
Long-Term Investors' Club

Charter

PREAMBLE / BELIEFS

The contracting parties

- having agreed on the following key principles, which shall characterize their actions as long-term investors:

1. We believe that long-term investors' ability to adopt a long-term horizon in investment strategies is a defining characteristic among investors in the global economy.
2. We believe that long-term investors have been playing and will go on playing a positive role in the global economy by supporting sustainable economic growth:
 - in periods of crisis through a stable investor behavior that allows value creation on the long-term,
 - in periods of growth in financing long-term projects that are less profitable in the short term than short term investments but more profitable to the national and global economies in the long-term.
3. We believe in and support the establishment of an international philosophy of long-term investment organizations and we will work for that purpose in close cooperation with the main international financial, economical, and political governance bodies.
4. We believe that long-term investment must support social and environmental improvement; therefore we will invest in accordance with the internationally recognized social and environmental responsibility policies.
5. We share a common identity as long-term investors, although our organizations cover a wide range of financial institutions such as pension funds, sovereign wealth funds, public investment institutions, reserve funds, endowment funds, development banks, and/or pension benefit guarantee schemes.
6. We believe that Environmental, Social and Governance issues can affect the performance of investors' portfolios in a long-term perspective and that taking in account these issues may better align investors with broader objectives of society.
7. We believe that our diversity makes our commitments stronger and our unity as long-term investors more meaningful.

- desiring to lay down the Charter of the Long-Term Investors' Club,

have agreed upon the following provisions:

ORGANIZATION AND OBJECTIVES

Article 1 - Name

A "Long-Term Investors' Club" (hereinafter referred to as the "Club") is hereby constituted; it shall perform its functions and carry on its activities in accordance with the provisions of this Charter.

Article 2 - Objectives

The objectives of the Club are the following:

- to share best practices among long-term investors, to strengthen their network and increase long-term investors' non financial value through their membership ;
- to promote academic research on long-term investments, to contribute to public and professional debates ;
- to assist in communications with political stakeholders of long-term investors, to assist each member pursue its investment policies ;
- to facilitate joint initiatives in connection with projects and investments.

Article 3 - Location

The address of the Club shall be *Hôtel de Pomereu*, 67 rue de Lille, 75007 Paris, France.

Meetings and events organised by the Club shall take place in any suitable location as decided by the Steering Committee.

Article 4 - Membership

Any long-term financial institution that identifies with the objectives and the beliefs set forth in this Charter is eligible for membership of the Club.

There shall be two categories of Members:

Founding Members

The Founding Members shall be: Caisse des Dépôts et Consignations ; Cassa Depositi e Prestiti S.p.A.; KfW ; European Investment Bank.

Members

The Members shall be any long-term financial institution having been admitted to the Club in accordance with the provisions of this Charter.

Any Member of the Club may leave it at his own will upon notification in writing to that effect to the President.

A Member of the Club may be excluded from the Club in cases of regular infringements of this Charter, its objectives and beliefs or standard norms of business ethics.

The Club may also welcome any organization other than financial institutions (such as associations, clubs, federations or any similar organizations) whose objectives and beliefs are similar to those of the long-term investors and whose contribution may represent a special interest for the development of long-term investments. These organizations will benefit of the status of "*Associated Partners*".

Article 5 - Admission of new Members

The admission of a new Member, either as a Member or as an Associate Partner, shall be decided by a unanimous vote of the Steering Committee.

The Rules of Procedure shall lay down arrangements for admissions of new Members or Associated Partners.

Article 6 – Organs of the Club

The Club shall be directed and managed by a Steering Committee, a President, Vice-Presidents and a Secretary General.

Article 7 – Steering Committee

The Steering Committee shall be comprised of the four Founding Members and four elected Members.

The four elected Members shall be elected for a period of two years by the Members of the Club.

Each Member of the Steering Committee shall be represented at Steering Committee meetings by one representative or by an alternate representative, whose identity shall be communicated to the Secretary-General prior to the meeting of the Steering Committee.

The Steering Committee shall be the sole decision-making body of the Club.

In particular, the Steering Committee shall be responsible for deciding on the following matters:

- the appointment and the removal of the President, the Vice-Presidents and the Secretary-General ;
- the determination of the powers and authority of the President, the Vice-Presidents and the Secretary-General ;
- any modification to this Charter and its Rules of Procedure;

- the admission and exclusion of a Member or of an Associated Partner;
- the dissolution of the Club.

Save as otherwise provided in this Charter, all decisions of the Steering Committee shall be expressed by unanimity. The decisions of the Steering Committee shall be considered as approved if all members of the Steering Committee attending such meeting have approved the proposed decisions. Abstentions by members of the Steering Committee shall not prevent the adoption of a decision.

The Members of the Club, who are not members of the Steering Committee, shall be invited to attend the meetings of the Steering Committee and participate in the deliberations but shall not be entitled to vote on any decision.

Associated Partners may also be invited to attend, but shall not be entitled to vote on any decision.

The Steering Committee shall hold one at least annual meeting.

Other meetings may be convened as decided by the Steering Committee.

Article 8 – President

The President of the Club shall be elected by the Steering Committee.

Each one of the Founding Members shall hold the office of President in turn for a period of two years.

The President shall chair and lead the work of the Steering Committee. The President may be assisted by one or several Vice-Presidents representing the diversity of the membership of the Club.

Article 9 – Secretary-General

The Secretary-General shall be appointed by the Steering Committee for a period of 3 years.

The tasks of the Secretary-General are to organize and administer the work of the Club; to draw up the Club's annual accounts comprising the balance sheet and the notes to the accounts; to provide secretarial services to the President and the Vice-President(s); and to implement the decisions taken by the Steering Committee.

Article 10 – Vice Presidents

The President may be assisted by one or several Vice-Presidents representing the diversity of the membership of the Club.

The Vice Presidents shall have the primary task of developing the activities of the Club in their region.

Article 11 - Finances of the Club

The revenue of the Club shall consist of membership fees payable annually; and any members' voluntary contributions.

The amount of the membership fee shall be determined by the Steering Committee upon proposal by the Secretary-General on an annual basis.

Any specific project to be financed in the name of the Club should be approved by the Steering Committee.

The Secretary-General shall draw up annual accounts comprising the balance sheet and the notes to the accounts.

The financial year shall be the calendar year.

Article 12 - Members' Expenses

Each member of the Club shall bear the expenses incurred by its representatives in relation to the meetings of the Steering Committee and to any other meetings of the Club.