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d'argument de publicité
Luxembourg, le 2021-03-02
Commission de Surveillance du Secteur Financier

Vivacity Funds

Investment company with variable capital with multiple sub-funds

PROSPECTUS

February 2021

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IMPORTANT INFORMATION

THE INFORMATION IN THIS PROSPECTUS IS BASED ON THE DIRECTORS' UNDERSTANDING OF CURRENT LAW AND PRACTICE (INCLUDING AS TO TAXATION) AT THE DATE HEREOF. BOTH LAW AND PRACTICE MAY BE SUBJECT TO CHANGE. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISER.

It should be remembered that the price of Shares and income from them can go down as well as up and that investors may not receive back the amount they originally invested.

Shares are available for issue on the basis of the information and representations contained in this Prospectus and the relevant Key Investor Information Documents. Any further information given or representations made by any person with respect to any shares must be regarded as unauthorised.

All Classes of all Sub-Funds that are in issue may be listed on the Luxembourg Stock Exchange or on any other recognised stock exchange. Trading in Shares on a stock exchange will be in accordance with the rules and regulations of the relevant stock exchange and subject to normal brokerage fees.

The Directors have taken all reasonable care to ensure that the facts stated herein are true and accurate in all material respects and that there are no other material facts, the omission of which would make misleading any statement herein whether of fact or opinion. All the Directors accept responsibility accordingly.

This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer is unlawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

The Shares have not been registered under the United States Securities Act of 1933, as amended (the "1933 Act"); they may therefore not be publicly offered, sold, transferred or delivered, directly or indirectly, in the USA, or in any of its territories subject to its jurisdiction or to or for the benefit of a US Person. The Shares are not being offered in the USA, and may be so offered only pursuant to an exemption from registration under the 1933 Act and with the consent of the Company, and have not been registered with the Securities and Exchange Commission or any state securities commission nor has the Company been registered under the Investment Company Act of 1940, as amended (the "1940 Act"). No transfer or sale of the Shares shall be made unless, among other things,

such transfer or sale is exempt from the registration requirement of the 1933 Act and any applicable state securities laws or is made pursuant to an effective registration statement under the 1933 Act and such state securities laws and would not result in the Company becoming subject to registration or regulation under the 1940 Act. Shares may furthermore not be sold or held either directly or indirectly by nor to the benefit of US Persons. The sale and transfer of Shares to US Persons is restricted and the Company may redeem Shares held by a US Person or refuse to register any transfer to a US Person as it deems appropriate to assure compliance with the 1933 Act and furthermore with the Foreign Account Tax Compliance Act ("FATCA"). For the purpose of compliance with FATCA, the restriction on investors is to be understood as a restriction on (i) specified US Persons, (ii) Non-participating Foreign Financial Institutions, (iii) Passive Non-Financial Foreign Entities with one or more substantial US owners (collectively the "ineligible investors"). All purchasers must certify that the beneficial owner of such Shares is not a US Person respectively an ineligible investor and is purchasing such Shares for its own account, for investment purposes only and not with a view towards resale thereof.

The Prospectus may not be delivered to "US Persons", ineligible investors or to any person who may not legally be able to receive it or in respect of whom a sales solicitation is unlawful (collectively the "unauthorised persons").

The Board of Directors will demand the immediate refunding of the Shares bought or held by an unauthorised person, including by investors who would have become unauthorised persons after the acquisition of the Shares.

Shareholders shall notify the Company and/or the Registrar and Transfer Agent i) if they become unauthorised persons or ii) if they hold Shares in breach of the applicable laws and regulations, the Prospectus or the Articles of Incorporation, or iii) in any circumstances which may affect the taxation of and/or have legal and/or regulatory consequences for the Company or the Shareholders or which may otherwise have a negative impact on the Company or the other Shareholders.

The Key Investor Information Documents of each Class of each Sub-Fund, the latest annual and semi-annual reports of the Company (if any), are available at the registered office of the Company and will be sent to investors upon request. Such reports shall be deemed to form part of this Prospectus.

Before subscribing to any Class and to the extent required by local laws and regulations each investor shall consult the relevant Key Investor Information Document(s). The Key Investor Information Documents provide information in particular on historical performance, the

synthetic risk and reward indicator and charges. Investors may obtain the Key Investor Information Documents in paper form or on any other durable medium agreed between the Management Company or the intermediary and the investor.

Shareholders are informed that as a matter of general practice, telephone conversations and instructions may be recorded for the purpose of evidencing transactions. Such recordings will benefit from protection under Luxembourg professional secrecy and privacy rules as the information shall not be released to third parties, except in cases where the Registrar and Transfer Agent is legally compelled or entitled to do so.

Benchmark Regulation

Regulation (EU) 2016/1011 of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the "Benchmark Regulation") came into full effect on 1 January 2018. The Benchmark Regulation introduces a new requirement for all benchmark administrators providing indices which are used or intended to be used as benchmarks in the EU to be authorized or registered by the competent authority. In respect of the Sub-Funds, the Benchmark Regulation prohibits the use of benchmarks unless they are produced by an EU administrator authorized or registered by ESMA or are non-EU benchmarks that are included in ESMA's public register (the "Register") under the Benchmark Regulation's third country regime.
EU benchmark administrators not yet appearing on the Register should apply for authorization or registration as an administrator under Benchmark Regulation before 1 January 2020. Updated information on the public register maintained by the ESMA should be available by 1 January 2020 at the latest. Benchmark administrators located in a third country must comply with the third country regime provided for in the Benchmark Regulation. The Management Company will make available a written plan setting out the actions that will be taken in the event of the benchmarks materially changing or ceasing to be provided, on request and free of charges at its registered office in Luxembourg.
At the date of the Prospectus, none of the Sub-Funds is using a Benchmark.

Data protection

Any information concerning Shareholders (the “Personal Data”) and other related natural persons (together “the Data Subjects”), provided to, or collected by or on behalf of the Fund and the Management Company (directly from Data Subjects or from publicly available sources) will be processed by the latter as joint data controllers (the “Controllers” – contact details available at the registered office of the Company in compliance with applicable data

protection laws, in particular Regulation (EU) 2016/679 of 27 April 2016, the "General Data Protection Regulation" (together the "Data Protection Legislation").
Failure to provide certain requested Personal Data may result in the impossibility to invest or maintain Shares of the Company.
Personal Data will be processed by the Controllers and disclosed to, and processed by, services providers acting as processors on behalf of the Controllers such as the Registrar and Transfer Agent, the Administrative Agent, the Paying Agent, the Auditor, legal and financial advisers and when applicable the Distributor and its appointed sub-distributors if any. (the "Processors") for the purposes of (i) offering and managing investments and performing the related services (ii) developing and processing the business relationship with the Processors, and (iii) if applicable direct or indirect marketing activities (the "Purposes").

Personal Data will also be processed by the Controllers and Processors to comply with legal or regulatory obligations applicable to them such as cooperation with, or reporting to, public authorities including but not limited to legal obligations under applicable fund and company law, anti-money laundering and counter terrorist financing (AML-CTF) legislation, prevention and detection of crime, tax law such as reporting to the tax authorities under FATCA, the Common Reporting Standard (CRS) or any other tax identification legislation to prevent tax evasion and fraud as applicable (the Compliance Obligations"). The Controllers and/or the Processors may be required to report information (including name and address, date of birth and tax identification number (TIN), account number, balance on account, the "Tax Data") to the Luxembourg tax authorities (Administration des contributions directes) which will exchange this information with the competent authorities in permitted jurisdictions (including outside the European Economic Area) for the purposes provided for in FATCA and CRS or equivalent Luxembourg legislation. It is mandatory to answer questions and requests with respect to the Data Subjects' identification and Shares held in the Company and, as applicable, FATCA and/or CRS and failure to provide relevant Personal Data requested by the Controllers or the Processors in the course of their relationship with the Company may result in incorrect or double reporting, prevent them from acquiring or maintaining their Shares of the Company and may be reported to the relevant Luxembourg authorities.

In certain circumstances, the Processors may also process Personal Data of Data Subjects as controllers, in particular for compliance with their legal obligations in accordance with laws and regulations applicable to them (such as anti-money laundering identification) and/or order of any competent jurisdiction, court, governmental, supervisory or regulatory bodies, including tax authorities.

Communications (including telephone conversations and e-mails) may be recorded by the Controllers and Processors including for record keeping as proof of a transaction or related communication in the event of a disagreement and to enforce or defend the Controllers' and Processors' interests or rights in compliance with any legal obligation to which they are subject. Such recordings may be produced in court or other legal proceedings and permitted as evidence with the same value as a written document and will be retained for a period of 10 years starting from the date of the recording. The absence of recordings may not in any way be used against the Controllers and Processors.

Personal Data of Data Subjects may be transferred outside of the European Union (including to Processors), in countries which are not subject to an adequacy decision of the European Commission and which legislation does not ensure an adequate level of protection as regards the processing of personal data.

Insofar as Personal Data is not provided by the Data Subjects themselves the Shareholders represent that they have authority to provide such Personal Data of other Data Subjects. If the Shareholders are not natural persons, they undertake and warrant to (i) adequately inform any such other Data Subject about the processing of their Personal Data and their related rights as described in the Prospectus and (ii) where necessary and appropriate, obtain in advance any consent that may be required for the processing of the Personal Data. Personal Data of Data Subjects will not be retained for longer than necessary with regard to the Purposes and Compliance Obligations, in accordance with applicable laws and regulations, subject always to applicable legal minimum retention periods.

Detailed data protection information is contained in the information notice, in particular in relation to the nature of the Personal Data processed by the controllers and Processors, the legal basis for processing, recipients, safeguards applicable for transfers of Personal Data outside of the European Union and the rights of Data Subjects (including the rights to access to or have Personal Data about them rectified or deleted, ask for a restriction of processing or object thereto, right to portability, right to lodge a complaint with the relevant data protection supervisory authority and right to withdraw consent after it was given, etc.) and how to exercise them.

The full information notice is also available on demand by contacting the Company or the Management Company at 4 rue Jean Monnet, L-2180 Luxembourg.

The Shareholders' attention is drawn to the fact that the data protection information contained herein and in the Prospectus is subject to change at the sole discretion of the

Controllers. By subscribing to the Shares, each investor consents to such processing of its Personal Data.

The Board of Directors draws the investors' attention to the fact that any investor will only be able to fully exercise its investor rights directly against the Company, notably the right to participate in general meetings of Shareholders if the investor is registered himself and in its own name in the Register maintained by the Registrar and Transfer Agent. In cases where an investor invests in the Company through an intermediary investing into the Company in its own name but on behalf of the investor, it may not always be possible for the investor to exercise certain Shareholder rights directly against the Company. Investors should seek advice from their salesman or intermediary on their rights in the Company.

DIRECTORY

Registered Office of the Company
4, rue Jean Monnet
L-2180 Luxembourg
Grand Duchy of Luxembourg

Board of Directors of the Company
Chairman :
- Didier Laloux, Deputy Manager, Andbank Asset Management Luxembourg

Directors :
- Christiane Diademi, Head of Legal, Andbank Asset Management Luxembourg
- Antoine Pouppez de Kettenis de Hollaeken, Independent Director

Management Company
Andbank Asset Management Luxembourg
4, rue Jean Monnet
L-2180 Luxembourg
Grand Duchy of Luxembourg

Members of the board of directors of the Management Company
- Jose Caturla Vicente, Head of Global Asset Management, Andbank Group
- Alain Léonard, Director, Andbank Asset Management Luxembourg
- Ivan Baile Santolaria, Financial Risk Control, Andbank Group
- Philippe Esser, Director, Andbank Asset Management Luxembourg
- Ricard Rodriguez Fernandez, Director of Intelligence and International Governance, Andbank Andorra

Conducting officers of the Management Company
- Luis Gomez Gonzales, Conducting Officer
- Pedro Pueyo, Conducting Officer
- Severino Pons Hernandez, Conducting Officer

Depositary and Paying Agent
KBL European Private Bankers S.A.
43, boulevard Royal
L-2955 Luxembourg
Grand Duchy of Luxembourg

Administration Agent, Registrar and Transfer Agent
European Fund Administration S.A.
2, rue d'Alsace
L-1122 Luxembourg
Grand Duchy of Luxembourg

Domiciliary and Corporate Agent
Andbank Asset Management Luxembourg
4, rue Jean Monnet
L-2180 Luxembourg
Grand Duchy of Luxembourg

Auditors
Deloitte Audit S.à r.l.
560, rue de Neudorf
L-2220 Luxembourg
Grand Duchy of Luxembourg

GLOSSARY

Unless otherwise specified in a Sub-Fund Particular:

1915 Law	Luxembourg Law of 10 August 1915 relating to commercial companies, as amended.
2010 Law	Luxembourg Law of 17 December 2010 on undertakings for collective investment, as amended, implementing Directive 2009/65/EC, as amended, into Luxembourg law.
Administration Agent	European Fund Administration S.A., acting in its capacity as administration agent of the Company.
Application Form	The application form available at the registered office of the Company and from distributors (if any).
Articles of Incorporation	The articles of incorporation of the Company, as may be amended from time to time.
Auditors	Deloitte Audit S.à r.l.
Base Currency	The base currency of a Sub-Fund, as disclosed in the relevant Sub-Fund Particular.
Board of Directors	The board of directors of the Company. Any reference to the Board of Directors includes a reference to its duly authorised agents or delegates.
Business Day	Any full day on which the banks are open for normal business in Luxembourg and, if provided for a specific Sub-Fund in the relevant Sub-Fund Particular, in other relevant jurisdictions.
Class(es)	Pursuant to the Articles of Incorporation, the Board of Directors may decide to issue, within each Sub-Fund, separate classes of Shares (hereinafter referred to as a "Class") whose assets will be commonly invested but where a specific initial or redemption charge structure, fee structure, minimum subscription amount, currency, dividend policy or other feature may be applied. If different Classes are issued within a

	Sub-Fund, the details of each Class are described in the relevant Sub-Fund Particular.
Commitment Approach	The commitment approach is calculated by converting the derivative contract into the equivalent position in the underlying asset embedded in that derivative, based on the market value of the underlying. Purchased and sold financial derivative instruments may be netted in accordance to guidelines 10/788 issued by CESR (the former name of ESMA) in order to reduce global exposure. Beyond these netting rules and after application of hedging rules, it is not allowed to have a negative commitment on a financial derivative instrument to reduce overall exposure and as such, risk-exposure numbers will always be positive or zero.
Company	Vivacity Funds, an investment company with variable capital incorporated under the form of a *société anonyme*.
CSSF	*Commission de Surveillance du Secteur Financier*, the Luxembourg supervisory authority.
Depositary	KBL European Private Bankers S.A., acting in its capacity as depositary of the Company.
Directors	The members of the Board of Directors.
Emerging Markets	Emerging markets are those markets in countries that, at the time a Sub-Fund invests in the related security, are classified as emerging or developing economies by any supranational organization such as the World Bank or the United Nations, or related entities, or are considered as emerging market countries for purposes of constructing major emerging market securities indexes.
EU	The European Union.
EUR	The legal currency of the European Union (the "Euro").
Eligible State	Any EU Member State or any other state in Eastern and Western Europe, Asia, Africa, Australia, North and South America and Oceania.

G20	The informal group of twenty finance ministers and central bank governors from twenty major economies: Argentina, Australia, Brazil, Canada, China, France, Germany, India, Indonesia, Italy, Japan, Mexico, Russia, Saudi Arabia, South Africa, South Korea, Turkey, United Kingdom, United States of America and the EU.
Institutional Investor(s)	Institutional investor(s) within the meaning of article 174 of the 2010 Law.
Luxembourg	The Grand Duchy of Luxembourg.
Management Company	Andbank Asset Management Luxembourg
Management Company Agreement	The agreement dated 30 August 2017 by which the Company appoints the Management Company to act as its management company in accordance with Chapter 15 and Annex II of the 2010 Law with effect as from 9 August 2017.
Money Market Instruments	Shall mean instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time.
Net Asset Value	The net asset value of any Class within any Sub-Fund or of any Sub-Fund determined in accordance with the relevant provisions detailed in Section 10. "Net Asset Value and dealing prices".
OECD	Organisation for Economic Co-operation and Development.
Register	The register of shareholders of the Company.
Registrar and Transfer Agent	European Fund Administration S.A., acting as registrar and transfer agent of the Company.
Reference Currency	The Reference Currency of a Class as disclosed in the relevant Sub-Fund Particular.
Regulated Market	A regulated market as defined in the Directive 2004/39/EC of 21 April 2004 on markets in financial instruments (Directive 2004/39/EC),

	namely a market which appears on the list of the regulated markets drawn up by each EU Member State, which functions regularly, is characterized by the fact that regulations issued or approved by the competent authorities define the conditions for the operation of the market, the conditions for access to the market and the conditions that must be satisfied by a financial instrument before it can effectively be dealt in on the market, requiring compliance with all the reporting and transparency requirements laid down by the Directive 2004/39/EC and any other market which is regulated, operates regularly and is recognised and open to the public in an Eligible State.
RESA	*Recueil Electronique des Sociétés et Associations*.
Share	A share of no par value of any Class of any Sub-Fund in the Company.
Shareholder	A person recorded as a holder of Shares in the Register.
Sub-Fund	A specific portfolio of assets and liabilities within the Company having its own net asset value and represented by one or more Classes.
Sub-Fund Particulars	Part of the Prospectus containing information relating to each Sub-Fund.
Transferable Securities	Shall mean: (a) shares and other securities equivalent to shares, (b) bonds and other debt instruments, (c) any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange, excluding techniques and instruments relating to transferable securities and Money Market Instruments.
UCITS	An undertaking for collective investment in Transferable Securities and other eligible assets authorised pursuant to Directive 2009/65/EC, as amended.
Other UCI	An undertaking for collective investment within the meaning of Article 1 paragraph (2), point (a) and point (b) of Directive 2009/65/EC.
US Person	A citizen or resident of the United States of America, a partnership

	organised or existing under the laws of any state, territory or possession of the United States of America, or a corporation organised under the laws of the United States of America or of any state, territory or possession thereof, or any estate or trust, other than an estate or trust the income of which from sources outside the United States of America is not includable in gross income for the purpose of computing United States income tax payable by it.
USD	The official currency of the United States of America (United States Dollar).
Valuation Day	Any day as of which the Net Asset Value is calculated as detailed for each Sub-Fund, in the relevant Sub-Fund Particular.

GENERAL PART

1. STRUCTURE OF THE COMPANY

The Company is an umbrella investment company with variable capital (*société d'investissement à capital variable*) incorporated under the form of a *société anonyme* in the Grand Duchy of Luxembourg. It qualifies as a UCITS under Part I of the 2010 Law. As an umbrella structure, the Company may operate separate Sub-Funds, each being distinguished among others by their specific investment policy or any other specific feature as further detailed in the relevant Sub-Fund Particular. Within each Sub-Fund, different Classes with characteristics detailed in the relevant Sub-Fund Particular may be issued.

The Company constitutes a single legal entity, but the assets of each Sub-Fund are segregated from those of the other Sub-Fund(s) in accordance with the provisions of article 181 of the 2010 Law. This means that the assets of each Sub-Fund shall be invested for the Shareholders of the corresponding Sub-Fund and that the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

The Board of Directors may at any time resolve to set up new Sub-Fund(s) and/or create within each Sub-Fund one or more Classes. The Board of Directors may also at any time resolve to close a Sub-Fund, or one or more Class(es) within a Sub-Fund, to further subscriptions.

The Company was incorporated for an unlimited period in Luxembourg on 9 August 2017. The capital of the Company shall be equal at all times to its net assets. The minimum capital of the Company shall be the minimum prescribed by the 2010 Law, which at the date of this Prospectus is the equivalent of EUR 1,250,000. This minimum must be reached within a period of 6 months following the authorisation of the Company as a UCITS under the 2010 Law.

The Company was incorporated with an initial capital of EUR 31,000 divided into 310 fully paid up Shares.

The Company is registered with the *Registre de Commerce et des Sociétés, Luxembourg* (Luxembourg register of trade and companies) under number B 217195. The Articles of Incorporation are deposited with the *Registre de Commerce et des Sociétés, Luxembourg* and have been published in the RESA on 21 August 2017.

The reference currency of the Company is the EUR and all the financial statements of the Company will be presented in EUR.

2. INVESTMENT OBJECTIVES AND POLICIES OF THE COMPANY AND THE SUB-FUNDS

The Company seeks to provide a range of Sub-Fund(s) with the purpose of spreading investment risk and satisfying the requirements of investors seeking to gain capital growth as detailed for each Sub-Fund in the relevant Sub-Fund Particular.

In pursuing the investment objectives of the Sub-Funds, the Board of Directors seeks, at all times, to maintain an appropriate level of liquidity in the assets of the relevant Sub-Fund so that redemptions of Shares under normal circumstances may be made without undue delay upon request by the Shareholders.

Whilst using their best endeavours to attain the investment objectives, the Board of Directors cannot guarantee the extent to which these objectives will be achieved. The value of the Shares and the income from them can fall as well as rise and investors may not realise the value of their initial investment. Changes in the rates of exchange between currencies may also cause the value of the Shares to diminish or to increase.

3. RISK MANAGEMENT PROCESS

In accordance with the 2010 Law and the applicable regulations, in particular Circular CSSF 11/512, the Management Company, on behalf of the Company, will employ a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each Sub-Fund. The Management Company, on behalf of the Company will employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

4. RISK CONSIDERATIONS

Investment in any Sub-Fund carries with it a degree of risk, including, but not limited to, those referred to below. Potential investors should read the Prospectus in its entirety, read the relevant Key Investor Information Document and consult with their legal, tax and financial advisors prior to making a decision to invest.

There can be no assurance that the Sub-Fund(s) of the Company will achieve their investment objectives and past performance should not be seen as a guide to future returns. An investment may also be affected by any changes in exchange control regulation, tax laws, withholding taxes and economic or monetary policies.

Investors should note the following risk considerations before making any decision to invest in the Company. It should be noted that the risk factors set out below do not purport to be a complete explanation of the risks involved in investing in the Company. Prospective investors should read the entire document and consult with their legal, tax and financial advisers before making any investment decision.

General risks

The below risk factors apply to all Sub-Funds indiscriminately and shall be considered regardless of their specific investment policies and strategies.

General Investment Activity Risks

An investment in a Sub-Fund is suitable only for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. Potential investors should consult their stockbroker, bank manager, lawyer, accountant or their independent financial adviser before investing.

Investment in the Company should be regarded as long term in nature. There can be no guarantee that any appreciation in the value of any Sub-Fund's investments will occur and investors may not get back the full value of their investment. Although it will be the policy of each Sub-Fund to diversify its investment portfolio, a Sub-Fund may at certain times hold relatively few investments. A Sub-Fund could be subject to significant losses if it holds a large position in a particular investment that declines in value or is otherwise adversely affected, including default of the issuer.

There can be no guarantee that the investment objectives of the Company will be met.

The past performance of assets managed by the Sub-Funds are not necessarily guides to the future performance of these Sub-Funds nor to any particular other Sub-Fund.

All investments involve risks and there can be no guarantee against loss resulting from an investment in any Shares, nor can there be any guarantee that a Sub-Fund's investment objectives will be attained in respect of its overall performance. Investors should therefore ensure (prior to any investment being made) that they are satisfied with the risk profile of the relevant Sub-Fund as described in the Sub-Fund's Particulars.

In addition to the opportunities for price gains and earnings, investment in securities also involves risks because the prices could fall below the purchase price paid. Factors affecting the value of securities in some markets and under certain situations cannot easily be determined and the value of such investments may decline or be reduced to zero.

The Company employs a risk management process that enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each Sub-Fund. The Company will also employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

Regulatory Risks

The Company is domiciled in Luxembourg and investors should note that all the regulatory protections provided by their local regulatory authorities may not apply. Investors should consult their financial or other professional adviser for further information in this area.

Taxation

Any change in the Company's tax status or in taxation legislation could affect the value of the investments held by and the performance of the Company. Representations in this Prospectus concerning the taxation of investors in Shares are based upon current tax law and practice which is subject to change.

A Sub-Fund may from time to time purchase investments that will subject the Company to withholding taxes or exchange controls in various jurisdictions. In the event that withholding taxes or exchange controls are imposed with respect to any of the Company's investments, the effect generally reduces the income or proceeds received by the Company on its investments.

See also the Section 19. "Taxation" below.

Risk Reduction and Risk Avoidance Measures

The Management Company uses modern methods of analysis to optimise the opportunity/risk ratio of an investment in securities. Through shifting and temporarily higher cash balances, the portion of the Company not invested in securities serves the objectives of the investment policy in that it reduces the effect of possible price falls in securities investments. Nevertheless, no assurance can be given that the objectives of the investment policy will be reached.

Suspension of Share Dealings

Investors are reminded that in certain circumstances their right to redeem Shares may be limited (see Section 10.2 "Temporary Suspension" below).

Fees and Expenses

Particular attention should be paid to the level of fees and expenses charged as their proportionate effect may be determined by Sub-Fund size.

Performance Fee Risk

The existence of a performance fee on a particular Sub-Fund has the benefit that it aligns the Management Company's interests more with that of the Shareholders. However, because part of the Management Company's remuneration is calculated by reference to the performance of the relevant Sub-Fund, there is the possibility that the Management Company will be tempted to make investments that are riskier and more speculative than if the remuneration was linked purely to the size of that Sub-Fund.

Risk of no Equalisation for Performance Fee

The method of calculating any performance fee may give rise to the risk that a Shareholder redeeming Shares may still incur a performance fee in respect of those Shares, even though a loss in investment capital has been suffered by the redeeming Shareholder.

Absence of Segregation of Assets and Liabilities between Classes

The Company is composed of the different Sub-Funds, each Sub-Fund corresponding to a distinct part of the assets and liabilities of the Company. Whilst each Sub-Fund may segregate the assets and liabilities attributable to each Class it maintains in its books and records, any third party creditor will be a creditor of the relevant Sub-Fund. For example, if a particular Sub-Fund defaults under any liability owed to one or more third parties where the relevant liability is attributable to a particular Class, such third party or third parties will have recourse to all the assets of the relevant Sub-Fund (i.e. the assets attributable to all Classes, and not just the assets of the Class to which the relevant liability is attributable in the books and records of the Sub-Fund) to satisfy such liability or liabilities.

In addition, the use of financial derivative instruments for the hedging of the Hedged Classes

means that the Company enters into financial derivative contracts, on behalf of the relevant Sub-Fund, which may generate payment/delivery obligations at the level of the Sub-Fund that it should be able to meet. Due to the lack of asset segregation between Classes, the financial derivatives used become part of the common pool of assets of the relevant Sub-Fund. This introduces potential counterparty and operational risk for all investors in the relevant Sub-Fund. This could lead to a risk of contagion to the other Classes of the Sub-Fund. This risk could disadvantage investors in those Classes where no hedging is undertaken as well as those participating in the Hedged Classes.

Early Termination of a Sub-Fund

The Board of Directors may terminate a Sub-Fund in accordance with the provisions set forth under Section 20.2 "Liquidation, merger, split or consolidation of Sub-Fund(s)/Classes" below. In the event of early termination, the Sub-Fund concerned would have to distribute to the Shareholders their pro rata interest in the assets of that Sub-Fund. It is possible that at the time of such sale or distribution, certain investments held by such Sub-Fund concerned may be worth less than the initial cost of such investments, thereby resulting in a substantial loss to the Shareholders concerned.

Risk related to Foreign Account Tax Compliance Act ("FATCA")

The withholding tax regime of FATCA became effective in phases since 1 July 2014. Although the Company will attempt to satisfy any obligations imposed on it to avoid the imposition of the FATCA withholding tax, no assurance can be given that the Company will be able to satisfy these obligations. If the Company becomes subject to a withholding tax as a result of the FATCA regime, the value of the Shares held by the Shareholders concerned may be adversely impacted to a significant extent.

Risk related to Common Reporting Standard

For exchange of information purpose, Shareholders are informed that their personal and account information (the Information as described in the Common Reporting Section) may be reported to the relevant tax authorities.

Any Shareholder that fails to comply with the Company's Information or documentation requests may be held liable for penalties imposed on the Company and attributable to such Shareholders' failure to provide the Information or subject to disclosure of the Information by the Company to the Luxembourg tax authorities. In addition, as the case may be, the

Company may redeem Shares held by such Shareholders.

Sustainability risk

The Management Company reviews and assesses potential sustainability risks within the meaning of the EU Regulation 2019/2088 dated March 10, 2021 on the sustainability related disclosures in the financial services sector and related technical standards (the "SFDR Regulation") as part of its decision-making processes with respect to the investments made and/or to be made by the Management Company or the Investment Managers if any and will integrate such review within its internal procedures and policies. Such review will be performed by the risk management team of the Management Company and the risk management process is currently under review. Thereafter, during the ex-ante risk assessment process the Management Company or the Investment Managers if any will consider those risks and assess if those will have a relevant impact on the investment. If those risks are relevant, the risk management team also performs a regular (ex-post) review of those risks as part of the discharge of its duties.
More information regarding the Sustainability Risks management approach can be found under the Sustainability risk policy available on the website of the Management Company on www.andbank.com.

As part of a first review performed, the Investments made and/or to be made by the Management Company are not likely to be affected by sustainability risks and that if any such sustainability risk arises, it is not likely to have a more materially adverse effect on the Company's returns than any other normal market or external risk. Investors should note that it is very difficult to assess with any reasonable certainty whether there exists, or the likely outcome of, any sustainability risk on the Investments and/or the risk of occurrence of any such risk. The sustainability risk exposure assessment of the financial product will be performed on a periodic basis to ensure that the Management Company is able to identify a risk becoming relevant and affect the Company's return. Based on this assessment, if a sustainability risk is identified as being relevant and having an impact on the financial return, the present Prospectus will be adapted accordingly.

The Management Company is responsible for the consideration of the principal adverse impact of the investment decision on the sustainability factors as disclosed in the Part B of this Prospectus describing the particularities of the Sub-Fund(s).

The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Specific risks

The below risk factors may apply to the Sub-Funds in the context of their specific terms and investment policies and strategies.

Financial Derivative Instruments Risks

A Sub-Fund may invest in financial derivative instruments, comprising options, futures, index futures and currency forward contracts for investment, hedging and efficient portfolio management. Furthermore, the Sub-Funds may invest in underlying funds which use financial derivative instruments extensively or primarily for investment purposes.

Investment funds using financial derivative instruments for investment purposes are generally associated with greater risk than funds which use financial derivative instruments only for efficient portfolio management or hedging purposes. These significant additional risks include, for example, market counterparty risk, leverage risk, liquidity risk and operational risk. Losses incurred as a consequence of the use of financial derivative instruments for investment purposes may be substantial and could lead to total capital loss for investors in the Sub-Fund(s) concerned. There is a risk of total / significant loss resulting from the use of financial derivative instruments for investment purposes.

Where a Sub-Fund enters into OTC derivative contracts, it will be exposed to the risk that the counterparty may default on its obligations to perform under the relevant contract. Further, there is risk with such investments, that the more bespoke they become and the more complex they become the harder it is to unwind the positions at market prices.

Basis risk is the risk of loss due to a divergence in the difference between two rates or prices. There will be occasions where a Sub-Fund will use financial derivative instruments to hedge out existing market exposure to a particular basket of stocks. Although the underlying constituents of the financial derivative instrument used may be similar to the basket of stocks being hedged against, it is likely that there will be differences in the composition. The hedging arrangement may therefore not fully offset the price change in the basket of stocks being hedged against.

There is also a risk that the Management Company will have insufficient cash in a Sub-Fund to meet the margin calls necessary to sustain its position in a derivative contract in which case the counterparty will require the investor to place a margin payment with them at the outset of the contract, and this margin payment will be subject to additional top-ups if and when the market moves against the investor. In such circumstances the Management Company will either have to close out the position, thus realising a loss, or dispose of other assets in such Sub-Fund to raise the required margin call, thus potentially adversely affecting the investment composition of such Sub-Fund.

Risks Related to Investments in Equities (including ordinary and preference shares)

Experience has shown that equities and securities of a share-like character are subject to strong price fluctuations. That is why they offer the possibility of considerable price gains, but also involve increased risks. For example, the prices of equities and securities of a share-like character are influenced above all by the profits or otherwise of individual enterprises and sectors as well as macro-economic developments and political perspectives which determine the expectations of the securities markets and thus the movement of prices. All factors affecting the value of securities in some markets and under certain situations cannot easily be determined and the value of such investments may decline or be reduced to zero.

Risks Related to Investments in Fixed-Interest Securities (including convertible debt securities)

Price changes in fixed-interest securities are influenced predominantly by interest rate developments in the capital markets, which in turn are influenced by macro-economic factors. Fixed-interest securities could suffer when capital market interest rates rise, while they could increase in value when capital market interest rates fall. The price changes also depend on the term or residual time to maturity of the fixed-interest securities. In general, fixed-interest securities with shorter terms have less price risks than fixed-interest securities with longer terms. However, they generally have lower returns and, because of the more frequent due dates of the securities portfolios, involve higher re-investment costs.

Risks Related to Investments in Sub-Investment Grade/High Yield

The Sub-Fund may invest in sub-investment grade/high yield securities. These fixed income securities (rated BB+ or lower by Standard & Poor's, Ba1 or lower by Moody's or an equivalent rating from any other recognised rating agency) typically are subject to greater market fluctuations and to greater risk of loss of income and principal, due to default by the issuer, than are higher rated fixed income securities. Lower rated fixed income securities' values tend to reflect short term corporate, economic and market developments and investor perceptions of the issuer's credit quality to a greater extent than lower yielding higher rated fixed income securities' values. In addition, it may be more difficult to dispose of, or to determine the value of, high yield fixed income securities. There are fewer investors in lower rated securities, and it may be harder to buy and sell securities at an optimum time. Fixed income securities rated BB+ or Ba1 or lower, or an equivalent rating from any other recognised rating agency, are described by the ratings agencies as "predominantly speculative with respect to capacity to pay interest and repay principal in accordance with the terms of the obligation. While such debt will likely have some quality

and protective characteristics, these are outweighed by large uncertainties or major risk exposures to adverse conditions".

Risks Related to Investments in Warrants

In addition to the above risks involved with securities and exchange rate changes, warrants carry the risk, but also the opportunity, of what is known as leverage. This leverage is produced, for example, with call warrants through the lower capital investment when the warrants are purchased compared with a direct purchase of the underlying assets. The same applies for put warrants. The greater the leverage, the greater the change of price of the warrant in the event of a change in the prices of the underlying assets (in comparison to the subscription price set forth in the option conditions). The opportunities and risks of warrants increase as the leverage increases. Since warrants are generally issued only for a limited term, it cannot be ruled out that they will be valueless at the date of maturity if the price of the underlying assets falls below the subscription price fixed when the call warrants were issued or exceeds the subscription price fixed when the put warrants were issued.

Risks Related to Investments in Fixed-Interest Securities Without Regular Interest Payments and Zero Bonds

Particular attention must be paid to observing the credit worthiness and assessing the issuer of interest-bearing securities without regular interest payments and zero bonds. In times of climbing capital market interest rates, it may be difficult to trade in such bonds, particularly because of their comparatively long term and the absence of continual interest payments.

Risks Related to Investments in Equity Related Securities

In accordance with the investment policies and restrictions of the Company, certain Sub-Funds may invest in equity related securities, including but not limited to financial derivative instruments, options, swaps, futures and forward contracts, warrants, convertible bonds and preference shares. Equity related securities may not be listed and are subject to the terms and conditions imposed by their issuers. There may be no active market in equity related securities and therefore investments in equity related securities can be illiquid. In order to meet redemption requests, the Company relies upon the issuers of the equity related securities to quote a price to unwind any part of the equity related securities that will reflect the market liquidity conditions and the size of the transaction. There is a risk that the issuers of equity related securities will not settle a transaction due to a credit or liquidity problem and the relevant Sub-Funds may suffer a loss (including a total loss). Investments in equity related securities do not entitle the investors to the beneficial interest in the

underlying securities nor to make any claim against the company issuing the securities. Fluctuations in the exchange rate between the denomination currency of the underlying Shares and the equity related securities will affect the value of the equity related securities, the redemption amount and the distribution amount on the equity related securities.

Risks related to the Use of Financial Derivative Instruments for Hedging / Efficient Portfolio Management Purposes

In adverse circumstances, the Company's use of financial derivative instruments may become ineffective in hedging / efficient portfolio management and the Company may suffer significant losses in relation to use of financial derivative instruments.

Risks Related to Investments in Bonds

Comparatively, the bond market has been less vulnerable to price swings or volatility than other investment products as most bonds pay investors a fixed rate of interest income that is also backed by a promise from the issuer. Apart from the general investment risks, there are also risks which arise from investing in bonds and these include the interest rate risk (bond prices usually fall when the interest rate rises); inflation risk (this usually reduces the purchasing power of a bond) and market risk (the risk that the bond market as a whole would decline).

Depositary Receipts

Investment into a given country may be made via direct investments into that market or by depositary receipts traded on other international exchanges in order to benefit from increased liquidity in a particular security and other advantages. A depositary receipt admitted to the official listing on a stock exchange may be deemed an eligible transferable security regardless of the eligibility of the market in which the security to which it relates normally trades.

Credit and Counterparty Risks

Even when the securities to be acquired are selected carefully, the credit risk, i.e. the risk of loss through the inability of issuers to pay (issuer risk), cannot be excluded. The value of a Sub-Fund may be adversely affected if any of the institutions with whom the assets of the Sub-Fund are invested or deposited suffers insolvency or other financial difficulties. Such deposits may include margin payments to derivative counterparties and cash held on deposit at bank.

The Sub-Funds may invest in financial derivative instruments, comprising options, futures, index futures and currency forward contracts for hedging and efficient portfolio management, as more fully described in the investment policy of each Sub-Fund. There is a risk that the use of such instruments will not achieve the goals aimed at. Also, the use of swaps and other derivative contracts entered into by private agreements may create a counterparty risk for the Sub-Fund concerned.

In certain circumstances, there may be a credit risk with regard to parties with whom a Sub-Fund trades and a Sub-Fund may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organisation guarantees, daily mark-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. It may not always be possible for the securities and other assets deposited with depositaries or brokers to be clearly identified as being assets of a Sub-Fund and such Sub-Fund may be exposed to a credit risk in those situations. In addition, there may be practical or time problems associated with enforcing a Sub-Fund's rights to its assets in the case of an insolvency of any such party. In such circumstances it is possible that a Sub-Fund will not be able to recover any debt in full, or at all.

These risks are mitigated by the fact that the counterparties must be institutions subject to prudential supervision and that the counterparty risk on a single entity must be limited in accordance with the investment restrictions. The secondary market price of such financial derivative instruments will vary in accordance with the market's perception of the credit worthiness of the issuer.

In the event of failure of the counterparty the Company may only rank as an unsecured creditor in respect of sums due from the issuer or broker in question, meaning that the Company may be unable to recover part or all of the assets exposed to that counterparty and any such recovery may be significantly delayed. Such delay or loss would be to the detriment of the Net Asset Value of Shares in the relevant Sub-Fund.

Liquidity Risk

A Sub-Fund's ability to invest in and to liquidate its assets may, from time to time, be restricted by the liquidity of the market for those assets. Regulated markets may undergo temporary or prolonged closures and may impose a suspension or limitation on trading in a security traded on the relevant exchange or market.

In addition, certain listed transferable securities and money market instruments, particularly securities and money market instruments of smaller capitalised issuers, may from time to time lack an active secondary market and may be subject to more abrupt or erratic price movements than transferable securities or money market instruments of larger, more established companies or stock market averages in general. These difficulties may be exacerbated during periods of extreme market volatility.

Furthermore, redemptions by Shareholders could require the liquidation of securities positions more rapidly than would otherwise be desirable, which could adversely affect the value of the Shares of both the redeeming Shareholders and the remaining Shareholders. For example, such redemptions could require liquidations of the positions in a short time frame, which could reduce the value of certain of a Sub-Fund's investments, satisfy the available demand in the market, thus impairing the ability of such Sub-Fund to liquidate its investments or in certain instances force such Sub-Fund to liquidate positions at a time other than when a Sub-Fund would elect to do so.

Risks Related to Investments in Smaller Companies

Sub-Funds which invest in smaller companies may fluctuate in value more than other Sub-Funds because of the greater potential volatility of share prices of smaller companies.

Smaller companies may find themselves unable to generate new funds to support their growth and development, they may lack vision in management, or they may develop products for new, uncertain markets.

Sector and/or Geographical Concentration

Sub-Funds which specialise in investing in a particular market sector or geographical region are likely to be more volatile than funds with a broader range of investments. This risk is greater in relation to investment in emerging market countries which may experience political and economic changes.

Options

Options are associated with particular risks which can differ in importance, depending on the position taken:

- The purchase price of a call or put option is lost on the date of maturity.

- If a call option is sold, there is a risk that a Sub-Fund will no longer be able to participate in especially strong appreciation of the asset. If put options are sold, there is a risk that such a Sub-Fund will be obligated to acquire assets at the exercise price, even though the market value of these assets is significantly lower.

- The value of a Sub-Fund can be more strongly influenced through the leveraging of options than would be the case if assets were acquired directly.

Financial Futures Contracts

Financial futures contracts are associated with considerable opportunities as well as risks, because only a fraction of the relevant contract size (initial deposit) must be paid immediately. If the expectations of the Management Company are not fulfilled, the difference between the price at the time of conclusion and the market price must be borne by the relevant Sub-Fund by no later than the due date of the transaction. The amount of the possible loss is thus not known in advance and may exceed any collateral provided.

Portfolio swaps and Credit Default Swaps

Swaps involve a particular contracting party risk in that the contracting party may be unable to meet its payment obligations, or may do so only partially or late. Swaps also involve a market risk arising from fluctuations in exchange rates and interest rates.

In the case of swaps which convert into foreign currency, there are also exchange rate opportunities and risks. Moreover, these swaps are subject to what is called a transfer risk, something which also exists with other swaps involving cross-border transactions.

Credit default swaps may trade differently from the funded securities of the reference entity. In adverse market conditions, the basis (difference between the spread on bonds and the spread on credit default swaps) can be significantly more volatile than funded securities.

Participation Notes

Participation notes involve a particular contracting party risk in that the contracting party may be unable to meet its payment obligations, or may do so only partially or late. They also involve a market risk arising from fluctuations in exchange rates and interest rates.

In the case of participation notes which convert into foreign currency, there are also exchange rate opportunities and risks. Moreover, these participation notes are subject to what is called a transfer risk, something which also exists with other participation notes involving cross-border transactions.

Possible Losses in Securities Option Transactions, Financial Futures Contracts, Option Transactions on Financial Futures Contracts and Securities Index Options

Securities option dealings, financial futures contracts and option dealings on financial futures contracts and securities index options (option rights and warrants) are all forward exchange transactions.

However, since the possible profits arising from such transactions must be set against high possible losses, the investor must realise that:

- the time-limited rights acquired from forward exchange transactions can collapse or suffer a reduction in value;

- the amount of the possible loss is not known in advance and can exceed any collateral provided;

- it may not be possible, or may only be possible at a loss, to effect dealings through which the risks from forward exchange transactions which have been effected are to be excluded or limited; and

- in addition to the above risks, the exercising of two linked forward exchange transactions involves additional risks which depend on the financial futures contracts/securities index options thus created and may result in a loss far above the original investment in the price paid for the option right or warrant.

Exchange Rate Hedging Transactions

Exchange rate hedging transactions serve to reduce exchange rate risks. As these hedging

transactions only protect a Sub-Fund to a limited extent to one part of the exchange rate losses, it cannot be ruled out that exchange rate fluctuations can have a negative impact on the performance of such Sub-Fund.

Future Exchange Transactions

The costs and possible losses arising in future exchange transactions through the purchase of the corresponding option rights and warrants reduce the operating profit of the Company. In this respect the notes regarding securities option transactions and financial futures contracts also apply here.

Risks related to Investments in Emerging and Less Developed Markets

In emerging and less developed markets, the legal, judicial and regulatory infrastructure is still developing but there is much legal uncertainty both for local market participants and their overseas counterparts. Therefore, investing in these markets involves certain risks and special considerations not typically associated with investment in major western jurisdictions. Some markets may carry higher risks for investors who should therefore ensure that, before investing, they understand the risks involved and are satisfied that an investment is suitable as part of their portfolio. Investments in emerging and less developed markets should be made only by sophisticated investors or professionals, such as the Management Company, who have independent knowledge of the relevant markets, are able to consider and weigh the various risks presented by such investments, and have the financial resources necessary to bear the substantial risk of loss of investment in such investments.

In general, the securities markets in the emerging and less developed markets are less developed than the major western securities markets. There is less state regulation and supervision of these securities markets, and less reliable information available to brokers and investors than in the major western markets and consequently less investor protection. Their accounting, auditing and financial reporting standards and requirements in those markets are in many respects less stringent and less consistent than those applicable in many major western countries. Corporate legislation in the emerging and less developed markets regarding the fiduciary responsibility of directors and officers and protection of Shareholders is significantly less developed than in the major western jurisdictions and may impose inconsistent or even contradictory requirements on companies. In addition, less information is available to investors investing in securities of companies in those markets and the historic information which is available is not necessarily comparable or relevant to many major western countries.

Examples of economies that can be considered to be emerging market economies include, without limitation, countries in Asia, Latin America, the Middle East, southern and eastern Europe, the region formerly known as the USSR, and Africa. These include, again without limitation: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand, Turkey, Sri Lanka and Pakistan.

Political and Economic Risk Factors of Emerging Markets

There is in some emerging market countries, in which certain Sub-Funds may invest, a higher than usual risk of nationalisation, expropriation or confiscatory taxation, any of which might have an adverse effect on the value of investments in those countries. Emerging market countries may also be subject to higher than usual risks of political changes, government regulation, social instability or diplomatic developments (including war) which could adversely affect the economies of the relevant countries and thus the value of investments in those countries.

The economics of many emerging market countries can be heavily dependent on international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, managed adjustments on relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade and international economic developments generally.

Foreign Investment Restrictions

There are, in certain of the countries in which investments of certain Sub-Funds are proposed, restrictions on investment by foreign investors. In addition, the ability of foreign investors, such as the Company, to participate in privatisations in certain foreign countries may be limited by local law, or the terms on which the Company may be permitted to participate may be less advantageous than those for local investors. These factors and any restrictions introduced in the future could limit the availability to the Company of attractive investment opportunities.

Settlement and Custodial Risk

Settlement and safe custody of securities in certain emerging countries involve certain risks and considerations which do not normally apply when settling transactions and providing safe custody services in more developed countries. The Depositary will not have absolute

liability for the acts, omissions or creditworthiness of local agents, depositaries, registrars or brokers involved in the safekeeping or the settlement of the assets of the Company.

Small and Midsize Companies Risk

While smaller and midsize companies may offer substantial opportunities for capital growth, they also involve substantial risks and should be considered speculative. Historically, smaller and midsize company securities have been more volatile in price and less liquid than larger company securities, especially over the short term.

In addition, smaller and midsize companies may lack depth of management, be unable to generate funds necessary for growth or development, have limited product lines or be developing or marketing new products or services for which markets are not yet established and may never become established. Smaller and midsize companies may be particularly affected by interest rate increases, as they may find it more difficult to borrow money to continue or expand operations, or may have difficulty in repaying any loans which are floating rate.

These risks are typically increased for securities issued by smaller companies registered or performing a significant part of their activities in developing countries and emerging markets such as certain Asian markets, especially as the liquidity of securities issued by companies in such markets may be substantially smaller than with comparable securities in more developed countries.

Risks related to Investments in Russia

If investment in Russia is specifically authorised in the relevant Part B of the Prospectus, certain Sub-Funds may invest in securities listed on the Moscow Exchange in Russia and on any other Regulated Markets in Russia which may be recognised by the CSSF.

Investments in Russia are currently subject to certain heightened risks with regard to the ownership and custody of securities. In Russia, shareholdings are evidenced by entries in the books of a company or its registrar (which is neither an agent nor responsible to the Depositary). No certificates representing shareholdings in Russian companies will be held by the Depositary or any of its local correspondents or in an effective central depository system. As a result of this system and the lack of effective state regulation and enforcement, the Sub-Funds could lose their registration and ownership of Russian securities through fraud, negligence or even mere oversight. However, in recognition of such risks, the Russian correspondent of the Depositary is following increased 'due diligence' procedures. The

Russian correspondent has entered into agreements with Russian company registrars and will only permit investment in those companies that have adequate registrar procedures in place. In addition, the settlement risk is minimised as the Russian correspondent will not release cash until registrar extracts have been received and checked. In addition, Russian debt securities have an increased custodial risk associated with them as such securities are, in accordance with market practice, held in custody with Russian institutions which may not have adequate insurance coverage to cover loss due to theft, destruction or default.

The investment of certain Sub-Funds in Russia may become restricted by or subject to the restrictive measures that have been or will be taken against Russia. In particular, EU has recently taken measures (including the Council of the European Union Regulation (EU) No 833/2014 which implements Council Decision 2014/512/CFSP of 31 July 2014) that may lead to ban investments to be made by the Sub-Fund in Russia. There is also a high level of uncertainty as to whether further restrictive measures may be adopted. Accordingly, investors must be aware that the Company's portfolio may be materially adversely affected by any such measures.

Risks related to Investments in Underlying Funds

The Management Company may not always be provided with detailed information regarding all of the investments made by underlying funds because certain of this information may be considered proprietary information by the managers of those underlying funds. This potential lack of access to information may make it more difficult for the Management Company to select, allocate among and evaluate individual fund managers.

Despite the due diligence procedures which will be used to select and monitor the individual underlying funds in which the assets of the Sub-Funds will be invested, there can be no assurance that past performance information in relation thereto will be indicative of how such investments will perform (either in terms of profitability or correlation) in the future.

Although the Management Company will seek to monitor the investments and trading activities of the underlying funds in which a Sub-Fund has invested, investment decisions will normally be made independently at the level of such underlying funds and it is possible that some managers will take positions in the same security or in issues of the same industry or country at the same time. Consequently, the possibility also exists that one underlying fund may purchase an instrument at about the same time as another underlying fund decides to sell it. There can be no guarantee that the selection of the managers will actually result in a diversification of investment styles and that the positions taken by the underlying

funds will always be consistent.

Potential investors must be aware that underlying funds will be subject to management fees and other expenses. As a result, investors may suffer management fees and expenses incurred both at the level of the Company and the underlying funds in which the Sub-Fund invests. There may also be a duplication of subscription and/or redemption fees.

Risks related to Investments in Convertible Securities

Convertible bonds are corporate bonds with an option that allows an investor to convert the bond into shares at a given price at specified times during the life of the convertible bond. This exposure to equity movements can lead to more volatility than could be expected from a comparable conventional corporate bond.

Investments in convertible bonds are subject to the same interest rate, credit and prepayment risks associated with comparable conventional corporate bonds. Price changes in fixed-interest securities are influenced significantly by interest rate developments in the capital markets, which in turn are influenced by macro-economic factors. The values of convertible securities also may be affected by changes in the credit rating, liquidity or financial condition of the issuer. A Sub-Fund may also be exposed to the credit and insolvency risks of the issuers of the securities.

Risks related to Investments in Commodities (including commodities indices)

Commodities, to which some of the Sub-Funds may be exposed, are assets that have tangible properties, such as oil, metals, and agricultural products. An exposure to commodities may not be suitable for all investors. Commodities and commodity-linked securities and derivatives may be subject to heightened risks and may be affected by overall market movements, changes in interest rates, and other factors such as weather, disease, embargoes, and international economic, regulatory and political developments, as well as the trading activity of speculators and arbitrageurs in the underlying. The commodity markets (including the markets for commodity-linked securities and derivatives) may be subject to a degree of volatility that may prove higher than in equity or bond markets due to their sensitivity to the development of commodity prices and their substantial exposure to emerging markets.

Risks related to Investments in Real Estate

The Sub-Funds may invest in real estate securities from time to time. These investments will

be subject to the risks inherent in the ownership and operation of real estate and real estate related businesses and assets. These risks include, but are not limited to, the burdens of ownership of real estate property, general and local economic conditions, the supply and demand for properties, energy and supply shortages, fluctuations in the average occupancy and room rates for hotel properties, the financial resources of tenants, changes in building, environmental and other laws and/or regulations, changes in real estate property tax rates, changes in interest rates and the availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable, negative developments in the economy that depress travel activity, environmental liabilities, contingent liabilities on disposition of assets, uninsured or uninsurable casualties, acts of God, terrorist attacks and war and other factors which are beyond the control of the Company. There is no assurance that there will be a ready market for resale of investments because investments will generally not be liquid. Illiquidity may result from the absence of an established market for the investments, as well as legal or contractual restrictions on their resale by the relevant Sub-Funds.

5. SHARES

The Board of Directors may, within each Sub-Fund, decide to create different Classes whose assets will be commonly invested pursuant to the specific investment policy of the relevant Sub-Fund, but where a specific fee structure, hedging strategy, reference currency, distribution policy or other specific features may apply to each Class. A separate Net Asset Value per Share, which may differ as a consequence of these variable factors, will be calculated for each Class. The offering details of each Sub-Fund, including the name and characteristics of the different Classes created in each Sub-Fund are disclosed in the relevant Sub-Fund Particular. The Board of Directors may at any time decide to issue further Classes in each Sub-Fund, in which case the relevant Sub-Fund Particular will be amended accordingly.

Fractions of Shares up to 3 decimal places will be issued if so decided by the Board of Directors. Such fractions shall not be entitled to vote but shall be entitled to participate in the net assets and any distributions attributable to the relevant Class on a pro rata basis.

All Shares must be fully paid-up; they are of no nominal value and carry no preferential or pre-emptive rights. Each Share, irrespective of its Sub-Fund, is entitled to one vote at any general meeting of Shareholders, in compliance with Luxembourg law and the Articles of Incorporation. The Company will recognise only one holder in respect of each Share. In the event of joint ownership, the Company may suspend the exercise of any voting right

deriving from the relevant Share(s) until one person shall have been designated to represent the joint owners *vis-à-vis* the Company.

Shares will in principle be freely transferable to investors complying with the eligibility criteria of the relevant Class and provided that Shares are neither acquired nor held by or on behalf of any person in breach of the law or requirements of any country or governmental or regulatory authority, or which might have adverse taxation or other pecuniary consequences for the Company, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority. The Directors may in this connection require a Shareholder to provide such information as they may consider necessary to establish whether he is the beneficial owner of the Shares which he holds. The transfer of a Share shall be effected by a written declaration of transfer inscribed on the Register. Such declaration of transfer, in a form acceptable to the Company, shall state the full name and address of transferor and transferee and be dated and signed by the transferor and the transferee or by persons holding suitable powers of attorney to act therefore. The Company may also accept as evidence of transfer other instruments of transfer satisfactory to the Company.

6. HOW TO BUY SHARES

6.1. Application

Applicants buying Shares for the first time need to complete the Application Form which can be sent first by fax to the Registrar and Transfer Agent along with the relevant AML&KYC documentation as defined under Section 6.4 "Anti-money laundering and prevention of terrorist financing" below. The original Application Form and AML&KYC documentation have to be sent before the cut-off time for any applicable Valuation Day to the Registrar and Transfer Agent by post. Any subsequent purchase of Shares can be made by Swift, fax or any other electronic form of transmission previously agreed upon between the Shareholder and the Registrar and Transfer Agent.

6.2. Dealing cut-off times

The dealing cut-off times are indicated in the relevant Sub-Fund Particular.

Applications received after the relevant cut-off times will normally be dealt on the next applicable Valuation Day.

6.3. Acceptance

The right is reserved by the Company, represented by its Directors, to reject any subscription application in whole or in part without giving the reasons thereof. If an application is rejected, the application monies or balance thereof will be returned at the risk of the applicant and without interest as soon as practicable.

6.4. Anti-money laundering and prevention of terrorist financing

Pursuant to international rules and Luxembourg laws and regulations comprising, but not limited to, the law of 12 November 2004 (as amended) on the fight against money laundering and terrorist financing, as amended, the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012 and CSSF Circulars 13/556, 15/609 and 17/650 concerning the fight against money laundering and terrorist financing, and any respective amendments or replacement, obligations have been imposed on professionals of the financial sector to prevent the use of undertakings for collective investment such as the Company for money laundering and terrorist financing purposes ("AML & KYC").

As a result of such provisions, the registrar and transfer agent of a Luxembourg undertaking for collective investment shall ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The Registrar and Transfer Agent may require applicants to provide any AML&KYC document it deems necessary to effect such identification. In addition, the Register and Transfer Agent, as delegate of the Company, may require any other information that the Company may require in order to comply with its legal and regulatory obligations, including but not limited to CRS Law.

In case of delay or failure by an applicant to provide the documents required, the application for subscription will not be accepted and in case of redemption, payment of redemption proceeds delayed. Neither the Company, the Management Company, nor the Registrar and Transfer Agent have any liability for delays or failure to process deals as a result of the applicant providing no or only incomplete documentation.

Shareholders may be requested to provide additional or updated identification documents from time to time pursuant to on-going client due diligence requirements under relevant laws and regulations.

The list of identification documents to be provided by each applicant to the Registrar and Transfer Agent will be based on the AML&KYC requirements as stipulated in the CSSF's

circulars and regulations as amended from time to time. These requirements may be amended following any new Luxembourg regulations.

Applicants may be asked to produce additional documents for verification of their identity before acceptance of their applications. In case of refusal by the applicant to provide the documents required, the application will not be accepted.

Before redemption proceeds are released, the Registrar and Transfer Agent will require original documents or certified copies of original documents to comply with the Luxembourg regulations.

6.5. Settlement

IN CASH

Payments for Shares will be made in the Reference Currency.

Payments for subscriptions must be made within the time limits set out for each Sub-Fund in the Sub-Fund Particulars. Shares are provisionally allotted but not allocated until cleared funds have been received by the Company or to its order.

If payment for a subscription request is received after the relevant time limit as stated in Sub-Fund Particulars, the Board of Directors or its agent may cancel the Share allotment, as the case may be, accompanied by a request for compensation for any loss owing to failure to make payment before the stipulated time limit.

IN KIND

The Directors may, at their discretion, decide to accept securities as valid consideration for a subscription provided that these comply with the investment policy and restrictions of the relevant Sub-Fund. A special report of the Auditors will be issued, to the extent required by the law. Additional costs resulting from a subscription in kind (including the costs of the Auditors' report) will be borne exclusively by the subscriber concerned, unless the Board of Directors considers that the subscription in kind is in the best interests of the Company or made to protect the interests of the Company, in which case such costs may be borne in all or in part by the Company.

6.6. Contract notes

Contract notes which are no proofs of ownership are provided to the investor as soon as practicable after the allotment of Shares.

6.7. Form of Shares

Shares are only issued in registered form and ownership of Shares will be evidenced by entry in the Register. Shareholders will receive a confirmation of their shareholding as soon as reasonably practicable after the relevant Valuation Day.

Shares can be delivered into the Clearstream or Euroclear platforms.

7. HOW TO SELL SHARES

The terms and conditions applying to the redemption of the Shares are detailed, for each Sub-Fund, in the relevant Sub-Fund Particular.

7.1. Request

Redemption requests should be made directly to the Registrar and Transfer Agent. Such requests may be made by Swift, fax or any other form of transmission previously agreed upon between the applicant and the Registrar and Transfer Agent.

Redemption requests received after the applicable cut-off time (as detailed, for each Sub-Fund in the relevant Sub-Fund Particular) will be deferred to the next applicable Valuation Day.

7.2. Settlement

IN CASH

Redemption proceeds will in principle be paid in the Reference Currency of the relevant Class within the timeframe provided for in the relevant Sub-Fund Particular. If, in exceptional circumstances, the liquidity of the relevant Sub-Fund is insufficient to enable redemption proceeds to be paid within that period, or if there are other reasons, such as exchange controls or other regulations which delay payment, payment will be made as soon as reasonably practicable thereafter, but without interest.

If, on the settlement date, banks are not open for business in the country of the Reference Currency of the relevant Class, then settlement will be on the next business day on which those banks are open.

IN KIND

At a Shareholder's request, the Company may elect to make a redemption in kind subject to a special report from the Auditors, to the extent required by the law, having due regard to the interests of all Shareholders, to the industry sector of the issuer, to the country of issue, to the liquidity and/or to the marketability and the markets on which the investments distributed are dealt in and to the materiality of investments. Additional costs resulting from redemption in kind will be borne exclusively by the Shareholder concerned, unless the Board of Directors considers that the redemption in kind is in the best interests of the Company or made to protect the interests of the Company, in which case such costs may be borne in all or in part by the Company.

7.3. Contract notes

Contract notes are sent to Shareholders as soon as practicable after the transaction has been effected.

7.4. Compulsory redemption

If a redemption/conversion instruction or transfer of Shares would reduce the value of a Shareholder's residual holding in any one Sub-Fund or Class to below the minimum holding requirement as set forth in the relevant Sub-Fund Particular, the Company may decide to compulsorily redeem the Shareholder's entire holding in respect of that Sub-Fund/Class.

The Company may also in accordance with the Articles of Incorporation compulsorily redeem any Shares that are acquired or held by or on behalf of any person in breach of the law or regulations of any country or governmental or regulatory authority, or which might have adverse taxation or other pecuniary consequences for the Company, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority, as further detailed in the Articles of Incorporation.

If it appears at any time that a holder of Shares of a Class or of a Sub-Fund reserved to Institutional Investors is not an Institutional Investor, the Board of Directors will convert the relevant Shares into Shares of a Class or of a Sub-Fund which is not restricted to Institutional Investors (provided that there exists such a Class or a Sub-Fund with similar characteristics

but for the avoidance of doubt, not necessarily in terms of fees and expenses payable by such Class or Sub-Fund) or compulsorily redeem the relevant Shares in accordance with the provisions set forth in the Articles of Incorporation.

7.5. Deferral of redemption

In order to ensure that Shareholders who remain invested in the Company are not disadvantaged by the reduction of the liquidity of the Company's portfolio as a result of significant redemption applications received over a limited period, the Directors may apply the procedures set out below in order to permit the orderly disposal of securities to meet redemptions.

The Company, having regard to the fair and equal treatment of Shareholders, on receiving requests to redeem Shares exceeding 10% of the Net Asset Value of any Sub-Fund or Class shall not be bound to redeem on any Valuation Day a number of Shares representing more than 10% of the Net Asset Value of any Sub-Fund or Class. If the Company receives requests on any Valuation Day for redemption of a greater number of Shares, it may declare that such redemptions exceeding the 10% limit may be deferred until sufficient liquidity is available. Unless otherwise decided by the Board of Directors on the basis of exceptional circumstances, the deferral period should in principle not exceed 15 Valuation Days. Redemption requests will be met in priority to later requests.

Payment of redemption proceeds may be delayed if there are any specific statutory provisions such as foreign exchange restrictions, or any circumstances beyond the Company's control which make it impossible to transfer the redemption proceeds to the country where the redemption was requested.

7.6. Cancellation right

Requests for redemption once made may in principle only be withdrawn in the event of a suspension or deferral of the right to redeem Shares of the relevant Sub-Fund or the relevant Class. In exceptional circumstances, the Management Company may however, in its sole discretion and taking due consideration of the principle of equal treatment between Shareholders, the interests of the relevant Sub-Fund or the relevant Class and applicable market timing rules, decide to accept any withdrawal of an application for redemption.

7.7. Prevention of market timing practices

The Company does not knowingly allow investments which are associated with market timing practices as such practices may adversely affect the interests of all Shareholders.

In general, market timing refers to the investment behaviour of an individual or company or a group of individuals or companies buying, selling or exchanging shares or other securities on the basis of predetermined market indicators by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the value of such shares or other securities. Market timers may also include individuals or groups of individuals whose securities transactions seem to follow a timing pattern or are characterised by frequent or large exchanges.

The Registrar and Transfer Agent may combine Shares which are under common ownership or control for the purposes of ascertaining whether an individual or a group of individuals can be deemed to be involved in market timing practices. Accordingly, the Board of Directors reserves the right to cause the Registrar and Transfer Agent to reject any application for conversion and/or subscription of Shares from applicants whom the former considers market timers.

8. HOW TO CONVERT SHARES

To the extent provided for in the relevant Sub-Fund Particular, Shareholders will be entitled to request the conversion of the Shares they hold in one Sub-Fund into Shares of another Sub-Fund or to request the conversion of the Shares they hold in one Class into another Class of the same Sub-Fund by making application to the Registrar and Transfer Agent in Luxembourg or through a distributor by Swift or fax, confirmed in writing by no later than the cut-off time (as further specified in the relevant Sub-Fund Particular).

Such application must include the following information: the name of the holder, the number of Shares or the amount to be switched (if it is not the total holding) and, if possible, the reference number on any Share of each Sub-Fund to be switched and the proportion of value of those Shares to be allocated to each new Sub-Fund or Class (if more than one).

Conversions will be subject to the condition that all conditions to subscribe in Shares relating to the new Sub-Fund(s)/Class(es) are met.

Unless otherwise provided for in the relevant Sub-Fund Particular, conversions (when authorised) may be accepted on each common Valuation Day.

If compliance with conversion instructions would result in a residual holding in any one Sub-Fund or Class of less than the minimum holding, the Company may compulsorily redeem the residual Shares at the redemption price ruling on the relevant Valuation Day and make payment of the proceeds to the Shareholder.

The basis of conversion is related to the respective Net Asset Value per Share of the Sub-Fund or Class concerned. The Company will determine the number of Shares into which a Shareholder wishes to convert his existing Shares in accordance with the following formula:

$$A = \frac{(B \times C \times D) - F}{E}$$

The meanings are as follows:

A: the number of Shares to be issued in the new Sub-Fund/Class
B: the number of Shares in the original Sub-Fund/Class
C: Net Asset Value per Share to be converted
D: currency conversion factor
E: Net Asset Value per Share to be issued
F: Conversion charge (as detailed in the relevant Sub-Fund Particular)

The Company will provide a confirmation including the details of the conversion to the Shareholder concerned.

Any conversion request shall in principle be irrevocable, except in the event of a suspension of the calculation of the Net Asset Value of the Class or of the Sub-Fund concerned or deferral. The Management Company may however, in its sole discretion and taking due consideration of the principle of equal treatment between Shareholders and the interests of the relevant Sub-Fund, decide to accept any withdrawal of an application for conversion.

Requests for conversions received after the cut-off time (as detailed, for each Sub-Fund, in the relevant Sub-Fund Particular) will be deferred to the next applicable Valuation Day.

The rules applicable to the deferral of redemptions will apply *mutatis mutandis* to conversion requests.

9. LATE TRADING

The Company determines the price of its Shares on a forward basis. This means that it is not possible to know in advance the Net Asset Value per Share at which Shares will be bought or redeemed (exclusive of any subscription or redemption commission).

Late trading is to be understood as the acceptance of a subscription, conversion or redemption order after the time limit fixed for accepting orders ("cut-off time") on the relevant day and the execution of such order at the price based on the Net Asset Value applicable to such same day.

The Company considers that the practice of late trading is not acceptable as it violates the provisions of the Prospectus which provide that an order received after the cut-off time is dealt with at a price based on the next applicable Net Asset Value. As a result, subscriptions, conversions and redemptions of Shares shall be dealt with at an unknown Net Asset Value. The cut-off time for subscriptions, conversions and redemptions is set out in the Sub-Fund Particular.

10. NET ASSET VALUE AND DEALING PRICES

10.1. Calculation of Net Asset Value

Valuation Principles

The Net Asset Value of each Class within each Sub-Fund (expressed in the Reference Currency) is determined by aggregating the value of securities and other permitted assets of the Company allocated to that Class and deducting the liabilities of the Company allocated to that Class. The Net Asset Value per Share in each Class will be calculated by dividing the net assets attributable to that Class by the total number of Shares outstanding of that Class and by rounding the resulting amount up or down to two decimal places.

The assets of each Class within each Sub-Fund are valued as of each Valuation Day, as defined in the relevant Sub-Fund Particular, as follows:

1. shares or units in open-ended undertakings for collective investment, which do not have a price quotation on a Regulated Market, will be valued at the actual net asset value for such shares or units as of the relevant Valuation Day, failing which they shall be valued at the last available net asset value. In the case where events have occurred which have resulted in a material change in the net asset value of such shares or units

since the last net asset value was calculated, the value of such shares or units may be adjusted at their fair value in order to reflect, in the reasonable opinion of the Board of Directors, such change;

2. the value of securities (including a share or unit in a closed-ended undertaking for collective investment and in an exchange traded fund) and/or financial derivative instruments which are listed and with a price quoted on any official stock exchange or traded on any other organised market at the last available price. Where such securities or other assets are quoted or dealt in or on more than one stock exchange or other organised markets, the Board of Directors shall select the principal of such stock exchanges or markets for such purposes;

3. shares or units in undertakings for collective investment the issue or redemption of which is restricted and in respect of which a secondary market is maintained by dealers who, as principal market-makers, offer prices in response to market conditions may be valued by the Board of Directors in line with such prices;

4. the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof;

5. the financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in a reliable and verifiable manner on a daily basis and verified by an independent competent professional appointed by the Company;

6. the value of any security or other asset which is dealt principally on a market made among professional dealers and institutional investors shall be determined by reference to the last available price;

7. any assets or liabilities in currencies other than the relevant currency of the Sub-Fund concerned will be converted using the relevant spot rate quoted by a bank or other responsible financial institution;

8. in the event that any of the securities held in the Company portfolio on the relevant Valuation Day are not listed on any stock exchange or traded on any organised market

or if with respect to securities listed on any stock exchange or traded on any other organised market, the price as determined pursuant to sub-paragraph (2) is not, in the opinion of the Board of Directors, representative of the fair market value of the relevant securities, the value of such securities will be determined prudently and in good faith based on the reasonably foreseeable sales price or any other appropriate valuation principles;

9. in the event that the above mentioned calculation methods are inappropriate or misleading, the Board of Directors may adopt to the extent such valuation principles are in the best interests of the Shareholders any other appropriate valuation principles for the assets of the Company; and

10. in circumstances where the interests of the Company or its Shareholders so justify (avoidance of market timing practices, for example), the Board of Directors may take any appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Company's assets.

If after the Net Asset Value per Share has been calculated, there has been a material change in the quoted prices on the markets on which a substantial portion of the investments of the Company attributable to a particular Sub-Fund is dealt or quoted, the Company may, in order to safeguard the interests of the Shareholders and the Company, cancel the first valuation and carry out a second valuation provided that the first Net Asset Value per Share calculated has not been published. In the case of such a second valuation, all issues, conversions or redemptions of Shares dealt with by the Sub-Fund for such a Valuation Day must be made in accordance with this second valuation.

The consolidated accounts of the Company for the purpose of its financial reports shall be expressed in EUR.

Swing Pricing

On any Valuation Day the Board of Directors may determine to apply an alternative Net Asset Value calculation method (to include such reasonable factors as they see fit) to the Net Asset Value per Share. This method of valuation is intended to pass the estimated costs of underlying investment activity of the Company to the active Shareholders by adjusting the Net Asset Value of the relevant Share and thus to protect the long-term Shareholders from costs associated with ongoing subscription and redemption activity. Such adjustment may vary from Sub-Fund / Class to Sub-Fund / Class and will not exceed 2% of the original Net Asset Value per Share.

This alternative Net Asset Value calculation method may take account of trading spreads on the Company's investments, the value of any duties and charges incurred as a result of trading and may include an allowance for market impact. Where the Board of Directors, based on the prevailing market conditions and the level of subscriptions or redemptions requested by Shareholders or potential Shareholders in relation to the size of the relevant portfolio, have determined for a particular portfolio to apply an alternative Net Asset Value calculation method, the portfolio may be valued either on a bid or offer basis.

Because the determination of whether to value the Net Asset Value on an offer or bid basis is based on the net transaction activity of the relevant Valuation Day, Shareholders transacting in the opposite direction of the Company's net transaction activity may benefit at the expense of the other Shareholders in the Company. In addition, the Net Asset Value and short-term performance may experience greater volatility as a result of this alternative Net Asset Value calculation method.

10.2. Temporary suspension

The Board of Directors may suspend the issue, allocation and the redemption of Shares relating to any Sub-Fund/Class as well as the right to convert Shares and the calculation of the Net Asset Value per Share relating to any Sub-Fund or Class:

a) during any period, other than ordinary holidays, when any market or stock exchange, which is the principal market or stock exchange on which a material part of the investments of the relevant Sub-Fund for the time being are quoted, is closed, or during which dealings are substantially restricted or suspended;

b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal of investments of the relevant Sub-Fund by the Company is not possible;

c) during any period when the publication of an index, underlying of a financial derivative instrument representing a material part of the assets of the relevant Sub-Fund is suspended;

d) during any period when the determination of the net asset value per share of the underlying funds or the dealing of their shares/units in which a Sub-Fund is materially invested is suspended or restricted;

e) during any breakdown in the means of communication normally employed in determining the price of any of the relevant Sub-Fund's investments or the current prices on any market or stock exchange;

f) during any period when remittance of monies which will or may be involved in the realisation of, or in the repayment for any of the relevant Sub-Fund's investments is not possible;

g) from the date on which the Board of Directors decides to liquidate or merge one or more Sub-Fund(s)/Class(es) or in the event of the publication of the convening notice to a general meeting of Shareholders at which a resolution to wind up or merge the Company or one or more Sub-Fund(s) or Class(es) is to be proposed; or

h) during any period when in the opinion of the Directors there exist circumstances outside the control of the Company where it would be impracticable or unfair towards the Shareholders to continue dealing in Shares of any Sub-Fund.

The Company may cease the issue, allocation, conversion and redemption of the Shares forthwith upon the occurrence of an event causing it to enter into liquidation or upon the order of the Luxembourg supervisory authority.

The suspension of the calculation of the Net Asset Value of a Sub-Fund or Class shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-Fund or Class which is not suspended.

To the extent legally or regulatory required or decided by the Company, Shareholders who have requested conversion or redemption of their Shares will be promptly notified in writing of any such suspension and of the termination thereof. The Board of Directors may also make public such suspension in such a manner as it deems appropriate.

Suspended subscription, redemption and conversion applications may be withdrawn by written notice provided that the Company receives such notice before the suspension ends.

Suspended subscription, redemption and conversion applications shall be executed on the first Valuation Day following the resumption of Net Asset Value calculation by the Company.

10.3. Offer price

Shares will be issued at a price based on the Net Asset Value calculated as of the relevant Valuation Day increased by any applicable sales charge detailed in the relevant Sub-Fund Particular. Subscription proceeds shall be paid within the timeframe disclosed in the relevant Sub-Fund Particular.

10.4. Redemption price

Shares will be redeemed at a price based on the Net Asset Value calculated as of the relevant Valuation Day less any applicable redemption charge disclosed in the relevant Sub-Fund Particular. The redemption price will be payable within the timeframe disclosed in the relevant Sub-Fund Particular.

10.5. Information on prices

The Net Asset Value per Share of each Class is available at the registered office of the Company. The Net Asset Value per Share of each Class will also be published on the website of the Management Company at the following address www.andbank.lu. The Board of Directors may discontinue such publication or undertake publications in other media at its sole discretion.

11. DIVIDENDS

The Directors may issue distribution and capital-accumulation Shares, as further specified in the relevant Sub-Fund Particular.

i) Capital-accumulation Shares do not pay any dividends.

ii) The distribution policy of the distribution Shares can be summarised as follows:

Dividends will be declared by the relevant Shareholders at the annual general meeting of Shareholders or any other Shareholder meeting. During the course of a financial year, the Board of Directors may declare interim dividends in respect of certain Sub-Fund(s) or distribution Shares.

In the absence of any instruction to the contrary, dividends will be paid out. Shareholders may however, by written request to the Registrar and Transfer Agent or by completion of the relevant section of the Application Form, elect to have dividends relating to any

distribution Class of any Sub-Fund reinvested automatically in the acquisition of further Shares relating to that Sub-Fund. Such Shares will be purchased no later than on the next Valuation Day after the date of payment of the dividend. Shares allocated as a result of such reinvestment will not be subject to any sales charge.

No dividend will be distributed if the amount is below EUR 50 or its equivalent in the relevant Reference Currency. Such amount will automatically be reinvested in further Shares relating to the Sub-Fund concerned.

12. CHARGES AND EXPENSES

12.1. Management Company Fee

In consideration for the management company services provided to the Company, the Management Company is entitled to receive a management company fee and an investment management fee, as further detailed in the relevant Sub-Fund Particular.

12.2. Performance Fee

To the extent provided for in the relevant Sub-Fund Particular, the Management Company may also be entitled to receive a performance fee, the details of which will (where applicable) be disclosed in the relevant Sub-Fund Particular.

12.3. Administration Fee

For its services as Administration Agent, Registrar and Transfer Agent and unless otherwise agreed for a specific Sub-Fund, European Fund Administration S.A. receives an annual fee of 20.500 euros plus 0.016% of the net asset value of the relevant Sub-Fund.

This fee is calculated and accrued on each Valuation Day and is payable by the Company in arrears and as agreed from time to time in writing.

12.4. Depositary and Custody Fees

The Depositary will receive, out of the assets of each Sub-Fund, a remuneration calculated in accordance with customary banking practice in Luxembourg and expressed as a percentage per annum of the average monthly net assets thereof during the month under review and payable monthly in arrears.

The Depositary is paid at the following rates:

- 0.065% per annum on the first EUR 75 million of average net assets;
- 0.050% per annum on the average net assets between EUR 75 million and EUR 250 million;
- 0.035% per annum on the average net assets over EUR 250 million.

With a monthly minimum of EUR 708.33 per Sub-Fund.

12.5. Other charges and expenses

The Company pays all brokerage and any other fees arising from transactions involving securities in the Company's portfolio, clearing, taxes and governmental duties and charges payable by the Company, and fees and expenses involved in registering and maintaining the authorisation in Luxembourg and elsewhere and the listing of the Shares (where applicable), any fees and charges payable to fund distribution platforms, cost and expenses for subscriptions to professional associations and other organisations in Luxembourg or in other jurisdiction where it may be registered for offer of its Shares, which the Company will decide to join in its own interest and in that of its Shareholders, the costs related to tax reporting in any relevant jurisdiction, the cost of publication of prices and costs relating to distribution of dividends, the remuneration of the Directors, if any, and their reasonable out-of-pocket expenses and its other operating expenses such as accounting and pricing costs, expenses for legal, auditing and other professional services relating to the management of the Company and of its Sub-Funds, costs of printing, translating, and publishing information for the Shareholders and in particular the costs of printing, translating and distributing the periodic reports, as well as the Prospectuses, litigation and other recurring or non-recurring expenses.

Any extraordinary expenses including, without limitation, litigation expenses and the full amount of any tax, levy, duty or similar charge and any unforeseen charges imposed on the Company or its assets will be borne by the Company.

The costs and expenses for the formation of the Company and the initial issue of its Shares will be borne by the first Sub-Funds and amortized over a period not exceeding 5 years. Any additional Sub-Fund(s) which may be created in the future shall bear their own formation expenses to be amortized over a period not exceeding 5 years.

13. MANAGEMENT COMPANY

The Board of Directors has appointed, under its responsibility and its supervision, Andbank Asset Management Luxembourg as the management company of the Company.

Andbank Asset Management Luxembourg is a public limited company incorporated under the laws of Luxembourg, set up for an unlimited period in Luxembourg on 13 July 2009. It has its registered office at 4, rue Jean Monnet, L-2180 Luxembourg. Its fully paid-up capital is EUR 3,000,000.-.

Andbank Asset Management Luxembourg is governed by chapter 15 of the 2010 Law and as such is responsible for the collective management of the Company.

In accordance with the laws and regulations currently in force, Andbank Asset Management Luxembourg is authorised to delegate all or part of its duties and powers to any person or company which it may consider appropriate (the "representative(s)"). Andbank Asset Management Luxembourg will remain entirely liable for the actions of such representative(s).

At the date of the Prospectus, the central administration (except for the domiciliary and corporate agency function) of the Company is delegated.

The Management Company has established a remuneration policy for those categories of staff, including senior management, risk takers, control functions, and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers and whose professional activities have a material impact on the risk profiles of the Management Company or the Company, that are consistent with and promote sound and effective risk management and do not encourage risk-taking which is inconsistent with the risk profiles or the Articles of Incorporation.

The remuneration policy is in line with the business strategy, objectives, values and interests of the Management Company and the Company and of its Shareholders, and includes measures to avoid conflicts of interest.

The variable remuneration is granted on the basis of the results of the performance assessment process. It shall be based on relevant, pre-determined and measurable criteria linked to the Management Company’s corporate values, business strategy goals, long-term interests of its shareholders and clients, and risk management.

The remuneration policy also ensures that fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

This remuneration policy takes into account the principle of proportionality, which allows procedures, mechanisms and organizational structure to be calibrated to the nature, scale and complexity of the Management Company business and to the nature and range of activities carried out in the course of its business.

Disclosure in the annual report:

Information relating to the remuneration policy shall be available in the annual report of the Management Company, as well as the annual report of the Company.

The up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee, are available at www.andbank.lu and a paper copy will be made available free of charge upon request at the Management Company's registered office.

The Management Company also acts as management company for other investment funds (Luxembourgish or not). The names of these other funds are available upon request.

14. DISTRIBUTION OF SHARES

The Management Company may enter into agreements with distributors pursuant to which the distributors agree to act as intermediaries or nominees for investors subscribing for Shares through their facilities.

15. DEPOSITARY

KBL European Private Bankers S.A. has been appointed as depositary of the assets of the Company. KBL European Private Bankers S.A. is a credit institution which was incorporated on 23 May 1949 as a public limited liability company (*société anonyme*) under Luxembourg law, having its registered office at 43, Boulevard Royal, L-2955 Luxembourg and being registered with the RCS under number B 6395. On 31 December 2016, the capital and reserves of KBL European Private Bankers S.A. amounted to EUR 1.330.318.462,10.-.

Pursuant to a depositary agreement dated as of 9 August 2017 (the "Depositary Agreement"), KBL European Private Bankers S.A. will carry out its functions and responsibilities in accordance with the provisions of the 2010 Law.

The Depositary will further, in accordance with the 2010 Law:

- ensure that the sale, issue, redemption, conversion and cancellation of Shares are carried out in accordance with the applicable Luxembourg law and the Articles of Incorporation;
- ensure that the value of the Company is calculated in accordance with the applicable Luxembourg law and the Articles of Incorporation;
- carry out the instructions of the Management Company or the Company, unless they conflict with the applicable Luxembourg law, or with the Articles of Incorporation;
- ensure that in transactions involving the assets of the Company, any consideration is remitted to the Company within the usual time limits;
- ensure that the income attributable to the Company is applied in accordance with the and the Articles of Incorporation.

The Depositary shall ensure that the cash flows of the Company are properly monitored, and, in particular, that all payments made by, or on behalf of, investors upon the subscription of Shares have been received, and that all cash of the Company has been booked in cash accounts that are:

- opened in the name of the Company or the Management Company on behalf of the Company or of the Depositary acting on behalf of the Company;
- opened at an entity referred to in points (a), (b) and (c) of Article 18(1) of Commission Directive 2006/73/EC ; and
- maintained in accordance with the principles set out in Article 16 of Directive 2006/73/EC.

The assets of the Company shall be entrusted to the Depositary for safekeeping as follows:

- for financial instruments that may be held in custody, the Depositary shall:
  - hold in custody all financial instruments that may be registered in a financial instruments account opened in the Depositary's books and all financial instruments that can be physically delivered to the Depositary;
  - ensure that all financial instruments that can be registered in a financial instruments account opened in the Depositary's books are registered in the Depositary's books within segregated accounts in accordance with the

principles set out in Article 16 of Directive 2006/73/EC, opened in the name of the Company, so that they can be clearly identified as belonging to the Company in accordance with the applicable law at all times;

- for other assets, the Depositary shall:
  - verify the ownership by the Company of such assets by assessing whether the Company holds the ownership based on information or documents provided by the Company and, where available, on external evidence;
  - maintain a record of those assets for which it is satisfied that the Company holds the ownership and keep that record up to date.

The assets held in custody by the Depositary may be reused only under certain circumstances, as provided for in the 2010 Law and in accordance with the Depositary Agreement.

In accordance with the provisions of the Depositary Agreement and the 2010 Law, the Depositary may, subject to certain conditions and in order to effectively conduct its duties, the Depositary may delegate to third parties certain functions referred to in the above paragraphs, provided that the conditions set out in the 2010 Law are fulfilled. When selecting and appointing a delegate, the Depositary shall exercise all due skill, care and diligence as required by the 2010 Law and with the relevant CSSF regulations, to ensure that it entrusts the Company's assets only to a delegate who may provide an adequate standard of protection.

The list of such delegates is available on https://www.kbl.lu/en/what-we-do/institutional-clients/regulatory-affairs/ and is made available to investors free of charge upon request.

Conflicts of interests:

In carrying out its duties and obligations as depositary of the Company, the Depositary shall act honestly, fairly, professionally, independently and solely in the interest of the Company and the Shareholders.

As a multi-service bank, the Depositary may provide the Company, directly or indirectly, through parties related or unrelated to the Depositary, with a wide range of banking services in addition to the depositary services.

The provision of additional banking services and/or the links between the Depositary and key service providers to the Company, may lead to potential conflicts of interests with the Depositary's duties and obligations to the Company.

In order to identify different types of conflict of interest and the main sources of potential conflicts of interests, the Depositary shall take into account, at the very least, situations in which the Depositary, one of its employees or an individual associated with it is involved and any entity and employee over which it has direct or indirect control.

The Depositary is responsible for taking all reasonable steps to avoid those conflicts of interest, or if not possible, to mitigate them. Where, despite the aforementioned circumstances, a conflict of interest arises at the level of the Depositary, the Depositary will at all times have regard to its duties and obligations under the Depositary Agreement with the Company and act accordingly. If, despite all measures taken, a conflict of interest that bears the risk to significantly and adversely affect the Company or the Shareholders, may not be solved by the Depositary having regard to its duties and obligations under the Depositary Agreement, the Depositary will notify the conflicts of interests and/or its source to the Company, which shall take appropriate action.

Furthermore the Depositary shall maintain and operate effective organizational and administrative arrangements with a view to take all reasonable steps designed to properly (i) avoid them prejudicing the interests of its clients, (ii) manage and resolve such conflicts according to the Company decision and (iii) monitor them.

As the financial landscape and the organizational scheme of the Company may evolve over time, the nature and scope of possible conflicts of interests as well as the circumstances under which conflicts of interests may arise at the level of the Depositary may also evolve.

In case the organizational scheme of the Company or the scope of Depositary's services to the Company is subject to a material change, such change will be submitted to the Depositary's internal acceptance committee for assessment and approval. The Depositary's internal acceptance committee will assess, among others, the impact of such change on the nature and scope of possible conflicts of interests with the Depositary's duties and obligations to the Company and assess appropriate mitigation actions.

Situations which could cause a conflict of interest have been identified as at the date of this Prospectus as follows (in case new conflicts of interests are identified, the list will be updated accordingly):

Conflicts of interests between the Depositary and the sub-custodians:

The selection and monitoring process of sub-custodians is handled in accordance with the 2010 Law and is functionally and hierarchically separated from possible other business relationships that exceed the sub-custody of the Company's financial instruments and that might bias the performance of the Depositary's selection and monitoring process. The risk of occurrence and the impact of conflicts of interests are further mitigated by the fact that none of the sub-custodians used by the Depositary for the custody of the Company's financial instruments is part of the KBL Group.

The Depositary has a significant shareholder stake in European Fund Administration S.A. and some members of the staff of the Depositary are members of European Fund Administration S.A.'s board of directors.

The staff members of the Depositary in European Fund Administration S.A's board of directors do not interfere in the day-to-day management of European Fund Administration S.A. which rests with European Fund Administration S.A.'s management board and staff. European Fund Administration S.A, when performing its duties and tasks, operates with its own staff, according to its own procedures and rules of conduct and under its own control framework.

The Depositary may act as depositary to other UCITS and may provide additional banking services beyond the depositary services and/or act as counterparty of the Company for over-the- counter derivative transactions (maybe over services within KBL).

The Depositary will do its utmost to perform its services with objectivity and to treat all its clients fairly, in accordance with its best execution policy.

The Depositary shall be liable to the Company and its investors for the loss by the Depositary or a third party to whom the custody of financial instruments held in custody in accordance with the 2010 Law. The Depositary shall not be liable if it can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

For other assets, the Depositary shall be liable only in case of negligence or intentional failure to properly fulfil its obligations.

The Depositary shall not be liable for the contents of this Prospectus and will not be liable for any insufficient, misleading or unfair information contained herein.

The rights and duties of the Depositary are governed by the Depositary Agreement entered into for an unlimited period of time from the date of its signature. The Company and the Depositary may terminate the Depositary Agreement on ninety (90) calendar days' prior written notice; provided, *inter alia*, that a new depositary assumes the responsibilities and functions of the Depositary and that the prior approval of the home regulator of the Company has been obtained, being understood that such appointment shall happen within two months. The Depositary shall, if terminated by the Company, however continue thereafter for such period as may be necessary for the complete delivery or transfer of all assets held by it.

The rights and duties of KBL European Private Bankers S.A. as Paying Agent are governed by the Paying Agency Agreement entered into for an unlimited period of time from the date of its signature. As principal paying agent KBL European Private Bankers S.A. will be responsible for distributing income and dividends, if applicable, to the Shareholders.

16. ADMINISTRATION

16.1. Administration, Registrar and Transfer Agent

The Management Company has appointed European Fund Administration S.A. as the administration agent and registrar and transfer agent for the Company. In its capacity as Administration Agent, it will be responsible for all administrative duties required by Luxembourg law, and in particular for the bookkeeping and the calculation of the Net Asset Value per Share. In its capacity as Registrar and Transfer Agent, it will be responsible for handling the processing of subscriptions for Shares, dealing with requests for redemptions and conversions and accepting transfers of funds and for the safekeeping of the Register.

The Administration Agent is regulated by the *Commission de Surveillance du Secteur Financier*.

The agreement between the Management Company, the Administration Agent and the Company (the "Administration Agent Agreement"), may be terminated by a written prior notice given 90 days in advance by either party to the other. European Fund Administration S.A. has also been appointed as Registrar and Transfer Agent of the Company pursuant this agreement.

Unless the Administration Agent has acted fraudulently, negligently or with wilful default, the Administration Agent shall not be liable to the Management Company, the Company or

to any Shareholder for any act or omission in the course of or in connection with the discharge by the Administration Agent of its duties. The Management Company agrees that it will indemnify and hold harmless the Administration Agent and its officers, directors and employees against any and all costs, liabilities and expenses (including reasonable legal fees) and loss which may be suffered or incurred directly or indirectly by the Administration Agent or any such persons, by reason of the Administration Agent's performance or non-performance of its obligations and duties under the Administration Agent Agreement, other than in respect of such costs, liabilities and expenses arising from gross negligence or willful default of the Administrative Agent or any such persons.

The Administration Agent has no decision-making discretion relating to the Company's investments. The Administration Agent is a service provider to the Company and the Management Company and is not responsible for the preparation of this Prospectus or the activities of the Company and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus or the validity of the structure and investments of the Company. The Administration Agent is not responsible for any investment decisions of the Company or the effect of such investment decisions on the performance of the Company.

17. CONFLICTS OF INTEREST

The Board of Directors, the Management Company, the Administration Agent, the Registrar and Transfer Agent, the Depositary and the Distributors and their respective affiliates, officers, directors and shareholders, employees and agents (collectively the "Parties") are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with the management of the Company and/or their respective roles with respect to the Company. These activities may include managing or advising other funds, including other underlying funds, purchases and sales of securities, investment management services, brokerage services, valuation of unlisted securities (in circumstances in which fees may increase as the value of assets increases) and serving as directors, officers, advisers or agents of other funds or companies, including funds or companies in which the Company may invest.

In particular, the Management Company may be involved in advising or managing other investment funds, including other underlying funds, which have similar or overlapping investment objectives to or with the Company or its Sub-Funds. Each of the Parties will use its reasonable endeavours to ensure that the performance of their respective duties will not be impaired by any such involvement they may have and that any conflicts which may arise

will be resolved fairly and in the best interests of Shareholders. The Management Company will endeavour to ensure a fair allocation of investments among each of its clients. Further details of the Management Company's conflicts of interest policy are available on request.

18. MEETINGS AND REPORTS

The annual general meeting of Shareholders of the Company (the "Annual General Meeting") is held at the registered office of the Company or such other place as may be specified in the notice of meeting in Luxembourg at 3.00 p.m. (Luxembourg time) on the third Wednesday of April in each year (or, if such day is not a Business Day, on the next following Business Day in Luxembourg). The first Annual General Meeting will be held in April 2019.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the Annual General Meeting may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Board of Directors.

Other general meetings of Shareholders will be held at such time and place as are indicated in the notices of such meetings.

Notices of general meetings are given in accordance with Luxembourg Law and may be sent to Shareholders by mail, registered mail or electronic mail, if and as appropriate. Notices will specify the place and time of the meetings, the conditions of admission, the agenda, the quorum and the voting requirements. The requirements as to attendance, quorum and majorities at all general meetings will be those laid down in the Articles of Incorporation.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may provide that the quorum and the majority at this general meeting shall be determined according to Shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting (the "Record Date"), whereas the right of a Shareholder to attend a general meeting of Shareholders and to exercise the voting rights attaching to his Shares shall be determined by reference to the Shares held by this Shareholder as at the Record Date.

Financial periods of the Company end on 31 December in each year (and for the first time on 31 December 2018). The annual report containing the audited consolidated financial accounts of the Company expressed in EUR in respect of the preceding financial period and with details of each Sub-Fund in the relevant Base Currency is made available at the Company's registered office, at least 8 days before the Annual General Meeting.

The semi-annual report dated as of 30 June each year (and the first time on 30 June 2018) will be available at the Company's registered office, at the latest two month after the end of the period to which it relates.

Copies of all reports are available at the registered offices of the Company.

19. TAXATION

The following information is based on the laws, regulations, decisions and practice currently in force in Luxembourg and is subject to changes therein, possibly with retrospective effect. This summary does not purport to be a comprehensive description of all Luxembourg tax laws and Luxembourg tax considerations that may be relevant to a decision to invest in, own, hold, or dispose of Shares and is not intended as tax advice to any particular investor or potential Investor. Prospective investors should consult their own professional advisers as to the implications of buying, holding or disposing of Shares and to the provisions of the laws of the jurisdiction in which they are subject to tax. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Luxembourg.

Taxation of the SICAV

The Company is not subject to taxation in Luxembourg on its income, profits or gains.

The Company is not subject to net wealth tax in Luxembourg.

No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the Shares.

The Sub-Funds are, nevertheless, in principle, subject to a subscription tax (*taxe d'abonnement*) levied at the rate of 0.05% per annum based on their net asset value at the end of the relevant quarter, calculated and paid quarterly.

A reduced subscription tax rate of 0.01% per annum is however applicable to any Sub-Fund whose exclusive object is the collective investment in money market instruments, the placing of deposits with credit institutions, or both. A reduced subscription tax rate of 0.01% per annum is also applicable to any Sub-Fund or Class provided that their Shares are only held by one or more Institutional Investors.

A subscription tax exemption applies to:

- The portion of any Sub-Fund's assets (*prorata*) invested in a Luxembourg investment fund or any of its sub-fund to the extent it is subject to the subscription tax;
- Any Sub-Fund (i) whose securities are only held by Institutional Investor(s), and (ii) whose sole object is the collective investment in money market instruments and the placing of deposits with credit institutions, and (iii) whose weighted residual portfolio maturity does not exceed 90 days, and (iv) that have obtained the highest possible rating from a recognised rating agency. If several Classes are in issue in the relevant Sub-Fund meeting (ii) to (iv) above, only those Classes meeting (i) above will benefit from this exemption;
- Any Sub-Fund, whose main objective is the investment in microfinance institutions;
- Any Sub-Fund, (i) whose securities are listed or traded on a stock exchange and (ii) whose exclusive object is to replicate the performance of one or more indices. If several Classes are in issue in the relevant Sub-Fund meeting (ii) above, only those Classes meeting (i) above will benefit from this exemption; and
- Any Sub-Fund only held by pension funds and assimilated vehicles.

Withholding tax

Interest and dividend income received by the Company may be subject to non-recoverable withholding tax in the source countries. The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin. The Company may benefit from double tax treaties entered into by Luxembourg, which may provide for exemption from withholding tax or reduction of withholding tax rate.

Distributions made by the Company as well as liquidation proceeds and capital gains derived therefrom are not subject to withholding tax in Luxembourg.

Taxation of the Shareholders

Luxembourg-resident individuals

Capital gains realised on the sale of the Shares by Luxembourg-resident individual investors who hold the Shares in their personal portfolios (and not as business assets) are generally not subject to Luxembourg income tax except if:

- the Shares are sold within 6 months from their subscription or purchase; or
- if the Shares held in the private portfolio constitute a substantial shareholding. A shareholding is considered as substantial when the seller holds or has held, alone or

with his/her spouse and underage children, either directly or indirectly at any time during the five years preceding the date of the disposal, more than 10% of the Share capital of the Company.

Distributions received from the Company will be subject to Luxembourg personal income tax.

Luxembourg personal income tax is levied following a progressive income tax scale, and increased by the solidarity surcharge (*contribution au fonds pour l'emploi*).

Luxembourg-resident corporate

Luxembourg-resident corporate investors will be subject to corporate taxation at the rate of 27.08% (in 2017 for entities having the registered office in Luxembourg-City) on capital gains realised upon disposal of Shares and on the distributions received from the SICAV.

Luxembourg-resident corporate Investors who benefit from a special tax regime, such as, for example, (i) a UCI subject to the 2010 Law, (ii) a specialised investment fund subject to Law of 13 February 2007 on specialised investment funds, as amended (the "2007 Law"), (iii) a reserved alternative investment funds subject to the Law of 23 July 2016 on reserved alternative investment funds, or (iv) a family wealth management company subject to the Law of 11 May 2007 related to family wealth management companies, as amended, are exempt from income tax in Luxembourg, but are instead subject to an annual subscription tax (*taxe d'abonnement*) and thus income derived from the Shares, as well as gains realised thereon, are not subject to Luxembourg income taxes.

The Shares shall be part of the taxable net wealth of the Luxembourg-resident corporate Investors except if the holder of the Shares is (i) a UCI subject to the 2010 Law, (ii) a vehicle governed by the Law of 22 March 2004 on securitisation, as amended, (iii) an investment company in risk capital subject to the Law of 15 June 2004 on the investment company in risk capital, as amended, (iv) a specialised investment fund subject to the 2007 Law, (v) a reserved alternative investment fund subject to the Law of 23 July 2016 on reserved alternative investment funds, or (vi) a family wealth management company subject to the Law of 11 May 2007 related to family wealth management companies, as amended. The taxable net wealth is subject to tax on a yearly basis at the rate of 0.5%. A reduced tax rate of 0.05% is due for the portion of the net wealth exceeding EUR 500 million.

Non-Luxembourg residents

Non-resident individuals or collective entities who do not have a permanent establishment in Luxembourg to which the Shares are attributable, are not subject to Luxembourg taxation on capital gains realised upon disposal of the Shares nor on the distribution received from the Company and the Shares will not be subject to net wealth tax.

Automatic Exchange of Information

The Organisation for Economic Co-operation and Development ("OECD") has developed a CRS to achieve a comprehensive and multilateral automatic exchange of information (AEOI) on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted in order to implement the CRS among the Member States. For Austria, the Euro-CRS Directive will apply for the first time by 30 September 2018 for the calendar year 2017, i.e. the Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments of 3 June 2003, as amended (the "Savings Directive"), will apply for one year longer.

The Euro-CRS Directive was implemented into Luxembourg law by the Law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("CRS Law"). The CRS Law requires Luxembourg financial institutions to identify financial asset holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement.

Accordingly, the Company may require its Investors to provide information in relation to the identity and fiscal residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status. Responding to CRS-related questions is mandatory. The Personal Data obtained will be used for the purpose of the CRS Law or such other purposes indicated in the Prospectus in compliance with Luxembourg data protection law. Information regarding an Investor and his/her/its account will be reported to the Luxembourg tax authorities (*Administration des Contributions Directes*), which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis, if such an account is deemed a CRS reportable account under the CRS Law.

The Company reserves the right to refuse any application for Shares if the information, whether provided or not, does not satisfy the requirements under the CRS Law.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement ("Multilateral Agreement") to exchange information automatically under the CRS. The

Multilateral Agreement aims to implement the CRS among non-Member States; it requires agreements on a country-by-country basis.

Investors should consult their professional advisers on the possible tax and other consequences with respect to the implementation of the CRS.

19.1. Prospective investors

Prospective investors should inform themselves of, and whether appropriate take advice on the laws and regulations in particular those relating to taxation (but also those relating to foreign exchange controls) applicable to the subscription, purchase, holding conversion and redemption of Shares in the country of their citizenship, residence or domicile and their current tax situation (in particular with regard to the Euro-CRS Directive) and the current tax status of the Company in Luxembourg.

19.2. Applicable law

The Luxembourg District Court is competent for all legal disputes between the Shareholders and the Company. Luxembourg law applies. The English version of this Prospectus is the authoritative version and shall prevail in the event of any inconsistency with any translation hereof.

Statements made in this Prospectus are based on the laws and practice in force at the date of this Prospectus in the Grand Duchy of Luxembourg, and are subject to changes in those laws and practice.

20. LIQUIDATION OF THE COMPANY / TERMINATION AND AMALGAMATION OF SUB-FUNDS

20.1. Liquidation of the Company

With the consent of the Shareholders expressed in the manner provided for by articles 67-1 and 142 of the 1915 Law, the Company may be liquidated.

If at any time the value at their respective Net Asset Values of all outstanding Shares falls below two thirds of the minimum capital for the time being prescribed by Luxembourg Law, the Board of Directors must submit the question of dissolution of the Company to a general meeting of Shareholders acting, without minimum quorum requirements, by a simple majority decision of the Shares represented at the meeting.

If at any time the value at their respective Net Asset Values of all outstanding Shares is less than one quarter of the minimum capital for the time being required by Luxembourg Law, the Directors must submit the question of dissolution of the Company to a general meeting, acting without minimum quorum requirements and a decision to dissolve the Company may be taken by the Shareholders owning one quarter of the Shares represented at the meeting.

Any voluntary liquidation will be carried out in accordance with the provisions of the 2010 Law and the 1915 Law which specify the steps to be taken to enable Shareholders to participate in the liquidation distribution(s) and in that connection provides for deposit in escrow at the *Caisse de Consignation* of any such amounts to the close of liquidation. Amounts not claimed from escrow within the prescription period would be liable to be forfeited in accordance with the provisions of Luxembourg laws.

20.2. Liquidation, merger, split or consolidation of Sub-Fund(s)/Classes

The Directors may decide to liquidate one Sub-Fund if the net assets of such Sub-Fund have decreased to, or have not reached, an amount under which the Sub-Fund can no longer be managed efficiently or if a change in the economic or political situation relating to the Sub-Fund or Class concerned would justify such liquidation or if the interests of the Shareholders would justify it.

The decision of the liquidation will be published or notified to the Shareholders by the Board of Directors as appropriate, prior to the effective date of the liquidation and the publication/notification will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors otherwise decides in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their Shares. Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the Sub-Fund or Class concerned will be deposited with the *Caisse de Consignation* on behalf of their beneficiaries.

Where the Board of Directors does not have the authority to do so or where the Board of Directors determines that the decision should be put for Shareholders' approval, the decision to liquidate a Sub-Fund or Class may be taken at a meeting of Shareholders of the Sub-Fund or Class to be liquidated instead of being taken by the Board of Directors. At such Class or Sub-Fund meeting, no quorum shall be required and the decision to liquidate must be approved by Shareholders with a simple majority of the votes cast. The decision of the meeting will be notified to the Shareholders and/or published by the Company.

Any split or consolidation of a Sub-Fund/Class of Shares shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a split/consolidation to a meeting of Shareholders of the Sub-Fund (or Class as the case may be) concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast.

The Directors may decide to allocate the assets of any Sub-Fund to those of another existing Sub-Fund within the Company (the 'new Sub-Fund') and to redesignate the Shares of the Classes concerned as Shares of the new Sub-Fund. The Directors may also decide to allocate the assets of any Sub-Fund to another undertaking for collective investment organised under the provisions of Part I of the 2010 Law or under the legislation of a Member State of the European Union, or of the European Economic Area, implementing Directive 2009/65/EC or to a compartment within such other undertaking for collective investment.

The Directors may also decide to submit the decision for a merger to a meeting of Shareholders of the Sub-Fund concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast.

In case of a merger of one or more Sub-Fund(s) where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of Shareholders for which no quorum is required and that may decide with a simple majority of votes cast. In addition the provisions on mergers of UCITS set forth in the 2010 Law and any implementing regulation (relating in particular to the notification to the Shareholders concerned) shall apply.

21. DOCUMENTS AVAILABLE FOR INSPECTION, QUERIES AND COMPLAINTS

21.1. Documents available for inspection

The following documents are available for inspection during usual business hours on any Business Day at the registered office of the Company:

i) Articles of Incorporation;
ii) Most recent Prospectus;
iii) Key Investors Information Documents;
iv) Latest annual and semi-annual reports; and
v) Material agreements.

In addition, copies of the Articles of Incorporation, the most recent Prospectus, the Key Investor Information Documents and the latest financial reports may be obtained free of charge, on request at the registered office of the Company.

The Key Investor Information Documents may also be obtained in paper form or on any other durable medium agreed between the Management Company or the intermediary and the investor.

Additional information relating to (i) the quantitative limits that apply in the risk management of the Company, (ii) the methods chosen to this end and (iii) the recent evolution of the main risks and yields of the categories of instruments may be obtained upon request at the registered office of the Management Company.

21.2. Queries and complaints

Any investor enquiries or complaints should be submitted to the Management Company at the following address: compliance@aaml.lu and any response will be made in writing.

The complaints handling policy established by the Management Company may be requested, free of charge, by contacting the Management Company at the email address compliance@aaml.lu or through the following website: www.andbank.lu.

SUB-FUND PARTICULAR 1
VIVACITY FUNDS – VFF GLOBAL CAPITAL

1. Name of the Sub-Fund

VFF Global Capital (the "Sub-Fund")

2. Base Currency

EUR

3. Investment objective and policy

Investment Objective

VFF means Value Family Finance. Value refers to the respect for the values of life, Family refers to the importance of security for families and Finance refers to an investment vehicle such as the Sub-Fund intended to help the investor to achieve the security and the respect he is looking out for his savings.

The Sub-Fund seeks to achieve capital growth over the long term with particular attention to limit the decline of the capital during unfavourable market conditions. To this end, the Management Company may vary its exposure to different eligible asset classes on the basis of signals and factors the Management Company believes are indicative of the future trend and the expected risk of each asset class.

There is however no guarantee that this objective will be achieved.

Investment Policy

The Sub-Fund will invest mainly in units of other UCITS and/or other UCIs selected and actively managed in accordance with the following limits:

Total return funds:	Maximum 50%
Equity funds:	Maximum 60%
Mixed funds:	Minimum 20% and maximum 100%
Bond funds:	Maximum 80%
Money market funds:	Maximum 80%

The Sub-Fund may also invest in ETFs and in financial derivative instruments (such as futures on indexes) for hedging and investment purposes to the fullest extent permitted by the Prospectus. The Sub-Fund may enter into foreign exchange rates or currencies derivative transactions for investment purposes. The Sub-Fund may reach a maximum of 40% derivatives exposure (netted).

Notwithstanding the above provisions and if justified by exceptional market conditions, the Sub-Fund may invest up to 100% of its net assets in cash and cash equivalents, term deposits, debt securities and money market instruments dealt in on a Regulated Market and whose maturity does not exceed 12 months, monetary UCITS and UCIs. There is no restriction so as to the currency of these securities. Term deposits and liquid assets may not exceed 49% of the Sub-Fund's net assets; term deposits and liquid assets held by any counterparty including the Depositary may not exceed 20% of the Sub-Fund's net assets.

It should be noted that investment in other UCITS and/or other UCIs may entail a duplication of certain fees and expenses. The aggregate management fees (including investment management, advisory and performance fees as the case may be) charged both to the Sub-Fund and to the target UCITS and/or UCIs may not exceed 5%.

If the Sub-Fund invests in units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the Management Company or by any other company with which the Management Company is linked by common management or control, or by substantial direct or indirect holding, that management company or other company may not charge subscription or redemption fees on account of the Sub-Fund's investments in the units of such other UCITS and/or other UCIs.

SFDR

The Management Company decides not to currently consider the adverse effects of investment decisions on sustainability factors for the Sub-Fund as defined in Article 7 (2) of the SFDR Regulation.

As per the current investment strategy and the composition of the portfolio, the Management Company assesses that such impact deems not to be relevant and does not currently have the capabilities for collecting ESG elements for determining and weight with more accuracy the negative sustainability effects.

4. Profile of the typical investor

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein.

The Sub-Fund is intended for retail investors and Institutional Investors. The recommended investment horizon is approximately between 3 and 5 years.

5. Global Exposure

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

6. Classes available for subscription

Class	Class A Capitalization	Class A Distribution	Class B Capitalization	Class B Distribution
Reference Currency	EUR	EUR	EUR	EUR
Type of investors	Retail investor	Retail investor	Institutional Investor	Institutional Investor
Minimum initial investment	100 EUR	100 EUR	100 EUR	100 EUR
Distribution policy	Accumulating Shares	Distributing Shares	Accumulating Shares	Distributing Shares

7. Management Fees

Pursuant to the Management Company Agreement, the Sub-Fund will pay a management company fee (the "Management Company Fee") to the Management Company in remuneration for its services. Such Management Company Fee is equal to 0.075% per annum of the average net assets of the Sub-Fund during the relevant quarter.

The Sub-Fund will further pay to the Management Company a fixed investment management fee equal to 1.25% per annum of the average net assets of the Sub-Fund attributable to Class A capitalization respectively 0.80% per annum of the average net assets of the Sub-Fund attributable to Class B capitalization during the relevant quarter.

8. Valuation Day/Net Asset Value calculation

For each Business Day ("Valuation Day"), there is a corresponding Net Asset Value per Share which is dated that Valuation Day and calculated and published on the following Business Day after that Valuation Day.

9. Subscription

a) Initial Offer Period

The Sub-Fund will be launched upon the merger of the sub-fund Halley SICAV – Halley VFF Global Capital.

b) Subscriptions after the Initial Offer Period

Shares will be issued at a price based on the Net Asset Value per Share calculated as of the relevant Valuation Day which may be increased by a sales charge of a maximum of 3% of the Net Asset Value and which shall be retained by the sales agents.

Applications must be received by the Registrar and Transfer Agent no later than 14.00, Luxembourg time, the Business Day preceding such Valuation Day in order to be dealt with on the basis of the Net Asset Value per Share calculated as of that Valuation Day. Any applications received after the applicable deadline will be deemed to be received for the next Valuation Day.

Payment for subscribed Shares has to be made no later than 3 Business Days after the relevant Valuation Day.

10. Redemption

Shares will be redeemed at a price based on the Net Asset Value per Share calculated as of the relevant Valuation Day. There will no redemption fees applicable.

Applications must be received by the Registrar and Transfer Agent no later than no later than 14.00, Luxembourg time, the Business Day preceding such Valuation Day in order to be dealt with on the basis of the Net Asset Value per Share calculated as of that Valuation Day. Any applications received after the applicable deadline will be deemed to be received for the next Valuation Day.

Payment for redeemed Shares has to be made no later than 3 Business Days after the relevant Valuation Day. If, in exceptional circumstances, the liquidity of the Sub-Fund is

insufficient to enable redemption proceeds to be paid within that period, or if there are other reasons, such as exchange controls or other regulations which delay payment, payment will be made as soon as reasonably practicable thereafter, but without interest.

11. Conversions

Investors may request conversions of their Shares from one Class to another of the same Sub-Fund or to Shares of another Sub-Fund.

Applications must be received by the Registrar and Transfer Agent no later than 14.00, Luxembourg time, the Business Day preceding the Valuation Day which is common to both Sub-Funds/Classes concerned. Any applications received after the applicable deadline will be deemed to be received for the next Valuation Day.

12. Historical Performance

Information on the historical performance of the Classes is disclosed in the relevant Key Investor Information Document, if available.

13. Dividends

No dividend will be paid to the Shareholders in the capitalization Classes.

The distribution of dividends may be proposed by the Board of Directors to the general meeting of Shareholders for the distribution Classes.

14. Specific risk warnings

Investors are advised to carefully consider the risks of investing in the Sub-Fund.

For a complete description of all the risks for the Sub-Fund that the Company is aware of, please refer to the Section 4. "Risk Considerations" in the general part of the Prospectus.

Investors should consider all risks and specifically the risks of investing in the following types of securities as described in Section 4. "Risk Considerations" in the general part of the Prospectus:

- Risks related to Investments in Underlying Funds;
- Risks Related to Investments in Bonds;

- Risks Related to Investments in Fixed-Interest Securities (including convertible debt securities);
- Risks Related to Investments in Fixed-Interest Securities Without Regular Interest Payments and Risks Related to Investments in Zero Bonds;
- Risks related to Investments in Convertible Securities;
- Risks related to Investments in Financial Derivatives Instruments;
- Risks related to Investments in Options;
- Risks Related to Investments in Equities (including ordinary and preference shares);
- Risks Related to Investments in Equity Related Securities;
- Risks related to the Use of Financial Derivative Instruments for Hedging / Efficient Portfolio Management Purposes;
- Risks related to Currency Exposure and Passive Currency Hedging;
- Credit and Counterparty Risks;
- Risks related to Investments in Commodities (including commodities indices);
- Risks related to Investments in Real Estate;
- Risk related to Investments in Emerging and Less Developed Markets;
- Political and Economic Risk Factors of Emerging Markets; and
- Settlement and Custodial Risk.

SUB-FUND PARTICULAR 2
VIVACITY FUNDS - MULTI MANAGER ALLOCATION PATRIMOINE

1. Name of the Sub-Fund

Multi Manager Allocation Patrimoine

2. Base Currency

EUR

3. Investment objective and policy

Investment Objective

The Sub-Fund looks to provide a strong diversification, investing in units of UCITS and/or other UCIs (including those established as Exchange Traded Funds) managed by different managers and fund promotors, intended to help the investors to achieve the security and the return they are looking out for their savings.

The Sub-Fund's objective is to achieve capital growth over the long term. The Sub-Fund invests in units of other UCITS and/or other UCIs (including those established as Exchange Traded Funds) within the meaning of Article 1, paragraph (2), sub-paragraphs a) and b) of Directive 2009/65/EC that are regulated, open and diversified, and have a risk allocation comparable to that of Luxembourg UCITS governed by Part I of the 2010 Law. These will include total return funds, equity funds, mixed funds, bond funds and money market funds.

There is however no guarantee that this objective will be achieved.

Investment Policy

The Sub-Fund will invest mainly in units of other UCITS and/or other UCIs selected and actively managed in accordance with the following limits:

Equity funds:	Maximum 45%
Alternative investment funds:	Maximum 45%
Mixed funds:	Maximum 80%
Bond funds:	Maximum 65%
Money market funds:	Maximum 100%

The alternative investment funds class allocation will be made of UCITS (including those established as Exchange Traded Funds) fulfilling the criteria set out above, that replicate the performance of alternative investment vehicles.

The Sub-Fund may use financial derivative instruments for hedging purposes (including foreign exchange transactions) and to a limited extent for investment purposes.

The types of derivatives may include, but are not limited to, single stock and equity index futures and options, currency futures and forwards.

Notwithstanding the above provisions and if justified by exceptional market conditions, the Sub-Fund may invest up to 100% of its net assets in cash and cash equivalents, term deposits, debt securities and money market instruments dealt in on a Regulated Market and whose maturity does not exceed 12 months, monetary UCITS and UCIs. There is no restriction so as to the currency of these securities. Term deposits and liquid assets may not exceed 49% of the Sub-Fund's net assets; term deposits and liquid assets held by any counterparty including the Depositary may not exceed 20% of the Sub-Fund's net assets.

It should be noted that the investment in other UCITS and/or other UCIs may entail a duplication of certain fees and expenses. The aggregate management fees charged both to the Sub-Fund and to the target UCITS and/or UCIs may not exceed 5%.

If the Sub-Fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the Management Company or by any other company with which the Management Company is linked by common management or control, or by substantial direct or indirect holding, that Management Company or other company may not charge subscription or redemption fees on account of the Sub-Fund's investments in the units of such other UCITS and/or other UCIs.

SFDR

The Management Company decides not to currently consider the adverse effects of investment decisions on sustainability factors for the Sub-Fund as defined in Article 7 (2) of the SFDR Regulation.

As per the current investment strategy and the composition of the portfolio, the Management Company assesses that such impact deems not to be relevant and does not currently have the capabilities for collecting ESG elements for determining and weight with

more accuracy the negative sustainability effects.

4. Profile of the typical investor

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein.

The Sub-Fund is intended for retail investors and Institutional Investors. The recommended investment horizon is approximately 5 years.

5. Global Exposure

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

6. Classes available for subscription

Class	Class A Capitalization	Class A Distribution	Class B Capitalization	Class B Distribution
Reference Currency	EUR	EUR	EUR	EUR
Type of investors	Retail investor	Retail investor	Institutional Investor	Institutional Investor
Minimum initial investment	100 EUR	100 EUR	100.000 EUR	100.000 EUR
Distribution policy	Accumulating Shares	Distributing Shares	Accumulating Shares	Distributing Shares

7. Management Company Fees

Pursuant to the Management Company Agreement, the Sub-Fund will pay a management company fee (the "Management Company Fee") to the Management Company in remuneration for its services. Such Management Company Fee is equal to 0.075% per annum of the average net assets of the Sub-Fund during the relevant quarter.

The Sub-Fund will further pay to the Management Company a fixed investment management fee equal to 1.5% for Classes A and 1.00% for Classes B per annum of the average net assets of the Sub-Fund during the relevant quarter.

Such fees are accrued on each Valuation Day and payable quarterly in arrears.

8. Valuation Day/Net Asset Value calculation

For each Business Day ("Valuation Day"), there is a corresponding Net Asset Value per Share which is dated that Valuation Day and calculated and published on the following Business Day after that Valuation Day.

9. Subscription

a) Subscriptions during the Initial Offer Period

The Sub-Fund has been launched upon the merger of the sub-fund Halley SICAV – Halley Multi Manager Allocation Patrimoine.

Shares in the Class B Capitalization may be subscribed for the first time from January 15, 2018 to January 30, 2018 (no later than 14.00, Luxembourg time) at an initial price of EUR 100,- per Share. Shares subscribed in this period will be paid with the Depositary at the latest on February 2, 2018.

The first Net Asset Value will be calculated on January 31, 2018.

No sales charge will be applied in respect of the initial subscriptions.

The Board of Directors reserves the right to close the initial subscription period before the scheduled date and to extend it.

b) Subscriptions after the Initial Offer Period

Shares will be issued at a price based on the Net Asset Value per Share calculated as of the relevant Valuation Day which may be increased by a sales charge of a maximum of 3% of the Net Asset Value and which shall be retained by the sales agents.

Applications must be received by the Registrar and Transfer Agent no later than 14.00, Luxembourg time, the Business Day preceding such Valuation Day in order to be dealt with

on the basis of the Net Asset Value per Share calculated as of that Valuation Day. Any applications received after the applicable deadline will be deemed to be received for the next Valuation Day.

Payment for subscribed Shares has to be made no later than 3 Business Days after the relevant Valuation Day.

10. Redemption

Shares will be redeemed at a price based on the Net Asset Value per Share calculated as of the relevant Valuation Day. There will no redemption fees applicable.

Applications must be received by the Registrar and Transfer Agent no later than 14.00, Luxembourg time, the Business Day preceding such Valuation Day in order to be dealt with on the basis of the Net Asset Value per Share calculated as of that Valuation Day. Any applications received after the applicable deadline will be deemed to be received for the next Valuation Day.

Payment for redeemed Shares has to be made no later than 3 Business Days after the relevant Valuation Day. If, in exceptional circumstances, the liquidity of the Sub-Fund is insufficient to enable redemption proceeds to be paid within that period, or if there are other reasons, such as exchange controls or other regulations which delay payment, payment will be made as soon as reasonably practicable thereafter, but without interest.

11. Conversions

Investors may request conversions of their Shares from one Class to another of the same Sub-Fund or to Shares of another Sub-Fund.

Applications must be received by the Registrar and Transfer Agent no later than 14.00, Luxembourg time, the Business Day preceding the Valuation Day which is common to both Sub-Funds/Classes concerned. Any applications received after the applicable deadline will be deemed to be received for the next Valuation Day.

12. Historical Performance

Information on the historical performance of the Sub-Fund is disclosed in the relevant Key Investor Information Document, if available.

13. Dividends

Income and capital gains arising in the Sub-Fund in relation to Accumulating Shares will be reinvested. The value of the Shares of each such Class will reflect the capitalisation of income and gains.

Income and capital gains arising in the Sub-Fund in relation to Distributing Shares will be distributed in part or in total at least annually.

14. Specific risk warnings

Investors are advised to carefully consider the risks of investing in the Sub-Fund.

For a complete description of all the risks for the Sub-Fund that the Company is aware of, please refer to the Section 4. "Risk Considerations" in the general part of the Prospectus.

In addition thereto, the following additional risk factors should be taken into consideration:

- Risks related to Investments in Underlying Funds;
- Risks Related to Investments in Bonds;
- Risks Related to Investments in Fixed-Interest Securities (including convertible debt securities);
- Risks Related to Investments in Fixed-Interest Securities Without Regular Interest Payments and Risks Related to Investments in Zero Bonds;
- Risks related to Investments in Convertible Securities;
- Risks related to Investments in Financial Derivative Instruments;
- Risks related to Investments in Options;
- Risks Related to Investments in Equities (including ordinary and preference shares);
- Risks Related to Investments in Equity Related Securities;
- Risks related to the Use of Financial Derivative Instruments for Hedging / Efficient Portfolio Management Purposes;
- Risks related to Currency Exposure and Passive Currency Hedging;
- Credit and Counterparty Risks;
- Risks related to Investments in Commodities (including commodities indices);
- Risks related to Investments in Real Estate;
- Risk related to Investments in Emerging and Less Developed Markets;
- Political and Economic Risk Factors of Emerging Markets; and
- Settlement and Custodial Risk.

Appendix 1 Investment Restrictions and Use of Financial Derivative Instruments

General Investment Restrictions

The Company or where a UCITS comprises more than one compartment, each such Sub-Fund or compartment shall be regarded as a separate UCITS for the purposes of this Appendix. The Directors shall, based upon the principle of spreading of risks, have power to determine the investment policy for the investments of the Company in respect of each Sub-Fund and the currency of denomination of a Sub-Fund subject to the following restrictions:

I. (1) The Company may invest in:

a) transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market;

b) transferable Securities and Money Market Instruments dealt in on another market in a Member State of the European Union which is regulated, operates regularly and open to the public;

c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-EU Member State or dealt in on another Regulated Market in a non-EU Member State;

d) recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and such admission is secured within a year of the issue;

e) units of UCITS and/or Other UCI, whether situated in an EU Member State or not, provided that:

- such Other UCIs have been authorised under the laws which provide that they are subject to supervision considered by the Luxembourg supervisory authority to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;

- the level of protection for unitholders in such Other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of Directive 2009/65/EC, as amended;

- the business of such Other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;

- no more than 10% of the assets of the UCITS or of the Other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or Other UCIs.

f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a country which is an EU Member State or if the registered office of the credit institution is situated in a non-EU Member State provided that it is subject to prudential rules considered by the Luxembourg supervisory authority as equivalent to those laid down in Community law;

g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on an Regulated Market and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- the underlying consists of instruments covered by this section (1), financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Fund(s) may invest according to its/their investment objective;

- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority;

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative.

and/or

h) Money Market Instruments other than those dealt in on a Regulated Market and defined in the Glossary, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong; or

- issued by an undertaking any securities of which are dealt in on Regulated Markets;

- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by the Community law, or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg supervisory authority to be at least as stringent as those laid down by Community law; or

- issued by other bodies belonging to the categories approved by the Luxembourg supervisory authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

(2) In addition, the Company may invest a maximum of 10% of the net assets of any Sub-Fund in Transferable Securities and Money Market Instruments other than those referred to under (1) above.

II. The Company may hold ancillary liquid assets.

III. a) (i) The Company will invest no more than 10% of the net assets of any Sub-Fund in Transferable Securities and Money Market Instruments issued by the same issuing body.

(ii) The Company may not invest more than 20% of the total net assets of such Sub-Fund in deposits made with the same body. The risk exposure of a Sub-Fund to a counterparty in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in I. (1) f) above or 5% of its net assets in other cases.

b) Moreover where the Company holds on behalf of a Sub-Fund investment in Transferable Securities and Money Market Instruments of any issuing body which individually exceed 5% of the net assets of such Sub-Fund, the total of all such investments must not account for more than 40% of the total net assets of such Sub-Fund.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph III. a), the Company shall not combine, where this would lead to investing more than 20% of its assets in a single body, any of the following for each Sub-Fund:

- investments in Transferable Securities or Money Market Instruments issued by that body;
- deposits made with that body; or
- exposures arising from OTC derivative transactions undertaken with that body.

c) The limit of 10% laid down in sub-paragraph III. a) (i) above will be increased to a maximum of 35% in respect of Transferable Securities or Money Market

Instruments which are issued or guaranteed by an EU Member State , its local authorities, or by another Eligible State or by public international bodies of which one or more EU Member States are members.

d) The limit of 10% laid down in sub-paragraph III. a) (i) may be of a maximum of 25% for certain bonds when they are issued by a credit institution which has its registered office in a Member State of the EU and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest. If a Sub-Fund invests more than 5% of its net assets in the bonds referred to in this sub-paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the Net Asset Value of the Sub-Fund.

e) The Transferable Securities and Money Market Instruments referred to in paragraphs III. c) and III.d) shall not be included in the calculation of the limit of 40% stated in paragraph III. b) above.

The limits set out in sub-paragraphs a), b) c) and d) may not be aggregated and, accordingly, investments in Transferable Securities and Money Market Instruments issued by the same issuing body, in deposits or in financial derivative instruments effected with the same issuing body may not, in any event, exceed a total of 35% of any Sub-Fund's net assets;

Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with Directive 2013/34/EU or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this paragraph III.

The Company may cumulatively invest up to 20% of the net assets of a Sub-Fund in Transferable Securities and Money Market Instruments within the same group.

f) **Notwithstanding the above provisions, the Company is authorised to invest up to 100% of the net assets of any Sub-Fund, in accordance with the principle of risk spreading, in Transferable Securities and Money Market Instruments issued**

or guaranteed by a Member State of the EU, by its local authorities or agencies, or by another member state of the OECD, Singapore, Hong Kong or any member state of the G20 or by public international bodies of which one or more Member States of the EU are members, provided that such Sub-Fund must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the total net assets of such Sub-Fund.

IV. a) Without prejudice to the limits laid down in paragraph V., the limits provided in paragraph III. are raised to a maximum of 20% for investments in shares and/or bonds issued by the same issuing body if the aim of the investment policy of a Sub-Fund is to replicate the composition of a certain stock or bond index which is sufficiently diversified, represents an adequate benchmark for the market to which it refers, is published in an appropriate manner and disclosed in the relevant Sub-Fund's investment policy.

b) The limit laid down in paragraph a) is raised to 35% where this proves to be justified by exceptional market conditions, in particular on Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

V. The Company may not acquire Shares carrying voting rights which should enable it to exercise significant influence over the management of an issuing body.

Each Sub-Fund may acquire no more than:

- 10% of the non-voting Shares of the same issuer;
- 10% of the debt securities of the same issuer;
- 10% of the Money Market Instruments of the same issuer.

The limits under the second and third indents may be disregarded at the time of acquisition, if at that time the gross amount of debt securities or of the Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

The provisions of paragraph V. shall not be applicable to Transferable Securities and Money Market Instruments issued or guaranteed by a Member State of the EU or its

local authorities or by any other Eligible State, or issued by public international bodies of which one or more Member States of the EU are members.

These provisions are also waived as regards Shares held by the Company in the capital of a company incorporated in a non-Member State of the EU which invests its assets mainly in the securities of issuing bodies having their registered office in that state, where under the legislation of that state, such a holding represents the only way in which the Company can invest in the securities of issuing bodies of that state provided that the investment policy of the company from the non-Member State of the EU complies with the limits laid down in paragraphs III., V. and VI. a), b), c) and d).

VI. a) The Company may acquire units of the UCITS and/or Other UCIs referred to in paragraph I. (1) e), provided that no more than 10% of a Sub-Fund's net assets be invested in the units of other UCITS or Other UCI, unless otherwise provided in the Sub-Fund Particular in relation to a given Sub-Fund.

In case a Sub-Fund may invest more than 10% in UCITS or Other UCIs, such Sub-Fund may not invest more than 20% of its net assets in units of a single UCITS or Other UCI.

For the purpose of the application of the investment limit, each compartment of a UCI with multiple compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured.

Investments made in units of Other UCIs may not, in aggregate, exceed 30% of the net assets of such Sub-Fund.

b) The underlying investments held by the UCITS or Other UCIs in which the Company invests do not have to be considered for the purpose of the investment restrictions set forth under III. above.

c) When the Company invests in the units of other UCITS and/or Other UCIs linked to the Company by common management or control, no subscription or redemption fees may be charged to the Company on account of its investment in the units of such other UCITS and/or Other UCIs.

In respect of a Sub-Fund's investments in UCITS and Other UCIs linked to the Company as described in the preceding paragraph (excluding any performance fee, if any), the total management fee charged to such Sub-Fund itself and the other UCITS and/or Other UCIs concerned shall not exceed 1.5% of the relevant assets. The Company will indicate in its annual report the total management fees charged both to the relevant Sub-Fund and to the UCITS and Other UCIs in which such Sub-Fund has invested during the relevant period.

d) Each Sub-Fund may acquire no more than 25% of the units of the same UCITS and/or Other UCI. This limit may be disregarded at the time of acquisition if at that time the gross amount of the units in issue cannot be calculated. In case of a UCITS or Other UCI with multiple compartments, this restriction is applicable by reference to all units issued by the UCITS/UCI concerned, all compartments combined.

VII. In compliance with the applicable laws and regulations any Sub-Fund of the Company (hereinafter referred to as a "Feeder Sub-Fund") may be authorised to invest at least 85% of its assets in the units of another UCITS or portfolio thereof (the "Master UCITS"). A Feeder Sub-Fund may hold up to 15% of its assets in one or more of the following:

- ancillary liquid assets in accordance with II;
- financial derivative instruments, which may be used only for hedging purposes;
- movable and immovable property which is essential for the direct pursuit of its business.

For the purposes of compliance with article 42(3) of the 2010 Law, the Feeder Sub-Fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the second indent of the first sub-paragraph with either:

- the Master UCITS actual exposure to financial derivative instruments in proportion to the Feeder Sub-Fund investment into the Master UCITS; or
- the Master UCITS potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations or instruments of incorporation in proportion to the Feeder Sub-Fund investment into the Master UCITS.

A Sub-Fund of the Company may in addition and to the full extent permitted by applicable laws and regulations but in compliance with the conditions set-forth by applicable laws and regulations, be launched or converted into a Master UCITS in the meaning of Article 77(3) of the 2010 Law.

VIII. A Sub-Fund (the "Investing Sub-Fund") may subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Fund of the Company (each a "Target Sub-Fund") without the Company being, subject to the requirements of the 1915 Law with respect to the subscription, acquisition and/or the holding by a company of its own Shares; under the condition however that:

- unless otherwise provided in the Sub-Fund Particular, the Investing Sub-Fund may not invest more than 10% of its Net Asset Value in a single Target Sub-Fund; and
- the Target Sub-Fund(s) do(es) not, in turn, invest in the Investing Sub-Fund invested in this (these) Target Sub-Fund (s); and
- the investment policy(ies) of the Target Sub-Fund(s) whose acquisition is contemplated does not allow such Target Sub-Fund(s) to invest more than 10% of its(their) Net Asset Value in UCITS and UCIs; and
- voting rights, if any, attaching to the Shares of the Target Sub-Fund(s) held by the Investing Sub-Fund are suspended for as long as they are held by the Investing Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- in any event, for as long as these securities are held by the Investing Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law.

IX. The Company shall ensure for each Sub-Fund that the global exposure relating to derivative instruments does not exceed the total net assets of the relevant Sub-Fund.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions. This shall also apply to the following subparagraphs.

If the Company invests in financial derivative instruments, the exposure to the underlying assets may not exceed in aggregate the investment limits laid down in

restriction III. When the Company invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in restriction III.

When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this restriction.

X. a) The Company may not borrow for the account of any Sub-Fund amounts in excess of 10% of the total net assets of that Sub-Fund, any such borrowings to be from banks and to be effected only as a temporary basis provided that the purchase of foreign currencies by way of back to back loans remains possible;

b) The Company may not grant loans to or act as guarantor on behalf of third parties.

This restriction shall not prevent the Company from (i) acquiring Transferable Securities, Money Market Instruments or other financial instruments referred to in I. (1) e), g) and h) which are not fully paid, and (ii) performing permitted securities lending activities that shall not be deemed to constitute the making of a loan.

c) The Company may not carry out uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments.

d) The Company may not acquire movable or immovable property.

e) The Company may not acquire either precious metals or certificates representing them.

XI. If the percentage limitations set forth in the above restrictions are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its Shareholders.

The Company will in addition comply with such further restrictions as may be required by the regulatory authorities in which the Shares are marketed.

During the first six months following its launch, a new Sub-Fund may derogate from restrictions III., IV. and VI. a), b) and c) while ensuring observance of the principle of risk spreading.

The Management Company does not intend to enter into securities lending transactions or repurchase and reverse repurchase agreements within the meaning of Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse.

Financial Derivative Instruments

Each Sub-Fund may, subject to the conditions and within the limits laid down in the 2010 Law and any present or future related Luxembourg laws or implementing regulations, circulars and CSSF positions (the "Regulations"), invest in financial derivative instruments for hedging purposes, investment purposes or to provide protection against risks. Financial derivative instruments include, but are not limited to, futures, forwards, options, swaps (including, but not limited to, credit and credit-default, interest rate and inflation swaps), swaptions and forward foreign currency contracts. New financial derivative instruments may be developed which may be suitable for use by the Company and the Company may employ such financial derivative instruments in accordance with the Regulations and collateral received will be according to its collateral policy.

The conditions of use and the limits applicable shall in all circumstances comply with the provisions laid down in the 2010 Law, in the rules and regulations of the CSSF and the Prospectus.

Under no circumstances shall these operations cause the Company and its Sub-Funds to diverge from its investment policies and restrictions.

The counterparties to such transactions must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law and specialised in this type of transaction. The counterparties to such transactions will be financial institutions headquartered in an OECD member state and have directly or at parent-level an investment grade credit rating from an internationally recognised rating agency. Details of the selection criteria and a list of approved counterparties is available at the registered office of the Management Company.

It is not the intention of the Management Company to invest in total return swaps.

Management of collateral and collateral policy

When calculation the counterparty risk limits laid down by Article 43 of the 2010 Law, the risk exposure arising from OTC financial derivative transactions shall be combined.

The collateral used to reduce the counterparty risk exposure, when entering into OTC financial derivative transactions, should comply with the following criteria:

a) liquidity – any collateral received other than cash shall be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received shall also comply with the provisions of Article 48 of the 2010 Law;

b) valuation – collateral received shall be valued on at least a daily basis and assets that exhibit high price volatility shall not be accepted as collateral unless suitably conservative haircuts are in place;

c) issuer credit quality – collateral received shall be of high quality;

d) correlation – the collateral received by the Company shall be issued by an entity that is independent from the counterpart and is expected not to display a high correlation with the performance of the counterpart;

e) collateral diversification (asset concentration) – collateral shall be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Company receives from a counterpart of OTC financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When a Sub-Fund is exposed to different counterparts, the different baskets of collateral shall be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation a Sub-Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. Such a Sub-Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Sub-Fund' net asset value;

f) risks linked to the management of collateral, such as operational and legal risks, shall be identified, managed and mitigated by the risk management process;

g) where there is a title transfer, the collateral received shall be held by the Depositary of the Company;

h) collateral received shall be capable of being fully enforced by the Company at any time without reference to or approval from the counterpart;

i) non-cash collateral received shall not be sold, re-invested or pledged;

j) cash collateral received shall only be:

- placed on deposit with entities prescribed in Article 41(1)(f) of the 2010 Law;
- invested in high-quality government bonds;
- used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in the CESR/10-049 Guidelines on a common definition of European money market funds.

Re-invested cash collateral shall be diversified in accordance with the diversification requirements applicable to non-cash collateral.

Subject to the above criteria, the eligible collateral includes:

- cash denominated in the currency of the Company (or relevant Sub-Fund) and money market instruments with an external credit rating AA- or above of the issuer;
- marketable securities representing claims on or claims guaranteed by central banks of eligible jurisdictions, non-central government public sector entities, the Bank for International Settlements, the International Monetary Fund, the European Commission, given that they are traded in large, deep and active markets characterized by a low level of concentration;
- marketable securities representing claims on or claims guaranteed by eligible jurisdictions, their central banks, non-central government public sector entities or multilateral development banks, with a credit rating of A- or above;
- shares or units issued by money market UCIs complying with the CESR/10-049 Guidelines on a common definition of European money market funds, offering a daily liquidity, calculating a daily net asset value and being assigned a rating of AAA or its equivalent;

- shares or units issued by UCITS offering a daily liquidity and investing mainly in bonds or shares fulfilling the two requirements below;
- debt instruments with an external rating at least equivalent to "investment grade";
- shares and convertible bonds dealt on a regulated market, on the condition that these shares are included in a main index.

For the valuation of the collateral the following haircuts will be applicable.

Collateral Haircut

Collateral Type	Applied Haircut		
1. Cash in EUR	0%		
2. Cash in other currencies	1% - 10%		
3. Money markets instruments with an external credit rating AA- or above[1]	0.5% - 2%		
4. Debt Instrument[2]	Residual maturity		
	Less than 1 year	1-5 years	More than 5 years
Bonds issued or guaranteed by a EU member state with an external rating at least equivalent to AA-	0.25% - 3%	2% - 5%	5% - 10%
Sovereign debt instruments with an external rating AA or above	0.25% - 3%	2% - 5%	5% - 10%
Debt instruments with an external rating A or above	1% - 5%	6% - 12%	10% - 15%
5. Shares dealt on a regulated market and included in a main index (European and US index)	15% - 25%		

[1] If money market instruments are traded above the par value, a haircut will be applied to the face value of the MMI.
[2] If debt instrument are traded above par value, a haircut will be applied to the face value of the instruments.

At any time, relative to market conditions, if deemed necessary for the best interest of the relevant Sub-Fund, the Management Company reserves the right to amend the above haircut level.

Cash as collateral may only be placed in:

- high quality eligible sovereign debt and/or debt guaranteed by an eligible jurisdiction subject to a AAA-equivalent rating;
- any other government bonds generally considered risk-free in reference to AAA-equivalent rating;
- short term money market funds subject to a AAA-equivalent rating;
- plain vanilla corporate bonds or plain vanilla money market instruments with a short maturity (generally 3 months) from issuers in OECD member countries subject to AAA equivalent rating.

The above provisions are in line with the ESMA 2014/937 Guidelines on ETFs and other UCITS issues. The Management Company shall at all times make sure to comply with any new requirement or amendments of the ESMA requirements upon their entering into force.