees;
- h) The safekeeping of securities and valuables in open or closed deposits, as well as the rental of safety deposit boxes;
- i) The acceptance and placement of bond and stock offerings; the conduct of financing operations for the account of the bank and/or third parties;

- j) The founding and administration of investment funds both domestically and abroad, as well as acting in the capacity of a subscription agent and a custodian for investment funds;
- k) The execution of forward transactions for the account of the bank and/or third parties;
- l) The collection of checks and documentary credits; processing letters of credit;
- m) The transfer of payments domestically and abroad, as well as the issuance of checks;
- n) The founding of companies; accepting management and representational mandates; managing corporations and finance companies; providing of all types of corporate and tax advice;
- o) The acquisition of domestic and foreign real estate.

#### **Art. 4: Share capital**

- 1) The share capital of the Company amounts to CHF 59,147,637 (fifty-nine million, one hundred and forty-seven thousand, six hundred and thirty-seven Swiss francs) and is divided into 6,004,167 registered shares each with a par value CHF 1.00, and 5,314,347 bearer shares each with a par value of CHF 10.00.

- 2) The existing relationship between the registered and bearer shares indicated in the foregoing paragraph may not be changed in a manner that would cause disadvantage to the legal status of the registered shares.

#### **Art. 5: Capital increases and decreases**

- 1) The General Meeting of Shareholders shall decide upon the issuance of new shares or participation certificates. The modalities for such issuance, in particular the timing and offering price thereof, shall be determined by the Board of Directors.
- 2) The General Meeting of Shareholders may resolve to decrease the Company's share capital, in which case the provisions of banking law are to be observed.

#### **Art. 6: Shares and certificates**

- 1) The Company may convert registered shares into bearer shares or vice versa. The shares may also be combined or, alternatively, divided so as to create shares of a higher or lower par value.
- 2) The Company may issue certificates that comprise a specific amount of shares.

### **Art. 7: Registration and transfer of registered shares**

- 1) The registered shares are entered in the share register with a precise description of the respective owners according to name, citizenship and address. Only the shareholders so registered are legitimized to assert the membership rights accorded by share ownership in the Company.
- 2) The Board of Directors may refuse entry in the share register for important reasons.
- 3) If registered shares are acquired by means of inheritance or marital property rights, the re-registration of such shares in the share register may only be denied if the Company has subsequently declared within two months' time that it is prepared to purchase the shares at their official price on the day application for entry in the share register was made.
- 4) Upon each purchase of registered shares, the acquirer must, by means of a form available for such purposes, submit a written application for approval of the related transfer, including the acquirer's name, citizenship and address, as well as a declaration that the acquirer

has purchased and will own the shares for his or her own account.

- 5) Prior to any registration, the related shares or share certificate must be surrendered to the Board of Directors. The Company shall make an appropriate annotation on the share certificate that the re-registration has been made in the share register.

### **Art. 8: Subscription rights**

- 1) The existing shares of the Company carry the right to receive newly issued shares in an amount commensurate to their par value.
- 2) A shareholder's right to subscribe shall be precluded in all instances in which agreements concluded with third parties and a resolution by the General Meeting of Shareholders prevent the assertion of such shareholder's subscription right.

### **Art. 9: Corporate bodies**

The corporate bodies of the Company are the General Meeting of Shareholders, the Board of Directors, the Executive Board and the Auditors.

**Art. 10: General meeting of shareholders; representation; chairperson**

- 1) As the supreme governing body of the Company, the General Meeting represents all shareholders. Each shareholder may either attend the General Meeting in person or opt to be represented by some other shareholder.
- 2) The General Meeting of shareholders is chaired by the Chairman of the Board or, in his absence, by another member of the Board of Directors.
- 3) The chairperson appoints one or more vote tabulators who need not be shareholders. The latter are responsible for examining and counting the votes that have been cast, and reporting the results to the chairperson.

**Art. 11: Convocation of the General Meeting**

- 1) The Board of Directors convokes the ordinary Annual General Meeting of shareholders under observance of a 21-day period of advance notice. The Annual General Meeting must be held within six months of the closing of the Company's financial year, and, in certain instances specified by law or the Articles of Incorporation, any extraordi-

nary General Meeting is to be held as often as the interests of the Company so require. Said meetings are to be conducted at the registered offices of the Company or some other venue in Liechtenstein as stipulated by the Board of Directors.

- 2) Convocation must occur at the request of one or more shareholders or the representatives thereof if such party or parties represent at least 10% of the paid-in share capital and are entitled to vote on the matters to be addressed at such an extraordinary General Meeting. This request must be made in writing and signed by the applicant(s), stating the purpose and reasons, as well as providing as precise a description as possible of the individual matters to be addressed and voted upon at the extraordinary General Meeting. The material aspects of any intended changes to these Articles of Incorporation must also be indicated.
- 3) Shareholders who have the right to request the convocation of an extraordinary General Meeting in accordance with the provisions of the foregoing paragraph also have the right to request in a signed petition that certain items be

added to the published agenda of the next Annual General Meeting if such request is lodged with the Board of Directors at latest 30 days prior to the convocation of the Annual General Meeting.

- 4) Each notice of convocation must announce the day, the precise time, the venue and the items on the agenda. The invitation must also specifically indicate the right to inspect the documentation associated with the matters being put to a vote, the evidence required as proof of eligibility to cast a vote, and the repositories for any potential deposit of shares.

#### **Art. 12: Scope of responsibilities of the General Meeting**

- 1) The ordinary General Meeting approves the annual report of the Board of Directors and, upon receipt of the Auditors' report, the annual financial statements of the Company. It also votes on the appropriation of available earnings, the allocation to and disposal of legal reserves, as well as the establishment of additional reserves. It votes on the discharge of the Board of Direc-

tors and Auditors, elects their members and relieves them from office.

- 2) The General Meeting decides on any amendments to these Articles, the exclusion or restriction of subscription rights, the dissolution of the Company, and all other matters and motions reserved for its action by law or the Articles of Incorporation or as presented by the Board of Directors or by the shareholders.
- 3) The scope of responsibilities of the General Meeting as described in the foregoing paragraphs of this Article may only be limited, altered, rescinded or expanded by the provisions of law or the Articles of Incorporation.

#### **Art. 13: Right to vote at the General Meeting**

- 1) Each share, regardless of par value, entitles the holder to one vote at the General Meeting of shareholders.
- 2) The Board of Directors enacts the provisions governing the proof of share ownership required to obtain voting ballots and the right to be represented at the General Meeting.

#### **Art. 14: Decisions at the General Meeting; agenda**

- 1) Any given General Meeting may address and decide upon only those items expressly indicated in the agenda accompanying the invitation to such General Meeting.
- 2) Requests to add items to the agenda that have been lodged subsequent to the convocation of the General Meeting may, upon approval by the General Meeting, be admitted for discussion; however, any decision on such matters is possible only at the next General Meeting, whereas a motion to convoke an extraordinary General Meeting may be validly decided upon at any time.
- 3) Unless provided for otherwise by law or the Articles of Incorporation, the General Meeting constitutes a quorum if at least one quarter of the share capital is represented at the meeting. Decisions are carried by an absolute majority of the votes cast.
- 4) A two-thirds majority of all of the Company's outstanding voting rights is required to amend the provisions of Art. 4 para. 2 and Art. 7 para. 2, first sentence of these Articles, as well as to approve the dissolution of the Company.

- 5) The manner of voting either by the raising of hands or secret ballot shall be determined by the chairperson or via the request of at least ten shareholders.
- 6) The proceedings at the General Meeting are to be recorded in a protocol, which shall provide a brief description of the discussions, resolutions and elections.

#### **Art. 15: Board of Directors**

The Board of Directors is the corporate body that bears responsibility for the overall management, supervision and control of the Company's operative management. Its scope of responsibilities includes all matters not assigned by law or the Articles of Incorporation to some other corporate body.

#### **Art. 16: Election, term of office and demission of Board members**

- 1) The Board of Directors shall comprise at least 5 members, each of whom is elected for a 3-year term of office. The term of office commences on the given member's day of election and ends at the conclusion of the third ordinary General Meeting to be held subsequent to that date. Reelection is permissible.

- 2) From among its members, the Board of Directors elects its Chairman and Vice Chairman for a term of office of 3 years. Reelection is permissible.
- 3) Should the number of Board members for any reason decline below the prescribed minimum, the other members shall remain in office. However, their authorities would then be restricted to convoking a General Meeting of shareholders. Confirmation of the Board's replacement candidate shall then be sought at the next General Meeting. The General Meeting may nonetheless conduct a new election.
- 4) The Board may not include blood relatives in ascending or descending line, spouses siblings, or partners in business partnerships of existing Board members.
- 5) Members of the Board of Directors have the right to step down from office at any time.

**Art. 17: Powers and obligations of the Board of Directors**

- 1) The Board of Directors' non-delegable and inalienable responsibilities are principally as follows:

- Determining the organization of the Company and enacting the necessary regulations;
- Institutionalizing the Company's accountancy, financial controls and financial planning;
- Appointing and dismissing the persons entrusted with the operational management and representation of the Company;
- Supervising the persons entrusted with the operational management of the Company, also in terms of their compliance with provisions of law and the Articles of Incorporation as well as the economic development of the Company;
- Drawing up the annual report and approving the interim financial statements, as well as making preparations for the Annual General Meeting and executing the related decisions;
- Reporting major risks as per Art. 20 of the Banking Ordinance;
- Establishing and closing branch offices, subsidiaries and representative offices;
- Appointing the internal auditing office and the legally prescribed external Auditors, as well as addressing the reports of those bodies.

- 2) The Board of Directors may delegate certain of its powers to committees formed from its own ranks, which in turn must comply with the directives of the Board. For the meetings and decisions of such committees, the same statutory rules apply as those valid for the Board, provided such rules are compatible with the directives of the Board of Directors. The Board of Directors and its committees may call upon members of the Executive Board to attend meetings in an advisory capacity.

#### **Art. 18: Meetings of the Board of Directors**

- 1) The Board of the Directors meets at the invitation of the Chairman or Vice Chairman, or upon the written request of one of its members, as often as business matters require. Via unlimited power of attorney, a member of the Board may be represented at a meeting by another Board member; however, any given member may exercise only one such representation.
- 2) The Chairman of the Board or in his absence the Vice Chairman presides over Board Meetings. If the latter is also in-

disposed, then the member who has been longest in office shall preside.

- 3) The decisions of the Board of Directors are documented in a protocol.

#### **Art. 19: Quorum and decisions of the Board of Directors**

- 1) The Board of Directors constitutes a quorum if a majority of its members are in attendance or represented by another member. Each Board member is entitled to a single vote. The decisions of the Board of Directors shall be carried by a simple majority of the votes in attendance. In the event of a deadlock, the Chairman shall have the deciding vote.
- 2) Resolutions by circular letter are permissible, provided no single member demands verbal discussion. Such circular resolutions are passed by a majority vote of the Board members and are to be recorded in the minutes of the next meeting of the Board of Directors.

#### **Art. 20: Compensation of the Board of Directors**

As remuneration for fulfilling the obligations and responsibilities accorded to them by law and the Articles of Incorporation,

the Board of Directors is entitled to receive a fixed compensation, which shall be determined annually by the Board and distributed among its members according to the demands placed on them and their level of responsibility.

#### **Art. 21: Executive Board**

- 1) The Executive Board comprises the Chief Executive Officer, his deputy, and additional members.
- 2) The Executive Board bears responsibility for managing the operative business of the Bank. It ensures the prudent, success-oriented, forward-looking management of the Bank in keeping with the law, the Articles of Incorporation, regulations and directives.
- 3) The tasks and competencies of the Executive Board, as well as the organization of the management hierarchy, shall be governed in Organizational and Business Rules adopted by the Board of Directors.

#### **Art. 22: Auditors**

- 1) The Auditors examine whether the bookkeeping and annual financial statements as well as the motion by the Board of Directors for the appropriation

of available earnings correspond to the law and the Articles of Incorporation.

- 2) The Auditors shall attend the Annual General Meetings and provide information on the conduct and results of their audit. They are to receive copies of all notices and publications issued to shareholders with regard to the given General Meeting of the Company.

#### **Art. 23: Closing of the financial accounts**

- 1) The Company's financial year commences on January 1 and ends on December 31 of each year.
- 2) The annual report shall include commentary on the annual financial statements and provide information on the assets and liabilities, financial condition and commercial activities of the Company; it shall also contain the Board of Directors' motion for the appropriation of available earnings.
- 3) At minimum 21 days prior to their being addressed at the Annual General Meeting, the balance sheet and income statement examined by the Board of Directors and Auditors, which shall also include the reports of the Board of Directors and Auditors as well as other

legally stipulated documents, are to be made available at the registered offices of the Company for inspection by those entitled to participate at the Annual General Meeting.

#### **Art. 24: Distribution of profits; reserves**

- 1) The Company's legal reserves are to be maintained at levels that at minimum correspond to the currently valid provisions of the Persons and Companies Act and banking law.
- 2) Following allocation of appropriate amounts to the legal reserves, the General Meeting shall appropriate the remaining available net earnings for payment of an ordinary annual dividend, possible allocation to additional reserves, or for other uses.
- 3) The ordinary annual dividend shall be paid out of the net profit for the given year and/or out of free reserves.

#### **Art. 25: Official notices**

- 1) All legally prescribed announcements of the Company shall acquire legal validity through publication in the official Liechtenstein media prescribed for such publications.

- 2) The Company may forward any notice or document to the attention of members of a corporate body or third parties via regular post to the normal home address or to an alternative address that the given person has indicated to the Company for the purpose of such mailings.

#### **Art. 26: Banking and business secrecy**

Members of the corporate bodies as well as all employees of the Company are, for the duration of their term of office or employment by the Company as well as subsequent to their departure, obligated to maintain in strictest confidence all business circumstances and business events pertaining to the Bank and its clients, as well as all Bank-internal matters that they may have come to know during their term of office or employment by the Company.

#### **Art. 27: Legal disputes**

- 1) Legal disputes between the Company as such and the Board of Directors or any of its members, or between individual shareholders and the Company, or between members of the Board of Directors amongst each other with regard to claims arising from Company matters

shall be decided upon solely by an arbitration tribunal under exclusion of normal legal recourse.

- 2) Applicable in such arbitration proceedings are the provisions of the Liechtenstein Civil Proceedings Ordinance (LGBl. 1912 no. 9).
- 3) Members of the arbitration tribunal are obligated to maintain strictest confidence with regard to all business matters and circumstances of the Bank and its clients that said members may have come to know during the course of the proceedings.

#### **Art. 28**

These Articles shall take effect upon their entry into the Public Register.

Decision of the 44<sup>th</sup> Annual General Meeting of Shareholders of April 27, 2007.



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**BANK**

Verwaltungs- und Privat-Bank Aktiengesellschaft