PROSPECTUS

Relating to the permanent offer of shares of the Investment Company with Variable Capital ("SICAV") under Luxembourg law and with multiple Sub-Funds

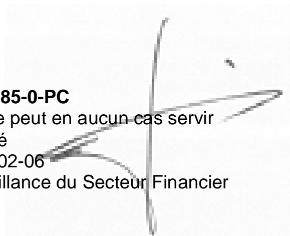
PARETURN

JANUARY 2018

The shares of the various Sub-Funds of the investment Company with variable capital **PARETURN** (the "Company") may only be subscribed on the basis of the information contained in the present prospectus and the particulars of each sub-fund as they are mentioned in the present document and giving a descriptive of the different Sub-Funds of the Company.

The present Prospectus may only be distributed together with the latest annual report of the Company and the latest semi-annual report of the Company published after the said annual report.

No other information may be given other than that stated in the present Prospectus and in the relevant key investor information document and in the documents mentioned therein, which are available to the public.



VISA 2018/111487-1485-0-PC
L'apposition du visa ne peut en aucun cas servir d'argument de publicité
Luxembourg, le 2018-02-06
Commission de Surveillance du Secteur Financier

PARETURN

60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

List of the Sub-Funds

Name of the Sub-Funds	**Reference currency**
Pareturn Best Selection	EUR
Pareturn Croissance 2000	EUR
Pareturn Cartesio Equity	EUR
Pareturn Cartesio Income	EUR
Pareturn Stamina Systematic	EUR
Pareturn Mutuafondo Global Fixed Income	EUR
Pareturn Barwon Listed Private Equity	EUR
Pareturn Global Balanced Unconstrained	EUR
Pareturn Cervino World Investments	EUR
Pareturn Entheca Patrimoine	EUR
Pareturn Ataun	EUR
Pareturn Invalux Fund	EUR
Pareturn Gladwyne Absolute Credit	EUR
Pareturn Mutuafondo España Lux	EUR
Pareturn EtendAR	EUR
Pareturn GVC Gaesco Patrimonial Fund	EUR
Pareturn GVC Gaesco Euro Small Caps Equity Fund	EUR
Pareturn GVC Gaesco Absolute Return Fund	EUR
Pareturn GVC Gaesco Columbus European Mid-Cap Equity Fund	EUR
Pareturn Diversified Fund	EUR
Pareturn Security Latam Corporate Debt	USD
Pareturn Rivendale	EUR
Pareturn Fidelius Global	EUR
Pareturn Santalucia Espabolsa (Luxembourg)	EUR
Pareturn Santalucia Fonvalor	EUR
Pareturn Imantia USD Global High Yield Bond	USD

TABLE OF CONTENTS]

P R O S P E C T U S 12

I. GENERAL DESCRIPTION 12

1. INTRODUCTION 12

2. THE COMPANY 13

II. MANAGEMENT AND ADMINISTRATION 13

1. BOARD OF DIRECTORS 13

2. MANAGEMENT COMPANY 14

3. DEPOSITARY 15

4. DELEGATE REGISTRAR AGENT, DOMICILIATION AND LISTING AGENT18

5. DELEGATE ADMINISTRATIVE AGENT 18

6. DELEGATE INVESTMENT MANAGERS AND INVESTMENT ADVISORS 18

7. DISTRIBUTORS AND NOMINEES 19

8. AUDITING OF THE COMPANY'S OPERATIONS 19

III. INVESTMENT POLICIES 20

1. INVESTMENT POLICIES - GENERAL PROVISIONS 20

2. SPECIAL REGULATIONS AND INVESTMENT RESTRICTIONS 20

3. FINANCIAL TECHNIQUES AND INSTRUMENTS 28

4. RISKS WARNINGS 37

IV. SHARES OF THE COMPANY 45

1. THE SHARES 46

2. ISSUE AND SUBSCRIPTION PRICE OF SHARES 46

3. REDEMPTION AND/OR REPURCHASE OF SHARES 48

4. CONVERSION OF SHARES INTO SHARES OF OTHER SUB-FUNDS , CATEGORIES OR CLASSES OF SHARES 49

5. STOCK EXCHANGE LISTING 50

V. NET ASSET VALUE 50

1. GENERAL 50

2. SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE AND OF THE ISSUE, CONVERSION AND REDEMPTION OF SHARES 52

VI. DIVIDENDS **53**

1. DIVIDEND DISTRIBUTION POLICY **53**

2. PAYMENT **54**

VII. COSTS TO BE BORNE BY THE COMPANY **54**

1. Depositary and Administration fees **55**

2. Directors' fees **56**

3. Management Company's fees **56**

4. Co-operation Agreements **56**

VIII. COSTS BORNE BY THE SHAREHOLDER **57**

IX. TAXATION – LEGAL REGIME - OFFICIAL LANGUAGE **57**

1. TAX REGIME **57**

2. LEGAL REGIME **60**

3. OFFICIAL LANGUAGE **60**

X. FINANCIAL YEAR - MEETINGS – PERIODICAL REPORTS **60**

1. FINANCIAL YEAR **60**

2. MEETINGS **60**

3. PERIODIC REPORTS **61**

XI. LIQUIDATION - MERGING OF SUB-FUNDS **62**

1. LIQUIDATION OF THE COMPANY **62**

2. CLOSURE AND MERGER OF SUB-FUNDS **63**

XII. INFORMATION AND DOCUMENTS AVAILABLE TO THE PUBLIC **64**

1. INFORMATION FOR SHAREHOLDERS **64**

2. DOCUMENTS AVAILABLE TO THE PUBLIC **66**

3. ADDITIONAL INFORMATION FOR INVESTORS IN THE UK **67**

XIII. APPENDIX 1: SUB-FUNDS **69**

SUB-FUND PARETURN BEST SELECTION 70
SUB-FUND PARETURN CROISSANCE 2000 74
SUB-FUND PARETURN CARTESIO EQUITY 77
SUB-FUND PARETURN CARTESIO INCOME 82
SUB-FUND PARETURN STAMINA SYSTEMATIC 86
SUB-FUND PARETURN MUTUAFONDO GLOBAL FIXED INCOME 91

SUB-FUND PARETURN BARWON LISTED PRIVATE EQUITY 94
SUB-FUND PARETURN GLOBAL BALANCED UNCONSTRAINED 98
SUB-FUND PARETURN CERVINO WORLD INVESTMENTS 101
SUB-FUND PARETURN ENTHECA PATRIMOINE 105
SUB-FUND PARETURN ATAUN 110
SUB-FUND PARETURN INVALUX FUND 114
SUB-FUND PARETURN GLADWYNE ABSOLUTE CREDIT 117
SUB-FUND PARETURN MUTUAFONDO ESPAÑA LUX 126
SUB-FUND PARETURN EtendAR 131
SUB-FUND PARETURN GVC GAESCO PATRIMONIAL FUND 134
SUB-FUND PARETURN GVC GAESCO EURO SMALL CAPS EQUITY FUND 138
SUB-FUND PARETURN GVC GAESCO ABSOLUTE RETURN FUND 141
SUB-FUND PARETURN GVC GAESCO COLUMBUS EUROPEAN 145
MID CAP EQUITY FUND 145
SUB-FUND PARETURN DIVERSIFIED FUND 149
SUB-FUND PARETURN SECURITY LATAM CORPORATE DEBT 153
SUB-FUND PARETURN RIVENDALE 157
SUB-FUND PARETURN FIDELIUS GLOBAL 161
SUB-FUND PARETURN SANTALUCIA ESPABOLSA (Luxembourg) 166
SUB-FUND PARETURN IMANTIA USD GLOBAL HIGH YIELD BOND 173
SUB-FUND PARETURN SANTALUCIA FONVALOR 178

DISCLOSURE

PARETURN was established in March of 1994, with registered office at 60, avenue J. F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

Prior to considering subscription to shares, prospective investors are recommended to carefully read the present prospectus (the "Prospectus") and examine the last annual report of the Company, copies of which may be obtained from BNP Paribas Securities Services, Luxembourg Branch and from companies ensuring the financial services and the distribution of the shares of the Company. Subscription applications may only be made on the basis of the conditions and methods set out in the present Prospectus. Prior to investing in the Company, prospective investors should request appropriate advice from their own legal and financial advisors.

No other information may be given other than that stated in the present Prospectus and in the documents mentioned therein, which are available to the public.

The Company is authorised as an Undertaking for Collective Investment in Transferable Securities (a "UCITS") in Luxembourg, where its shares may be offered and sold. No step has been undertaken to allow for the public offer of the shares in any other jurisdiction than the countries listed in the "Important Information" section, in which such a step would prove necessary. The present Prospectus is neither an offer nor a solicitation in view of sale. It may not be used for such a purpose in any jurisdiction where this would not be allowed, nor may it be handed to any person not allowed to purchase such shares.

The distribution of the Prospectus and/or the offer and sale of the Shares in certain jurisdictions or to certain investors may be restricted or prohibited by law. No step has been undertaken for the purpose of registering the Company or its shares with the US Securities and Exchange Commission as provided for by the law on the US Investment Company Act from 1940 as subsequently amended, or with any regulation on transferable securities. Consequently, this document has not been approved by the above-mentioned authority. As a result, the present document may not be introduced, transmitted nor distributed in the United States of America, their territories or possessions, or handed over to US citizens or residents, nor to companies, associations or other entities registered in the United States of America or governed by the laws of the United States of America (any such person being considered hereunder as a "US Person"). The shares of the Company have not been registered under the US Securities Act of 1933 may not moreover be directly or indirectly offered or sold to US Persons in the United States of America (including its territories and possessions). Any failure to abide by these restrictions may stand as a breach of US laws on transferable securities. The Board of Directors of the Company may demand the immediate redemption of any shares purchased or held by US Persons inclusive any investors who would become US Persons subsequently to their purchase of shares.

Taking into account economic and stock exchange risks, no assurance may be given that the Company shall reach its investment objectives; as a consequence, the value of the shares may decrease as well as increase.

ORGANISATION OF THE COMPANY

REGISTERED OFFICE

60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

BOARD OF DIRECTORS

CHAIRMAN
Mr. Michel Marcel Vareika
8, rue Killebierg
L-5762 Hassel
Grand Duchy of Luxembourg

DIRECTORS

Mr. Carlo Montagna
The Directors Office
19, rue de Bitbourg
L-1273 Luxembourg

Mr. Yves Wagner
The Directors Office
19, rue de Bitbourg
L-1273 Luxembourg

DEPOSITARY

BNP PARIBAS SECURITIES SERVICES, LUXEMBOURG BRANCH
60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

DELEGATE ADMINISTRATIVE AGENT, DELEGATE REGISTRAR AGENT, DOMICILIATION AND LISTING AGENT

BNP PARIBAS SECURITIES SERVICES, LUXEMBOURG BRANCH
60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

REPRESENTATIVE AND LOCAL PAYING AGENT IN SWITZERLAND

BNP PARIBAS SECURITIES SERVICES, ZURICH BRANCH
16 Selnaustrasse
CH-8002 Zurich
Switzerland

AUTHORISED AUDITORS

DELOITTE AUDIT S.À R.L.
560 rue de Neudorf
L- 2220 Luxembourg
Grand Duchy of Luxembourg

MANAGEMENT COMPANY
MDO MANAGEMENT COMPANY S.A.
19, rue de Bitbourg,
L-1273 Luxembourg
Grand Duchy of Luxembourg

DELEGATE INVESTMENT MANAGERS

For the Sub-Fund PARETURN BEST SELECTION
MASSENA PARTNERS
1, Place d'Armes
L-1136 Luxembourg
Grand-Duchy of Luxembourg

acting through its French branch
whose office is at 78, avenue Raymond Poincaré, F- 75116 Paris (France)

For the Sub-Funds PARETURN CROISSANCE 2000 and PARETURN - ATAUN
J.P. MORGAN INTERNATIONAL BANK LIMITED
1 Knightsbridge
London SW1X7LX
United Kingdom

For the Sub-Fund PARETURN DIVERSIFIED FUND
BGL BNP PARIBAS
50, avenue JF Kennedy
L-2951 Luxembourg
Grand-Duchy of Luxembourg

For the Sub-Funds PARETURN CARTESIO EQUITY and PARETURN CARTESIO INCOME
CARTESIO INVERSIONES, S.G.I.I.C., S.A.
Rubén Darío 3
S-28010 Madrid
Spain

For the Sub-Funds PARETURN STAMINA SYSTEMATIC
STAMINA ASSET MANAGEMENT
15/19, Avenue de Suffren
F-75007 Paris
France

For the Sub-Funds PARETURN MUTUAFONDO GLOBAL FIXED INCOME and
MUTUAFONDO ESPAÑA LUX
MUTUACTIVOS S.A.U., S.G.I.I.C.
P° de la Castellana, 33
S-28046 Madrid
Spain

For the Sub-Fund PARETURN BARWON LISTED PRIVATE EQUITY
BARWON INVESTMENT PARTNERS PTY LTD
Level 3, 17 Castlereagh Street
Sydney NSW 2000
Australia

For the Sub-Fund PARETURN GLOBAL BALANCED UNCONSTRAINED
SINERGIA ADVISORS 2006 AGENCIA DE VALORES S.A
C/. Velázquez, 47-5° Izquierda
S-28001 Madrid
Spain

For the Sub-Funds PARETURN CERVINO WORLD INVESTMENTS and PARETURN INVALUX FUND
VARIANZA GESTIÒN, SGIIC, S.A
C/ Zurbano, 23
S-28010 Madrid
Spain

For the Sub-Fund PARETURN IMANTIA USD GLOBAL HIGH YIELD BOND
IMANTIA CAPITAL S.G.I.I.C., S.A.
Serrano 45, 3° Planta
S-28001 Madrid
Spain

For the Sub-Fund PARETURN ENTHECA PATRIMOINE
ENTHECA FINANCE S.A.S.
22, rue de Marignan
F-75008 Paris
France

For the Sub-Fund PARETURN SECURITY LATAM CORPORATE DEBT
ADMINISTRADORA GENERAL DE FONDOS SECURITY S.A.
Avenida Apoquindo 3150, Piso 7, Las Condes,
Santiago,
Chile

For the Sub-Fund PARETURN GLADWYNE ABSOLUTE CREDIT
GLADWYNE INVESTMENTS LLP
29, St Jame's Place,
SW1A 1 NR London
United Kingdom

For the Sub-Fund PARETURN ETENDAR
SKYLAR FRANCE
71-73 Avenue des Champs-Elysées
F-75008 Paris
France

For the Sub-Funds PARETURN GVC GAESCO PATRIMONIAL FUND, GVC GAESCO EURO SMALL CAPS EQUITY FUND,GVC GAESCO ABSOLUTE RETURN FUND and PARETURN GVC GAESCO COLUMBUS EUROPEAN MID CAP EQUITY FUND
GVC GAESCO GESTION, SGIIC, S.A.
Doctor Ferrán, 3-5
S-08034-Barcelona
Spain

For the Sub-Fund PARETURN RIVENDALE
BANQUE PICTET & CIE SA
60 route des Acacias
1211 Geneva 73
Switzerland

For the Sub-Fund PARETURN FIDELIUS GLOBAL
CREDIT SUISSE GESTIÓN SGIIC SA
Calle Ayala 42
S-28001 Madrid
Spain

For the Sub-Funds PARETURN SANTALUCIA ESPABOLSA (Luxembourg) and PARETURN SANTALUCIA FONVALOR
SANTA LUCIA GESTION SGIIC SA
Camino Fuente de la Mora, 9
28005 Madrid
Spain

IMPORTANT INFORMATION

The Company is registered on the official list of undertakings for collective investment pursuant to the law of 17 December 2010 relating to undertakings for collective investment (the “2010 Law”) and the law of 10 August 1915 on commercial companies, as both may be amended from time to time. It is subject in particular to the provisions of Part I of the 2010 Law which relates specifically to undertakings for collective investment as defined by the European Directive of 13 July 2009 (2009/65/EC), as amended or supplemented from time to time. However, such listing does not require any Luxembourg authority to approve or disapprove either the adequacy or the accuracy of this Prospectus or the portfolio of securities held by the Company. Any representation to the contrary would be unauthorised and unlawful.

The Company’s Board of Directors has taken all possible precautions to ensure that the facts indicated in this Prospectus are exact and precise and that no point of any importance has been omitted which could render erroneous any of the statements set forth herein. All of the directors accept their responsibility in this matter.

Any information or representation not contained in the present Prospectus and in the relevant key investor information document, in the particulars of each sub-fund (the "Particulars") or in the reports that form an integral part hereof, must be regarded as unauthorised. Neither the remittance of this Prospectus of the relevant key investor information document nor the offer, issue or sale of shares of the Company shall constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date of the prospectuses. In order to take account of important changes such as the opening of a new sub-fund of shares, new categories and/or new classes of shares, this Prospectus as well as its Particulars shall be up-dated at the appropriate time. Subscribers are therefore advised to contact the Company in order to establish whether any later Prospectus and/or key investor information document has been published. Prospective subscribers and purchasers of shares of the Company are thus advised to enquire as to the possible tax consequences, legal controls, foreign exchange restrictions and controls they may face in the countries of their domicile or of which they are national or resident, which may regulate the subscription, purchase, holding or sale of Company shares.

References to the terms or abbreviations set out below designate the following currencies:

EUR Euro
USD United States Dollar
CHF Swiss Franc
GBP Pound Sterling

Working day means a bank working day in Luxembourg.

P R O S P E C T U S

relating to the permanent offer of shares
in the Investment Company with Variable Capital
"PARETURN"

("the Company")

I. GENERAL DESCRIPTION

1. INTRODUCTION

PARETURN is a public limited company ("*société anonyme*") qualifying as an investment Company with variable capital ("Company") comprising various Sub-Funds (each being a "Sub-Fund" and together the "Sub-Funds"), each of which holds a portfolio of separate assets made up of transferable securities denominated in different currencies. The characteristics and investment policy of each sub-fund are listed in the Particulars appended to the present Prospectus.

The capital of the Company is divided into several Sub-Funds each of which can offer several categories as defined for each of the Sub-Funds hereinafter: some categories can offer one or more classes of shares as defined in Chapter IV hereinafter.

The Company may create new Sub-Funds and/or new categories and/or new classes of shares. Whenever new Sub-Funds, categories and/or classes of shares are set up the present Prospectus shall be updated accordingly.

The effective opening of any new Sub-Fund, of any category or class of shares of a Sub-Fund mentioned in the Prospectus shall be subject to a decision of the Board of Directors which shall in particular determine the price and period/date of initial subscription as well as the date of payment of such initial subscription.

The Company may also create further Sub-Funds which may be, in particular, set up when some of the Underlying Funds (i) are in the process of being liquidated, have set up "side-pockets", have suspended redemptions or have taken any other similar measures, and/or (ii) are affected by fraud, which results in the assets corresponding to these Underlying Funds being illiquid or difficult to price. Any one of such Sub-Funds (the "Side-Pocket Sub-Fund") will therefore hold certain illiquid or difficult-to-price assets which will be transferred at the discretion of the Board of Directors from one of the existing Sub-Funds to the Side-Pocket Sub-Fund where Shareholders of the existing Sub-Fund will hold Shares of the Side-Pocket Sub-Fund pro rata to their holding in the existing Sub-Fund.

Side-Pocket Sub-Funds will in principle be closed to applications for subscriptions and conversions during the suspension of the net asset value calculation.

For each Sub-Fund, the management objective shall be to combine a maximisation of growth and capital return.

The shares of each Sub-Fund, category or class of shares of the Company shall be issued and redeemed at a price to be determined in Luxembourg according to such frequency as may be indicated in the Particulars (a day set for such calculation being hereafter called a "Valuation Day").

For each Sub-Fund, category or class of shares of the Company, the price shall be based on the Net Asset Value per share.

The Net Asset Value of each Sub-Fund, category or class of shares of the Company shall be expressed in the reference currency of that Sub-Fund or in a certain number of other currencies, as indicated in the Particulars.

As a matter of principle, switching from one Sub-Fund, category or class of shares of the Company to another Sub-Fund, category or class of shares may be done each Valuation Day by converting shares of one Sub-Fund, category or class of shares of the Company into shares of another Sub-Fund, category or class of shares of the Company subject to payment of a conversion commission, as mentioned in the Particulars.

2. THE COMPANY

The Company was incorporated in Luxembourg on 25 March 1994 and for an unlimited period under the name **"PARETURN"**.

The capital subscribed must reach the equivalent of one million two hundred fifty thousand Euro (EUR 1,250,000) within a period of six (6) months following the authorisation of the Company.

Variations in the capital are effected "ipso jure" and without compliance with measures regarding publication and entry in the Register of Companies prescribed for increases and decreases of capital of public limited companies.

The Company's articles of incorporation (the "**Articles of Incorporation**") were filed on 1st April 1994 with the Registrar of the District Court of and in Luxembourg, and were published in the *Mémorial, Recueil Spécial des Sociétés et Associations* on 29th April 1994. Following an Extraordinary General Meeting, the Company on 18 December 2015 has modified its articles of incorporation. These amendments were published in the *Mémorial C, Recueil Spécial des Sociétés et Associations* of the Grand Duchy of Luxembourg. Copies thereof may be obtained from the Register of Companies in Luxembourg upon payment of the Registrar's costs.

The Company is entered in the Register of Companies in Luxembourg under number B 47.104. The Legal Notice has been filed on 20th April 1994 with the Registrar of the District Court of and in Luxembourg where it may be inspected and where copies may be obtained against payment of the Registrar's duties.

II. MANAGEMENT AND ADMINISTRATION

1. BOARD OF DIRECTORS

The Company's Board of Directors is responsible for the administration and management of the Company and of the assets of each Sub-Fund. It may carry out all acts of management and administration on behalf of the Company; in particular it may purchase, sell, subscribe or exchange any transferable securities and exercise all rights directly or indirectly attached to the Company's assets.

The list of the members of the Board of Directors as well as of the other administrating bodies in operation may be found in this Prospectus and in the periodic reports.

2. MANAGEMENT COMPANY

MDO Management Company S.A. (the "MDO Management Company" or the “Management Company”) is a company incorporated in Luxembourg as a société anonyme on 2 August 2013 for an undetermined period of time and the latest revision of the articles of association were published in the official gazette of the Grand Duchy of Luxembourg Mémorial C, Recueil des Sociétés et Associations (hereinafter referred to as “Mémorial”) in Luxembourg on 2 August 2014. Its fully paid-up share capital amounts to EUR 2,450,000.
The Management Company is registered with the Luxembourg Trade and Companies Register under number B 96744 and is approved as a management company under Chapter 15 of the 2010 Act.

The corporate purpose of the Management Company consists in the launch and management of investment funds under Luxembourg law.

MDO Management Company has been appointed management company of The Company under the terms of a written agreement dated 16 December 2016 entered into between MDO Management Company and the Company (“Management Company Services Agreement”) . The Management Company provides the Company with investment management, administration and marketing services (the “Services”). The Management Company Services Agreement has been concluded for an unlimited period and can be terminated by either party upon giving to the other party not less than three months written notice. The responsibilities of the Company remain unchanged further to the appointment of the Management Company.

In the provision of the Services, the Management Company is authorised, in order to conduct its business efficiently, to delegate with the consent of the Company and the Luxembourg supervisory authority, under its responsibility and control, part or all of its functions and duties to any third party.

In particular, the investment management service includes the following tasks:

- to give all opinions or recommendations as to the investments to be made,
- to conclude contracts, to purchase, sell, exchange and deliver all transferable securities and all other assets,
- on behalf of the Company, to exercise all voting rights attached to the transferable securities constituting the Company’s assets.

In particular, the administration service includes (i) calculation and publication of the Net Asset Value of the shares of each Sub-Fund in accordance with the 2010 Law and the Company’s Articles of Incorporation and (ii) the provision, on behalf of the Company, of all the administrative and accounting services necessitated by its management.

As keeper of the register and transfer agent, MDO Management Company is responsible for processing subscription, redemption and conversion applications regarding shares of the Company and for keeping the register of shareholders of the Company in accordance with the provisions described in more detail in the Management Company Services Agreement.

The marketing service includes the marketing of the shares of the Company in Luxembourg and/or abroad.

The rights and obligations of MDO Management Company are governed by agreements concluded for an indefinite term.

In accordance with the laws and regulations in force and with the prior consent of the Board of Directors of the Company, MDO Management Company is authorised, at its own cost, to delegate its functions and powers or part thereof to any person or company it deems appropriate (hereinafter

called the “delegate/s”), provided the prospectus is updated in advance and MDO Management Company retains full liability for acts committed by its delegate/s.

At the present time, the functions of investment management, administration and marketing agent are delegated.

The Management Company has in place a remuneration policy in line with the Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 amending 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities.

The remuneration policy sets out principles applicable to the remunerations of the senior management, all staff members having a material impact on the risk profile of the financial undertakings as well as all staff members carrying out independent control functions.

In particular, the remuneration policy complies with the following principles in a way and to the extent that is appropriate to the size, internal organisation and the nature, scope and complexity of the activities of the Management Company:

i. it is consistent with and promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles, rules or Articles of Incorporation of the Company;
ii. if and to the extent applicable, the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period;
iii. it is in line with the business strategy, objectives, values and interests of the Management Company and the Company and of the shareholders, and includes measures to avoid conflicts of interest;
iv. 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.

The remuneration policy is determined and reviewed at least on annual basis by a remuneration committee.

The details of 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 the persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee, are available on http://www.mdo-manco.com/our-clients, a paper copy will be made available free of charge upon request

A complete list of the UCITS managed by the Management Company is available at: http://www.mdo-manco.com/our-clients.

3. DEPOSITARY

BNP Paribas Securities Services, Luxembourg Branch has been appointed depositary of the Company under the terms of a written agreement dated 28 October 2016 between BNP Paribas Securities Services, Luxembourg Branch, the Management Company and the Company (the “Depositary”).

BNP Paribas Securities Services Luxembourg is a branch of BNP Paribas Securities Services SCA, a wholly-owned subsidiary of BNP Paribas SA. BNP Paribas Securities Services SCA is a licensed bank incorporated in France as a *Société en Commandite par Actions* (partnership limited by shares)

under No.552 108 011, authorised by the *Autorité de Contrôle Prudentiel et de Résolution* (ACPR) and supervised by the *Autorité des Marchés Financiers* (AMF), with its registered address at 3 rue d'Antin, 75002 Paris, acting through its Luxembourg Branch, whose office is at 60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duchy of Luxembourg, and is supervised by the *Commission de Surveillance du Secteur Financier* (the "CSSF").

The Depositary performs three types of functions, namely (i) the oversight duties (as defined in Art 34(1) of the 2010 Law), (ii) the monitoring of the cash flows of the Company (as set out in Art 34(2) of the 2010 Law) and (iii) the safekeeping of the Company's assets (as set out in Art 34(3) of the 2010 Law).

Under its oversight duties, the Depositary is required to:

(1) ensure that the sale, issue, repurchase, redemption and cancellation of shares effected on behalf of the Company are carried out in accordance with the 2010 Law or with the Company's Articles of Incorporation,
(2) ensure that the value of shares is calculated in accordance with the 2010 Law and the Company's Articles of Incorporation,
(3) carry out the instructions of the Company, unless they conflict with the 2010 Law or the Company's Articles of Incorporation,
(4) ensure that in transactions involving the Company's assets, the consideration is remitted to the Company within the usual time limits;
(5) ensure that the Company's revenues are allocated in accordance with the 2010 Law and its Articles of Incorporation.

The overriding objective of the Depositary is to protect the interests of the shareholders of the Company, which always prevail over any commercial interests.

Conflicts of interest may arise if and when the Management Company or the Company maintains other business relationships with BNP Paribas Securities Services, Luxembourg Branch in parallel with an appointment of BNP Paribas Securities Services, Luxembourg Branch acting as Depositary.

Such other business may cover services in relation to:

- Outsourcing/delegation of middle or back office functions (e.g. trade processing, position keeping, post trade investment compliance monitoring, collateral management, OTC valuation, fund administration inclusive of net asset value calculation, transfer agency, fund dealing services) where BNP Paribas Securities Services or its affiliates act as agent of the Company or the Management Company, or

- Selection of BNP Paribas Securities Services or its affiliates as counterparty or ancillary service provider for matters such as foreign exchange execution, securities lending, bridge financing.

The Depositary is required to ensure that any transaction relating to such business relationships between the Depositary and an entity within the same group as the Depositary is conducted at arm's length and is in the best interests of shareholders.

In order to address any situations of conflicts of interest, the Depositary has implemented and maintains a management of conflicts of interest policy, aiming namely at:

- Identifying and analysing potential situations of conflicts of interest;
- Recording, managing and monitoring the conflict of interest situations either in:
  - Relying on the permanent measures in place to address conflicts of interest such as segregation of duties, separation of reporting lines, insider lists for staff members;

- Implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall, (i.e. by separating functionally and hierarchically the performance of its Depositary duties from other activities), making sure that operations are carried out at arm's length and/or informing the concerned shareholders of the Company, or (ii) refuse to carry out the activity giving rise to the conflict of interest;
- Implementing a deontological policy;
- recording of a cartography of conflict of interests permitting to create an inventory of the permanent measures put in place to protect the Company's interests; or
- setting up internal procedures in relation to, for instance (i) the appointment of service providers which may generate conflicts of interests, (ii) new products/activities of the Depositary in order to assess any situation entailing a conflict of interest.

In the event that such conflicts of interest do arise, the Depositary will undertake to use its reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its respective obligations and duties) and to ensure that the Company and the shareholders are fairly treated.

The Depositary may delegate to third parties the safe-keeping of the Company's assets subject to the conditions laid down in the applicable laws and regulations and the provisions of the Depositary Agreement. The process of appointing such delegates and their continuing oversight follows the highest quality standards, including the management of any potential conflict of interest that should arise from such an appointment. Such delegates must be subject to effective prudential regulation (including minimum capital requirements, supervision in the jurisdiction concerned and external periodic audit) for the custody of financial instruments. The Depositary's liability shall not be affected by any such delegation.

A potential risk of conflicts of interest may occur in situations where the delegates may enter into or have a separate commercial and/or business relationships with the Depositary in parallel to the custody delegation relationship.

In order to prevent such potential conflicts of interest from cristalizing, the Depositary has implemented and maintains an internal organisation whereby such separate commercial and / or business relationships have no bearings on the choice of the delegate or the monitoring of the delegates' performance under the delegation agreement.

A list of these delegates and sub-delegates (hereafter the "Sub-Custodians") for its safekeeping duties is available in the website
http://securities.bnpparibas.com/files/live/sites/portal/files/contributed/files/Regulatory/Ucits_delegates_EN.pdf .

Such list may be updated from time to time. Updated information on the Depositary's custody duties, a list of delegations and sub-delegations and conflicts of interest that may arise, may be obtained, free of charge and upon request, from the Depositary.
Updated information on the Depositary's duties and the conflict of interests that may arise are available to investors upon request.

The Company or the Management Company may release the Depositary from its duties with ninety (90) days written notice to the Depositary. Likewise, the Depositary may resign from its duties with ninety (90) days written notice to the Company and the Management Company. In that case, a new depositary must be designated to carry out the duties and assume the responsibilities of the Depositary, as defined in the agreement signed to this effect. The replacement of the Depositary shall happen within two months.

4. DELEGATE REGISTRAR AGENT, DOMICILIATION AND LISTING AGENT

BNP Paribas Securities Services, Luxembourg Branch was appointed Domiciliation and Listing Agent under the terms of an agreement dated 22 August 2005 between BNP Paribas Securities Services, Luxembourg Branch and the Company, and Delegate Registrar and Transfer Agent under the terms of an agreement between MDO Management Company, the Company and BNP Paribas Securities Services, Luxembourg Branch dated 8th July 2009.

Each agreement may be terminated by each of the parties by means of prior notice of ninety (90) days (as stipulated in the applicable contractual provisions).

In its capacity as domiciliary and listing agent, it will be responsible for all corporate agency duties required by Luxembourg law, and in particular for providing and supervising the mailing of statements, reports, notices and other documents to the Shareholders, in compliance with the provisions of, and as more fully described in, the agreement mentioned hereinafter.

As Delegate Registrar Agent, it takes responsibility in particular for keeping the register of Shares. It is also responsible for the process of subscription and applications for the redemption of Shares and, if applicable, applications for the conversion of Shares as well as acceptance of such transfers of funds. Moreover, it must deliver Share confirmations and accept Share confirmations submitted for replacement and if this should be the case for redemption or conversion.

5. DELEGATE ADMINISTRATIVE AGENT

BNP Paribas Securities Services, Luxembourg Branch performs the functions of delegate administrative agent, by virtue of an agreement between MDO Management Company, the Company and BNP Paribas Securities Services, Luxembourg Branch dated 8th July 2009.

In this context, BNP Paribas Securities Services, Luxembourg Branch performs the administrative functions required by the 2010 Law such as the bookkeeping of the Company and calculation of the Net Asset Value per share. The administrative agent supervises all submissions of declarations, reports, notices and other documents to shareholders.

Furthermore, as remuneration for its services, the administrative agent shall be entitled to the payment of a maximum commission of 1% per annum (including costs).

6. DELEGATE INVESTMENT MANAGERS AND INVESTMENT ADVISORS

MDO Management Company may be assisted by one or more delegate investment managers as specified in the Particulars. The control and final responsibility of the activities of the delegate investment manager(s) shall rest with the Board of Directors of the Company. The name of the delegate investment manager(s) shall be indicated in the Particulars of each Sub-Fund. The Delegate Investment Manager(s) shall be entitled to receive the payment of a Delegate Manager’s Fee which rates and methods of calculation are mentioned in the Particulars of each Sub-Fund.

The Board of Directors of the Company, the Depositary, MDO Management Company, their business managers, managers, attorneys in fact or advisors may not directly act as the other party in operations carried out for the account of the Company.

Exception shall be made to this rule regarding subscriptions to issues made by the Depositary or purchased by firm agreement by a syndicate of which it is part. The Board of Directors however considers it as a rule to act independently and with utmost objectivity in the best interest of the Company's shareholders.

Each Delegate Investment Manager may seek advice, under its full responsibility, for managing the investments of the Company's assets, for one or several Sub-Funds, from any authorised person or corporation which it may consider appropriate (the "Investment Advisor"), upon prior approval by the Management Company. Each Delegate Investment Manager, shall not be bound to act, purchase or sell securities, by any advice or recommendation given by the Investment Advisor.

The name of the Investment Advisor(s) shall be indicated in each Sub-Fund Particular. For the services provided the Investment Advisor(s) shall be entitled to receive an advisory fee from the Delegate Investment Manager or the Company of an advisory fee, the rates and methods of calculation of which are mentioned in the agreement signed between the Delegate Investment Manager and the Investment Advisor.

The Company may be charged for research fees which will be paid out of the relevant Sub-Fund's assets to a dedicated research payment account held and managed by the Delegate Investment Manager. The Delegate Investment Manager may use such research payment account to pay for investment research within the meaning of Commission Delegated Directive (EU) 2017/593 of 7 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council with regard to safeguarding of financial instruments and funds belonging to clients, product governance obligations and the rules applicable to the provision or reception of fees, commissions or any monetary or non-monetary benefits. Such research fees may form part of the Delegate Investment Manager's Fee, or may be charged as a separate fee. For each Sub-Fund concerned, such research fees shall be disclosed in its Particular and accrued in its Net Asset Value.

7. DISTRIBUTORS AND NOMINEES

MDO Management Company may decide to appoint nominees and distributors for the purpose of assisting in the distribution of the shares of the Company in the countries in which they shall be sold.

The distribution and nominee agreements shall be concluded between the Company, MDO Management Company and the various nominees / distributors.

In accordance with these distribution and nominee agreements, the name of the nominee, rather than that of the clients investing in the Company, shall be recorded in the registrar of shareholders. The terms and conditions of the distribution and nominee agreements shall stipulate, among others, that a client who has invested in the Company via a nominee may request at any time that the shares be re-registered under his/her own name. In this case the client's name shall be entered in the registrar of shareholders as soon as the Company receives the transfer instructions from the nominee.

Prospective shareholders may subscribe for shares by applying directly to the Company, without having to act through one of the nominees/distributors.

Copies of the distribution and nominee agreements may be consulted by the shareholders at the Company's registered office as well as at the administration agent's registered office and at the registered offices of the nominees/distributors during normal office hours.

8. AUDITING OF THE COMPANY'S OPERATIONS

The auditing of the Company's accounts and annual financial statements is entrusted to Deloitte Audit S.à r.l., 560 rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg, in its capacity as auditor of the Company.

III. INVESTMENT POLICIES

The main objective of the Company is to offer shareholders the opportunity to participate in the professional management of portfolios of transferable securities or short-term instruments similar to transferable securities within the meaning of Article 41. (1) of the 2010 Law as defined in the investment policy of each Sub-Fund of the Company (cf. Particulars).

1. INVESTMENT POLICIES - GENERAL PROVISIONS

The specific investment policy of each Sub-Fund as detailed in the Particulars of the Sub-Funds has been defined by the Board of Directors.

The Company allows shareholders to modify the trend of their investments, and as the case may be, to change investment currencies through the conversion of shares held in a Sub-Fund, category or class of shares of the Company into shares of another Sub-Fund, category or class of shares of the Company.

The objective sought by each Sub-Fund is the maximum appreciation of the assets invested. The Company may take such amount of risk as it deems reasonable in view of reaching its objectives; it cannot however guarantee that it shall reach such objective due to stock exchange fluctuations and other risks incurred by investments made in transferable securities.

Unless otherwise specified in each Sub-Fund's investment policy, no guarantee can be given on the realization of the investment objectives of the Sub-Funds and past performance is not an indicator of future performances.

2. SPECIAL REGULATIONS AND INVESTMENT RESTRICTIONS

The general provisions hereunder shall apply to all the Sub-Funds of the Company unless otherwise provided in the specific investment objectives of a Sub-Fund. In such case the Particulars of that Sub-Fund shall list the specific restrictions intended to take over the present general provisions.

2.1 The Company's investments may consist of:

A. In order to achieve this, the Board of Directors may decide to place its assets in:

1) Transferable securities and money market instruments admitted to or dealt in on a regulated market within the meaning of the directive 2004/39/EC.
2) Transferable securities and money market instruments dealt in on another market of a European Union (hereinafter only the "EU") Member State which is regulated, operates regularly and is open to the public.
3) Transferable securities and money market instruments admitted to official listing on a stock exchange in the EU, or dealt in on another market in a non-Member State of the EU which is regulated, operates regularly and is recognised and open to the public in any other country in Eastern and Western Europe, the American continent, Asia, Oceania and Africa.
4) Transferable securities and money market instruments, newly issued provided that:
   - the terms governing the issue include the provision that application shall be made for official listing on a stock exchange or on another regulated market which operates regularly, and is recognized and open to the public and
   - such listing is secured within one (1) year of issue.

5) Shares of the UCITS and/or other UCIs in the sense of Article 1, paragraph (2), points a) and b) of Directive 2009/65/EC, whether or not established in a Member State of the EU, provided that:
   - Such other UCIs are authorized under laws which provide that they are subject to supervision considered by the Regulation Authority to be equivalent to that laid down in EU law and that the cooperation between authorities is sufficiently guaranteed;
   - The level of protection of shareholders in the other UCIs is equivalent to the level of protection of shareholders of a UCITS and in particular the provisions for separate management of the Company's assets, borrowing, credit allocation and short selling of securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC;
   - That the business activity of the other UCI is subject to semi-annual and annual reports that permit an valuation of the assets and the liabilities, the profits and the operations in the period in question;
   - The proportion of assets of UCITS or of these other UCIs regarding which the acquisition is being considered and which may be invested globally in shares of other UCITS or of other UCIs pursuant to their articles of incorporation, does not exceed 10%.
6) Sight deposits or callable deposits with a maximum term of twelve (12) months, with credit institutions, provided the credit institution in question has its registered office in EU Member State or if the registered office of the credit institution is in a third state, provided it is subject to supervisory provisions that the CSSF holds to be equivalent to those of EU Law.
7) Financial derivative instruments including similar instruments giving rise to a settlement in cash, which are traded on a regulated market of the type referred to in points (1), (2) and (3) above, and/or financial derivatives instruments traded over-the-counter ("over-the-counter derivatives") provided that:
   - the underlying assets are instruments within the meaning of this section title A financial indices, interest rates, foreign exchange rates or currencies in which the Company may invest according to its investment objectives;
   - with regard to transactions involving OTC derivatives are institutions from categories subject to official supervision which is approved by Luxembourg supervisory authorities; and
   - OTC derivatives are subject to reliable and examinable valuation on a daily basis and can at an appropriate time on the initiative of the Company be disposed of, liquidated or realized by a counter-transaction at any time and at their fair value;

   In no case will these operations lead the Company to depart from its investment objectives.
   In particular, the Company may in particular intervene in transactions relating to options, future contracts on financial instruments and options on such contracts.
8) Money-market instruments that are not traded on a regulated market, provided that the issue or the issuer of such instruments are subject to provisions concerning deposits and investor protection, and provided they are:
   - issued or guaranteed by a central state, regional or local body or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a third state or in the case of a federal state, by a Member state of the federation or an international public law institution which at least belongs to a Member State of the EU; or
   - issued by a company the securities of which are traded on the regulated markets indicated in points 1), 2) and 3) above; or
   - issued or guaranteed by establishment subject to prudential supervision pursuant to the criteria defined by EU law, or by an establishment which is subject to and

abides by prudential rules considered by the CSSF to be at least as strict as those imposed by EU legislation; or

- issued by other issues which belong to a category approved by the CSSF, provided that for the investments in these instruments there are provisions for investor protection which are equivalent to the first, second or third point and provided that the issuer is either a with equity capital and reserves of at least ten million euros (EUR 10,000,000), which draws up and publishes its annual reports in accordance with the provisions of the Directive 2013/34/EU, or a legal entity which a group of companies with one or more listed companies is responsible for the financing of the group or a legal entity where the security is backing of liabilities will be financed by use of a line of credit granted by a bank.

B. Moreover the Company may for each Sub-Fund:

- invest up to 10% of the net assets of the Sub-Fund in transferable securities or money market instruments other than those referred to in A, (1) to (4) and (8).
- retain, as collateral, liquid assets and other instruments convertible into liquid.
- borrow up to 10% of the net assets of the Sub-Fund, insofar as these are temporary borrowings.
  Commitments in relation to option contracts, purchases and sales of futures contracts are not considered borrowing for the calculation of the investment limit.
- acquire currency through type of face-to-face loan.

C. The Company may acquire movable and immovable property which is essential for the direct pursuit of its business.

D. Irrespective of the foregoing conditions, each Sub-Fund may, pursuant to the risk distribution principle, invest up to 100% of its assets in securities and money market instruments of different issues, brought out or guaranteed by an EU Member State or its member corporations or by an OECD Member State, by another G20 Member States, Hong Kong or Singapore or by public international organisations in which one or more EU Member States are members, provided that (i) said securities are brought out under at least six different issues, and (ii) securities from one and the same issue may not exceed 30% of the net assets of the relevant Sub-Fund.

E. Moreover, a Sub-Fund of the Company may subscribe, acquire and/or hold securities to be issued or issued by one or more other Sub-Funds of the Company, in accordance with the provisions set forth in the sales documents of the Company and with the restrictions set forth in the 2010 Law.

F. Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company:

(i) creates any sub-fund and/or class of shares qualifying either as a feeder UCITS or as a master UCITS,

(ii) converts any existing Sub-Fund and/or class of shares into a feeder UCITS sub-fund and/or class of shares or

(iii) changes the master UCITS of any of its feeder UCITS sub-fund and/or class of shares.

By way of derogation from Article 46 of the 2010 Law, the Company or any of its Sub-Funds which acts as a feeder (the "Feeder") of a master-fund shall invest at least 85% of its assets in another UCITS or in a sub-fund of such UCITS (the "Master").

The Feeder may not invest more than 15% of its assets in the following elements:

(i) ancillary liquid assets in accordance with Article 41, paragraph (2), second sub-paragraph of the 2010 Law;

(ii) financial derivative instruments which may be used only for hedging purposes, in accordance with Article 41 first paragraph, point g) and Article 42 second and third paragraphs of the 2010 Law;

(iii) movable and immovable property which is essential for the direct pursuit of the Company' business.

2.2 Furthermore, as regards the net assets of each Sub-Fund, the Company shall observe the following investment restrictions per issuer:

(1) Rules as to distribution of risks

For calculation of the limits described in points (1) to (5) and (8) above, companies included in the same group of companies shall be considered a single issuer.

To the extent that an issuer is a legal entity with multiple Sub-Funds where the assets of one sub-fund respond exclusively to the rights of investors in relation to that sub-fund and those of the creditors whose claims arise out of the incorporation, operation or liquidation of that sub-fund, each sub-fund shall be considered a separate issuer for application of the rules as to the distribution of risks.

- **Transferable Securities and Money Market Instruments**

(1) A Sub-Fund may not acquire additional transferable securities and money market instruments from one and the same issuer if, as a consequence of that acquisition:

a. more than 10% of its net assets correspond to transferable securities or money market instruments issued by that entity.

b. the total value of the transferable securities and money market instruments held of issuers in each of which it invests more than 5% exceeds 40% of the value of its net assets. That limit is not applicable to deposits with financial establishments subject to prudential surveillance and to over-the-counter ("OTC") transactions on derivatives with those establishments.

(2) The limit of 10% fixed in point (1)(a) is raised to 20% if the transferable securities and money market instruments are issued by the same group of companies.

(3) The maximum limit of 10% indicated in section (1) (a) may be increased to a maximum 35% if the securities or money market instruments are issued or guaranteed by a Member State of the EU or its regional bodies, by a third state or by international public law institutions which at least belong to an EU Member State.

(4) The maximum limit of 10% indicated in section (1) (a) may be increased to a maximum 25% for specific bonds, if these are issued by a credit institution with registered office in a Member State of the EU, and which is subject to specific official supervision on the basis of the legal provisions for the protection of holder of those bonds. In particular, the proceeds from the issue of these bonds must in accordance with legal provisions be invested in assets which during the entire term of the bonds adequately cover the liabilities arising therefrom and which are allocated for the due repayment of capital and the payment of interest in the event of the default of the issuer. If a Sub-Fund invests more than 5% of its net assets in such bonds that are issued by one and the same issuer, then the total value of those investments may not exceed 80% of the value of the net assets of the Sub-Fund.

(5) The securities and money-market instruments mentioned in sections (3) and (4) above are not included when applying the investment limit of 40% provided in section (1) (b).

(6) **Irrespective of the foregoing conditions, each Sub-Fund may, pursuant to the risk distribution principle, invest up to 100% of its assets in securities and money market instruments of different issues, brought out or guaranteed by an EU Member State or its member corporations or by an OECD Member State such as the United States or international public law organisations to which belong one or more EU Member States, provided that (i) said securities are brought out under at least six different issues, and (ii) securities from one and the same issue may not exceed 30% of the net assets of the relevant Sub-Fund**.

(7) Notwithstanding the limits imposed in section (b) hereinafter, the limits mentioned under point (1) are increased to a maximum 20% for investments in shares and/or bonds issued by the same entity, when the Company's investment policy aims to reproduce the composition of a specific share or bond index recognised by the CSSF, on the following bases:

(i) the composition of the index is sufficiently diversified,
(ii) the index constitutes a representative benchmark for the market to which it relates,
(iii) it is subject to the appropriate publication.

The limit of 20% amounts to 35% provided this is justified on the basis of extraordinary market circumstances, in particular on regulated markets on which certain securities or money market instruments are extremely dominant. An investment up to this maximum limit is only possible with a single issuer.

- **Bank deposits**

(8) The Company may not invest more than 20% of the net assets of each Sub-Fund in deposits placed with the same entity.

- **Derivatives**

(9) The default risk of the counterparty in transactions with OTC derivatives may not exceed 10% of the net assets of the Sub-Fund, if the counterparty is a credit institution as described in A (6) above. For other cases, the limit is up to a maximum of 5% of the net assets.

(10) Investments may be made in derivatives insofar as, globally, the risks to which the underlying assets are exposed do not exceed the investment limits fixed in points (1) to (5), (8), (9), (13) and (14). When the Company invests in derivatives based on an index, those investments are not necessarily combined to the limits fixed in points (1) to (5), (8), (9), (13) and (14).

(11) When a transferable security or money market instrument contains a derivative, the latter must be taken into account in applying the provisions of Section 2.2, point (14) and Section 2.3, point (1) as well as for assessing the risks associated with derivatives transactions, insofar as the overall risk associated with derivatives does not exceed the total Net Asset Value ("NAV") of the assets.

- **Shares in open funds**

(12) The Company may not invest more than 20% of the net assets of each Sub-Fund in the shares of the same UCITS or other UCI, as defined in Section A, point (5).

- **Combined limits**

(13) Notwithstanding the individual limits fixed in points (1), (8) and (9) above, a Sub-Fund may not combine:

- investments in transferable securities or money market instruments issued by the same entity,
- deposits with the same entity, and/or
- risks arising from over-the-counter derivatives transactions with a single entity, which are greater than 20% of its net assets.

(14) The limits provided in points (1), (3), (4), (8), (9) and (13) above may not be combined. As a consequence, the investments of each Sub-Fund in transferable securities or money market instruments issued by the same entity, in deposits with that entity or in derivatives traded with that entity in accordance with points (1), (3), (4), (8), (9) and (13) may not exceed a total 35% of the net assets of that Sub-Fund.

(2) Limitations as to control.

(15) The Company may not acquire any voting shares that would enable it to exercise a considerable influence on the management of the issuer.

(16) The Company may not acquire (i) more than 10% of non-voting equities of one and the same issuer; (ii) more than 10% of the bonds of one and the same issuer; (iii) more than 10% of the money market instruments of one and the same issuer; or (iv) more than 25% of the shares of the same UCITS and/or other UCI.

The limits provided under points (ii) to (iv) need not to be respected on acquisition if the gross amount of the bonds or money market instruments, or the net amount of the issued securities cannot be calculated at the time of acquisition.

The provisions under points (15) and (16) are not applicable to:

- securities and money market instruments issued or guaranteed by an EU Member State or its regional bodies;
- securities and money market instruments issued or guaranteed by a third state;
- securities and money market instruments issued or guaranteed by international public law organisations, to which belong one or more EU Member States;
- shares held in the capital of a Company from a third state, under the provisions that (i) the Company invests its assets essentially in securities of issuers who are residents in said third state, (ii) owing to the legal regulations of that third state, such a stake represents the only possibility to invest in securities of issuers of that third state, and (iii) in its investment policy the Company observes the rules of diversification of risk and limitations as to control indicated in Section C, point (1), (3), (4), (8), (9), (12), (13), (14), (15) and (16) and in Section 2.3, point (2);
- shares held in the capital of subsidiaries carrying on any management, advisory or marketing activities solely for the exclusive benefit of the Company in the country where the subsidiary is located as regards the redemption of shares on the application of shareholders.

2.3 Moreover, the Company must observe the investment restrictions for the following instruments:

(1) Each Sub-Fund shall ensure that the overall risk associated with derivatives does not exceed the total net value of its portfolio.

Risks are calculated taking account of the current value of the underlying assets, counterparty risk, foreseeable market evolution and the time available to liquidate positions.

(2) Investments in the units of UCI other than UCITS may not in total exceed 30% of the net assets of the Company.

2.4 Global Exposure and Risk Measurement

The Company may use derivative instruments, whose underlying assets may be transferable securities or money market instruments, both for hedging and for trading purposes.
If the aforesaid transactions involve the use of **derivative** instruments, these conditions and limits must correspond to the provisions of the Prospectus.
If a Sub-Fund uses derivative instruments for investment (trading) purposes, it may use such instruments only within the limits of its investment policy.

2.4.1. Determination of the global exposure

The Sub-Fund's global exposure must be calculated accordingly to CSSF Circular 11/512. The limits on global exposure must be complied with on an ongoing basis.
It is the responsibility of the Management Company to select an appropriate methodology to calculate the global exposure. More specifically, the selection should be based on the self-assessment by the Management Company of the Sub-Fund's risk profile resulting from its investment policy (including its use of financial derivative instruments).

2.4.2. Risk measurement methodology according to the Sub-Fund's risk profile

The Sub-Funds are classified after a self-assessment of their risk profile resulting from their investments policy including their inherent derivative investment strategy that determines two risk measurements methodologies:

- The advanced risk measurement methodology such as the Value-at-Risk (VaR) approach to calculate global exposure where:
(a) the Sub-Fund engages in complex investment strategies which represent more than a negligible part of the Sub-Funds' investment policy;
(b) the Sub-Fund has more than a negligible exposure to exotic derivatives; or
(c) the commitment approach doesn't adequately capture the market risk of the portfolio.
- The commitment approach methodology

2.4.3. Calculation of the global exposure

*2.4.3.1. For Sub-Funds that use the **commitment approach methodology**:*

- The commitment conversion methodology for **standard derivatives** is always the market value of the equivalent position in the underlying asset. This may be replaced by the notional value or the price of the futures contract where this is more conservative;

- For **non-standard derivatives**, an alternative approach may be used provided that the total amount of the derivatives represents a negligible portion of the Sub-Fund's portfolio;
- For **structured Sub-Funds**, the calculation method is described in the ESMA/2011/112 guidelines.

A financial derivative instrument is not taken into account when calculating the commitment if it meets both of the following conditions:

(a) The combined holding by the Sub-Fund of a financial derivative instrument relating to a financial asset and cash which is invested in risk free assets is equivalent to holding a cash position in the given financial asset.
(b) The financial derivative instrument is not considered to generate any incremental exposure and leverage or market risk.

The Sub-Fund's total commitment to derivative financial instruments, limited to 100 % of the portfolio's total net value, is quantified as the sum, as an absolute value, of the individual commitments, after possible netting and hedging arrangements.

*2.4.3.2. For Sub-Funds that use the **VaR** (Value at Risk) methodology:*

The global exposure is determined on a daily basis by calculating, the maximum potential loss at a given confidence level over a specific time period under normal market conditions.
Given the Sub-Fund's risk profile and investment strategy, the **relative VaR approach** or the **absolute VaR approach** can be used:
- In the **relative VaR approach**, a leverage free reference portfolio reflecting the investment strategy is defined and the Sub-Fund's VaR cannot be greater than twice the reference portfolio VaR.
- The **absolute VaR approach** concerns Sub-Funds investing in multi-asset classes and that do not define any investment target in relation to a benchmark but rather as an absolute return target; the level of the absolute VaR is strictly limited to20%.

The **VaR limits** should always be set according to the defined risk profile.

To calculate VaR, the following parameters must be used: a 99% degree of confidence, a holding period of one month (20 days), an actual (historical) observation period for risk factors of at least 1 year (250 days). The Management Company carries out a monthly **back testing** program and reports on a quarterly basis the excessive number of outlier to the senior management.
The Management Company calculates **stress tests** on a monthly basis in order to facilitate the management of risks associated with possible abnormal movements of the market.

In principle, the Sub-Funds should employ the commitment approach to calculate their global exposure. In the case whereby the VaR approach should be used, it will be clearly disclosed in the relevant Sub-Fund's Particular.

2.5 Finally, the Company shall ensure that the investments of each Sub-Fund comply with the following rules:

(1) The Company may not acquire commodities, precious metals or even certificates representing them, it being understood that transactions relating to currencies, financial instruments, indices or securities and likewise future contracts, option contracts and swap contracts relating thereto are not considered transactions relating to merchandise within the meaning of this restriction.

(2) The Company may not acquire real estate, unless such acquisitions are indispensable in the direct exercise of its activity.

(3) The Company may not use its assets to guarantee securities.

(4) The Company may not issue warrants or other instruments conferring a right to acquire shares of the fund.

(5) Without prejudice to the possibility for the Company to acquire bonds and other debt securities and to hold bank deposits, the Company may not grant loans or act as guarantor on behalf of third parties. This restriction is not an obstacle to the acquisition of transferable securities, money market instruments or other financial instruments not fully paid up.

(6) The Company may not make short sales of transferable securities, money market instruments or other financial instruments mentioned in Section A points (5), (7) and (8).

2.6 Notwithstanding all the aforementioned provisions:

(1) The limits fixed previously may not be respected in the exercise of subscription rights relating to transferable securities or money market instruments which are part of the assets of the Sub-Fund concerned.

(2) If limits are exceeded irrespectively of the desire of the Company or as a consequence of the exercise of subscription rights, the Company must, in its sale transactions, regularise the situation in the best interests of the shareholders.

The Board of Directors shall be entitled to determine other investment restrictions to the extent that those limits are necessary to comply with the laws and regulations of the country in which the shares of the Company shall be offered or sold.

3. FINANCIAL TECHNIQUES AND INSTRUMENTS

A. General provisions

For the purpose of efficient management of the portfolio and/or to protect its assets and liabilities, or when it is specified in the investment policy of a Sub-Fund,the Company may use techniques and instruments which have transferable securities, money market instruments or other types of underlying assets always in compliance with CSSF circular 08/356 on rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to transferable securities and money market instruments (the "**CSSF Circular 08/356**"), CSSF circular 14/592 relating to ESMA Guidelines 2014/937 on ETFs and other UCITS issues (the "**CSSF Circular 14/592**") and the 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 and amending Regulation (EU) No 648/2012 ("**SFTR**").

To that end, each Sub-Fund is authorised in particular to carry out transactions which have as their object the sale or purchase of future foreign exchange contracts, the sale or purchase of future contracts on currencies and the sale of call options and the purchase of put options on currencies, with the aim of protecting its assets against exchange rate fluctuations or of optimising its return, for efficient management of the portfolio.

A Sub-Fund may also invest in OTC financial derivative instruments including but not limited to non-deliverable forwards, total return swaps, interest rate swaps, currency swaps, swaptions, credit default swaps, and credit linked note for either investment or for hedging purposes and may employ techniques and instruments relating to transferable securities and money market instruments (including but not limited to securities lending and borrowing, repurchase and reverse repurchase agreements) for investment purpose and efficient portfolio management.

In doing so, the Sub-Fund shall comply with applicable restrictions and in particular with ESMA guidelines on ETFs and other UCITS issues as described in CSSF Circular 14/592. Furthermore, for the avoidance of doubt, ETFs will be understood within the definition and meaning of the aforementioned ESMA Guidelines

The risk exposures to a counterparty arising from OTC financial derivative transactions and efficient portfolio management techniques should be combined when calculating the counterparty risk limits of Article 52 of Directive 2009/65/EC.

When these transactions relate to the use of derivatives, the conditions and limits fixed previously in section 2.1,A, point (7), in Section 2.2, points (1), (9), (10), (11), (13) and (14) and in Section 2.3, point (1) must be respected.

In no case the use of financial derivatives instruments or other financial techniques and financial instruments may lead the Company to diverge from its investment objectives as expressed in the Prospectus or substantially increase the stated risk profile of the Sub-Fund.

In its financial reports, the Company must disclose:

- the underlying exposure obtained through OTC financial derivative instruments;
- the identity of the counterparty(ies) to these OTC financial derivative transactions; and
- the type and amount of collateral received by the UCITS to reduce counterparty exposure.

All revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs and fees, will be returned to the Company. In particular, fees and cost may be paid to agents of the Company and other intermediaries providing services in connection with efficient portfolio management techniques as normal compensation of their services. Such fees may be calculated as a percentage of gross revenues earned by the Company through the use of such techniques. Information on direct and indirect operational costs and fees that may be incurred in this respect as well as the identity of the entities to which such costs and fees are paid – as well as any relationship they may have with the Depositary, the Management Company or the Delegate Investment Manager – will be available in the annual report of the Company.

B. Risks - Warning

With a view to optimising the return on their portfolio, all the Sub-Funds are authorised to use the derivative techniques and instruments described above (in particular swap contracts on rates, currencies and other financial instruments, future contracts, options on transferable securities, on rates or on future contracts), observing the conditions mentioned above.

Investors' attention is drawn to the fact that market conditions and the regulations in force may restrict the use to these instruments. No guarantee may be given as to the success of these strategies. The Sub-Funds using these techniques and instruments bear risks and costs associated with such investments which they might not have been borne if they had not followed such strategies. Investors' attention is further drawn to the increased risk of volatility arising from Sub-Funds using these techniques and instruments other than for hedging purposes. If the forecasts of managers and delegate managers as to the movements of markets in securities, currencies and interest rates prove to

be inaccurate, the Sub-Fund affected might find itself in a worse situation that if those strategies had not been followed.

When using derivatives, each Sub-Fund may carry out over-the-counter transactions on future and cash contracts on indices or other financial instruments as well as on swaps on indices or other financial instruments with first-class banks or stockbrokers specialising in this matter acting as counterparts. Although the corresponding markets are not necessarily deemed more volatile than other futures markets, operators are less well protected against insolvency in their transactions on these markets since the contracts traded there are not guaranteed by a clearing house.

C. Securities lending operations (efficient portfolio management techniques)

The Company may enter, for each Sub-Fund, into securities lending transactions provided that they comply with the regulations set forth in CSSF Circular 08/356 and CSSF Circular 14/592 concerning the rules applicable to undertakings for collective investment when they use certain techniques and instruments relating to transferable securities and money market instruments, as amended from time to time.

(1) The Company may only participate in securities lending transactions within a standardised lending system organised by a recognised securities clearing institution or by a highly rated financial institution specialising in this type of transactions.

(2) In the context of its lending transactions, the Company must receive a guarantee of which the value at conclusion and during the life of the contract must be at least equal to the total value of the securities lent.

This guarantee must be given in the form of liquid assets and/or securities issued or guaranteed by a member state of the OECD or its local authorities or by supranational institutions and organisations at a community, regional or world-wide level, and must be blocked in favour of the Company until the expiry of the loan contract.

Such a guarantee shall not be required if the securities loan is carried out via CLEARSTREAM or EUROCLEAR or any other institution guaranteeing the lender reimbursement of the value of the securities loaned by way of guarantee or otherwise.

(3) Securities lending transactions cannot be extended beyond a period of thirty (30) days or exceed 50% of the overall value of the securities in the portfolio of each Sub-Fund. This limitation does not apply where the Company is entitled at all times to terminate the contract and demand the return of the securities lent.

(4) All assets received by the Company in the context of efficient portfolio management techniques should be considered as collateral. The collateral which must comply with the conditions set forth below under “collateral management”.

(5) The Company may not dispose of the securities it has borrowed during the entire term of the loan unless there is cover by means of financial instruments which enable the Company to restore the securities borrowed at the end of the transaction.

(6) Securities borrowing transactions cannot be extended beyond a period of thirty (30) days or exceed 50% of the overall value of the securities in the portfolio of each Sub-Fund.

(7) The Company may only enter into securities borrowing transactions in the following exceptional circumstances: (x) when the Company is committed to sale of securities in its portfolio at a time when those securities are in the process of being registered with a

government authority and are therefore not available; (y) when the securities which have been loaned are not restored at the correct time; and (z) in order to avoid a promised delivery of securities not taking place in the case where the Depositary might fail in its obligation to deliver the securities in question.

(8) With respect to securities lending, the Company will generally require the borrower to post collateral representing, at any time during the lifetime of the agreement, at least the total value of the securities lent (interest, dividends and other potential rights included). Repurchase agreement and reverse repurchase agreements will generally be collateralised, at any time during the lifetime of the agreement, at least their notional amount.

(9) In its financial reports, the Company must disclose:

* the exposure obtained through efficient portfolio management techniques;
* the identity of the counterparty(ies) to these efficient portfolio management techniques;
* the type and amount of collateral received by the UCITS to reduce counterparty exposure;
* the revenues arising from efficient portfolio management techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred.

(10) The Company ensures that it is able at any time to recall any security that has been lent or terminate any securities lending transaction into which it has entered; and

(11) The Company ensures that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the net asset value of the UCITS. The Company should also ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.

The net exposures (i.e. the exposures of the Company less the collateral, if any, received by the Company) to a counterparty arising from the use of efficient portfolio management techniques will be taken into account in the 20% limit provided for in Article 43(2) of the Law of 2010 pursuant to point 2 of Box 27 of ESMA Guidelines 2014/937.

Before a Sub-Fund enters into any arrangement regarding efficient portfolio management techniques, the Management Company or, where applicable, the Delegate Investment Manager will be required to (a) carefully estimate the expected costs and fees and to compare them with the applicable market standard (if any) and (b) evaluate whether the use of the efficient portfolio management techniques is in the best interest of the Shareholders of the relevant Sub-Fund(s).

Specific risks linked to securities lending

In relation to securities lending transactions, investors must notably be aware that (A) if the borrower of securities lent by a Sub-Fund fail to return these there is a risk that the collateral received may realise less than the value of the securities lent out, whether due to inaccurate pricing, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) in case of reinvestment of cash collateral such

reinvestment may (i) create leverage with corresponding risks and risk of losses and volatility, (ii) introduce market exposures inconsistent with the objectives of the Sub-Fund, or (iii) yield a sum less than the amount of collateral to be returned; and that (C) delays in the return of securities on loans may restrict the ability of a Sub-Fund to meet delivery obligations under security sales

D. Repurchase agreements (efficient portfolio management techniques)

A Sub-Fund may, if provided in the relevant Particular, enter into sale with right of repurchases transactions ("*operations à réméré*") as well as reverse repurchase transactions/repurchase transactions ("*opérations de prise/mise en pension*") in accordance with the provisions of CSSF Circular 08/356, CSSF Circular 14/592 and ESMA Guidelines 2014/937 and SFTR.

The Company may act as either purchaser or seller in repurchase transactions. However, its involvement in such agreements is subject to the following provisions:

(1) The Company may not buy or sell securities using a repurchase transaction unless the contracting partner in such transactions is a first-class financial institution that has specialised in this type of transactions.

(2) During the term of a repurchase contract, the Company may only sell the securities which are the object of the contract if the contracting partner agrees to a premature repurchase of the securities, or the repurchase term has expired.

(3) In its financial reports, the Company must disclose:
   * the exposure obtained through efficient portfolio management techniques;
   * the identity of the counterparty(ies) to these efficient portfolio management techniques;
   * the type and amount of collateral received by the UCITS to reduce counterparty exposure;
   * the revenues arising from efficient portfolio management techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred.

(4) The Company must ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement must be used for the calculation of the Net Asset Value of the relevant Sub-Funds.

(5) The Company must further ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.

(6) Fixed-term repurchase and reverse repurchase agreements that do not exceed seven (7) days are to be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.

Specific risks linked to repurchase transactions

In relation to repurchase transactions, investors must notably be aware that (A) in the event of the failure of the counterparty with which cash of a Sub-Fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) (i) locking cash in

transactions of excessive size or duration, (ii) delays in recovering cash placed out, or (iii) difficulty in realising collateral may restrict the ability of the Sub- Fund to meet redemption requests, security purchases or, more generally, reinvestment; and that (C) repurchase transactions will, as the case may be, further expose a Sub-Fund to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described in other sections of this prospectus.

E. Collateral Management and Policy

General

In the context of OTC financial derivatives transactions and efficient portfolio management techniques, the Company may receive collateral with a view to reduce its counterparty risk. This section sets out the collateral policy applied by the Company in such case. All assets received by the Company in the context of efficient portfolio management techniques (securities lending, repurchase or reverse repurchase agreements) shall be considered as collateral for the purposes of this section.

Eligible collateral

Collateral received by the Company may be used to reduce its counterparty risk exposure if it complies with the criteria set out in applicable laws, regulations and circulars issued by the relevant regulatory authority from time to time notably in terms of liquidity, valuation, issuer credit quality, correlation, risks linked to the management of collateral and enforceability. In particular, collateral should comply with the following conditions:

1. **Liquidity** – any collateral received other than cash should 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 should also comply with the provisions of Article 56 of the Directive 2009/65/EC reflected under indent (15) to (16) of the sub-section "SPECIAL REGULATIONS AND INVESTMENT RESTRICTIONS: Part C.2" herein.

2. **Valuation** – the collateral received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.

3. **Issuer credit quality** – the collateral received should be of high quality.

4. **Correlation** – the collateral received by the Company should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.

5. **Collateral diversification (asset concentration)** – collateral should 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 counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When the Company is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.
   By way of derogation from this sub-paragraph, the Company 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. The Company should

receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Company's net asset value. The Company that intend to be fully collateralised in securities issued or guaranteed by a Member State should disclose this fact in its prospectus. The Company should also identify the Member States, local authorities, or public international bodies issuing or guaranteeing securities which they are able to accept as collateral for more than 20% of their Net Asset Value.

6. The risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process.

7. Where there is a title transfer, the collateral received should be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

8. The collateral received should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

   Subject to the abovementioned conditions, collateral received by the Company may consist of:
   - Cash and cash equivalents, including short-term bank certificates and Money Market Instruments,
   - Bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope,
   - Shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent,
   - Shares or units issued by UCITS investing mainly in bonds/shares mentioned in the two points below,
   - Bonds issued or guaranteed by first class issuers offering adequate liquidity, or
   - Shares admitted to or dealt in on a Regulated Market of a Member State or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

   Where there is a title transfer, collateral received will be held by the Depositary (or a sub-custodian thereof) on behalf of the Company. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

Level of collateral

The Company will determine the required level of collateral for OTC financial derivatives transactions and efficient portfolio management techniques by reference to the applicable counterparty risk limits set out in this Prospectus and taking into account the nature and characteristics of transactions, the creditworthiness and identity of counterparties and prevailing market conditions.

Haircut policy

Collateral will be valued, on a daily basis, using available market prices and a daily margin variation and taking into account appropriate discounts which will be determined by the Company for each asset class based on its haircut policy. The policy takes into account a variety of factors, depending on the nature of the collateral received, such as the issuer's credit standing, the maturity, currency, price volatility of the assets and, where applicable, the outcome of liquidity stress tests carried out by the Company under normal and exceptional liquidity conditions.

The following haircut policy will be applied, being noted that the Company reserves the right to modify this policy at any time:

	Minimum Collateral Level
Cash (Currency of the collateralized exposure)	100%
Cash (GBP, USD, EUR other than the collateralized exposure)	105%
Investment Grade (A-rated and above) OECD Govt Supra & Agencies Duration up to 5Y	105%
Investment Grade (A-rated and above) OECD Govt Supra & Agencies Duration greater than 5Y	110%
Investment Grade (A-rated and above) Corporate Bonds Duration up to 10Y	115%
Money Market Funds (UCITS Only)	105%
Equity Securities (Only Members of Large Cap OECD countries Indices)	120%

Reinvestment of collateral

Non-cash collateral received should not be sold, re-invested or pledged.

Cash collateral received should only be:

- placed on deposit with entities prescribed in Article 50 (f) of the Directive 2009/65/EC reflected under indent (6) of the sub-section "SPECIAL REGULATIONS AND INVESTMENT RESTRICTIONS: Part A" herein;
- 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 Guidelines on a Common Definition of European Money Market Funds.

The re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral as set out above.

The Sub-Fund may incur a loss in reinvesting the cash collateral it receives. Such a loss may arise due to a decline in the value of the investment made with cash collateral received. A decline in the value of such investment of the cash collateral would reduce the amount of collateral available to be returned by the Sub-Fund to the counterparty at the conclusion of the transaction. The Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Sub-Fund.

The above provisions apply subject to any further guidelines issued from time to time by ESMA amending and/or supplementing ESMA Guidelines 2014/937 on ETFs and other UCITS issues and/or any additional guidance issued from time to time by the relevant regulatory authority in relation to the above.

F. Securities financing transactions and total return swaps

The Company and any of its Sub-Funds may employ securities financing transactions ("SFTs") for reducing risks (hedging), generating additional capital or income or for cost reduction purposes. Any

use of SFTs for investment purposes will be in line with the risk profile and risk diversification rules applicable to the Company and any of its Sub-Funds.

SFTs include the following transactions:

(i) "securities lending" or "securities borrowing" means a transaction by which a counterparty transfers securities subject to a commitment that the borrower will return equivalent securities on a future date or when requested to do so by the transferor, that transaction being considered as securities lending for the counterparty transferring the securities and being considered as securities borrowing for the counterparty to which they are transferred;

(ii) "buy-sell back transaction" or "sell-buy back transaction" means a transaction by which a counterparty buys or sells securities, commodities, or guaranteed rights relating to title to securities, agreeing, respectively, to sell or to buy back securities, or such guaranteed rights of the same description at a specified price on a future date, that transaction being a buy-sell back transaction for the counterparty buying the securities, or guaranteed rights, and a sell-buy back transaction for the counterparty selling them, such buy- sell back transaction or sell-buy back transaction not being governed by a repurchase agreement or by a reverse- repurchase agreement within the meaning of item (iii) below;

(iii) "repurchase transaction" means a transaction governed by an agreement by which a counterparty transfers securities or guaranteed rights relating to title to securities where that guarantee is issued by a recognised exchange which holds the rights to the securities and the agreement does not allow a counterparty to transfer or pledge a particular security to more than one counterparty at a time, subject to a commitment to repurchase them, or substituted securities of the same description at a specified price on a future date specified, or to be specified, by the transferor, being a repurchase agreement for the counterparty selling the securities and a reverse repurchase agreement for the counterparty buying them;

(iv) "margin lending transaction" means a transaction in which a counterparty extends credit in connection with the purchase, sale, carrying or trading of securities, but not including other loans that are secured by collateral in the form of securities.

The Company and any Sub-Funds may further enter into swap contracts relating to any financial instruments or indices, including total return swaps (“TRSs”). TRSs involve the exchange of the right to receive the total return, coupons plus capital gains or losses, of a specified reference asset, index or basket of assets against the right to make fixed or floating payments. As such, the use of TRSs or other derivatives with similar characteristics allows gaining synthetic exposure to certain markets or underlying assets without investing directly (and/or fully) in these underlying assets.

The Company or any of its delegates will report the details of any SFT and TRSs concluded to a trade repository or ESMA, as the case may be in accordance with the SFTR.
SFTs and TRSs may be used in respect of any instrument that is eligible under article 50 of the UCITS Directive.

The maximum proportion of assets that may be subject to SFT and TRS and the expected proportion of assets that will be subject to TRS or SFT will be set out for each Sub-Fund in the section “Use of derivatives and efficient portfolio management techniques” of the relevant Sub-Fund Particular.

If a Sub-Fund intends to make us of SFT and TRS, the relevant Sub-Fund Particular will include the disclosure requirements of the SFTR.

Each Sub-Fund may incur costs and fees in connection with SFTs, a Sub-Fund may pay fees to agents or other intermediaries, which may be affiliated with the Company, the Delegate Investment Manager, in consideration for the functions and risks they assume. The amount of these fees may be fixed or

variable. Information on direct and indirect operation costs and fees incurred by each Sub-Fund in this respect, as well as the identity of the entities to which such costs and fees are paid and any affiliation they may have with the Delegate Investment Manager or the Company, if applicable, may be available in the Company's annual report and, to the extent relevant practicable, in the Particular of the Sub-Funds.

All of the revenue arising from the use of efficient portfolio management techniques or SFTs, net of direct and indirect operational costs, will be returned to the relevant Sub-Fund in accordance with CSSF Circular 14/592.

Counterparties will be leading financial institutions of good reputation specialised in this type of transaction and subject to prudential regulation and supervision in an OECD member state. The counterparties must hold a rating at investment grade level and must, in all cases, have entered into an ISDA master agreement, credit support annex and delegation EMIR reporting agreement. The selected counterparties do not have discretionary power over the composition or management of the investment portfolio of the Sub-Funds or over the underlying assets of the derivative financial instruments.

Assets received under an efficient portfolio management techniques are held by the Depositary or its delegate in accordance with the provisions of the section entitled "Depositary" of the Prospectus.

4. RISKS WARNINGS

A. Custody Risk

The assets owned by the Company are held in custody for account of the Company by a depositary that is also regulated by the CSSF. The Depositary may entrust the safekeeping of the Company's assets to Sub-Custodians s in the markets where the Company invests. Luxembourg law provides that the Depositary's liability shall not be affected by the fact that it has entrusted the assets of the Company to third parties. The CSSF requires that the Depositary ensures that there is legal separation of non-cash assets held under custody and that records are maintained that clearly identify the nature and amount of all assets under custody, the ownership of each asset and where the documents of title to that asset are located. Where the Depositary engages a Sub-Custodian, the CSSF requires that the Depositary ensures that the Sub-Custodian maintains these standards and the liability of the Depositary will not be affected by the fact that it has entrusted to a Sub-Custodian some or all of the assets of the Company.

However, certain jurisdictions have different rules regarding the ownership and custody of assets generally and the recognition of the interests of a beneficial owner such as a Sub-Fund. There is a risk that in the event the Depositary or Sub-Custodian becomes insolvent, the relevant Sub-Fund's beneficial ownership of assets may not be recognised in foreign jurisdictions and creditors of the Depositary or Sub-Custodian may seek to have recourse to the Sub-Fund's assets. In jurisdictions where the relevant Sub-Fund's beneficial ownership is ultimately recognised, the Sub-Fund may suffer a delay in recovering its assets, pending the resolution of the relevant insolvency or bankruptcy proceedings. In respect of cash assets, the general position is that any cash accounts will be designated to the order of the Depositary for the benefit of the relevant Sub-Fund. However, due to the fungible nature of cash, it will be held on the balance sheet of the bank with whom such cash accounts are held (whether a Sub-Custodian or a third party bank), and will not be protected from the bankruptcy of such bank. A Sub-Fund will therefore have counterparty exposure risk to such bank. Subject to any applicable government guarantee or insurance arrangements in respect of bank deposits or cash deposits, where a Sub-Custodian or third party bank holds cash assets and subsequently becomes insolvent, the Sub-Fund would be required to prove the debt along with other unsecured creditors. The Sub-Fund will monitor its exposure in respect of such cash assets on an ongoing basis.

Securities held with a local agent or clearing/settlement system or securities correspondent ("Securities System") may not be as well protected as those held within the Depositary in Luxembourg. In particular, losses may be incurred as a consequence of the insolvency of the local correspondent or Securities System. In some markets, the segregation or separate identification of a beneficial owner's securities may not be possible or the practices of segregation or separate identification may differ from practices in more developed markets.

B. Conflicts of interest

The Management Company, the Distributor(s), the Delegate Investment Manager and/or the Investment Advisor, the Depositary and the Administrative Agent may, in the course of their business, have potential conflicts of interest with the Company. Each of the Management Company, the Distributor(s), the Delegate Investment Manager and/or the Investment Advisor, the Depositary and the Administrative Agent will have regard to their respective duties to the Company and other persons when undertaking any transactions where conflicts or potential conflicts of interest may arise. In the event that such conflicts do arise, each of such persons has undertaken or will be requested by the Company to undertake to use its reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its respective obligations and duties) and to ensure that the Company and the Shareholders are fairly treated.

Interested dealings

The Management Company, the Distributor(s), the Delegate Investment Manager and/or the Investment Advisor, the Depositary and the Administrative Agent and any of their respective subsidiaries, affiliates, associates, agents, directors, officers, employees or delegates (together the Interested Parties and, each, an Interested Party) may:

- contract or enter into any financial, banking or other transaction with one another or with the Company including, without limitation, investment by the Company, in securities in any company or body any of whose investments or obligations form part of the assets of the Company or any Sub-Fund, or be interested in any such contracts or transactions;
- invest in and deal with Shares, securities, assets or any property of the kind included in the property of the Company for their respective individual accounts or for the account of a third party; and
- deal as agent or principal in the sale, issue or purchase of securities and other investments to, or from, the Company through, or with, the Delegate Investment Manager or the Depositary or any subsidiary, affiliate, associate, agent or delegate thereof.

  Any assets of the Company in the form of cash may be invested in certificates of deposit or banking investments issued by any Interested Party. Banking or similar transactions may also be undertaken with or through an Interested Party (provided it is licensed to carry out this type of activities).

There will be no obligation on the part of any Interested Party to account to Shareholders for any benefits so arising and any such benefits may be retained by the relevant party. Any such transactions must be carried out as if effected on normal commercial terms negotiated at arm's length.

Conflicts of interest of the Delegate Investment Manager in case of securities lending

The Delegate Investment Manager may also be appointed as the lending agent of the Company under the terms of a securities lending management agreement. Under the terms of such an agreement, the lending agent is appointed to manage the Company's securities lending activities and is entitled to receive a fee which is in addition to its fee as Delegate Investment Manager. The income earned from

stock lending will be allocated between the Company and the Delegate Investment Manager and the fee paid to the Delegate Investment Manager will be at normal commercial rates. Full financial details of the amounts earned and expenses incurred with respect to stock lending for the Company, including fees paid or payable, will be included in the annual and semi-annual financial statements. The Company will, at least annually, review the stock lending arrangements and associated costs.

The Delegate Investment Manager may execute trades through their affiliates on both a principal and agency basis, as may be permitted under applicable law. As a result of these business relationships, the Delegate Investment Manager's affiliates will receive, among other benefits, commissions and mark-ups/mark-downs, and revenues associated with providing prime brokerage and other services. Certain conflicts of interest may arise from the fact that affiliates of the Delegate Investment Manager and/or the Investment Advisor or the Management Company may act as sub-distributors of interests in respect of the Company or certain Sub-Funds. Such entities may also enter into arrangements under which they or their affiliates will issue and distribute notes or other securities the performance of which will be linked to the relevant Sub-Fund.

Where a commission (including a rebated commission) is received by the Delegate Investment Manager by virtue of an investment by a Sub-Fund in the units of another collective investment scheme, this commission must be paid into that Sub-Fund.

C. Market risk

Market risk is understood as the risk of loss for a Sub-Fund resulting from fluctuation in the market value of positions in its portfolio attributable to changes in market variables, such as general economic conditions, interest rates, foreign exchange rates, or the creditworthiness of the issuer of a financial instrument. This is a general risk that applies to all investments, meaning that the value of a particular investment may go down as well as up in response to changes in market variables. Although it is intended that each Sub-Fund will be diversified with a view to reducing market risk, the investments of a Sub-Fund will remain subject to fluctuations in market variables and the risks inherent in investing in financial markets.

D. Economic risk

The value of investments held by a Sub-Fund may decline in value due to factors affecting financial markets generally, such as real or perceived adverse economic conditions, changes in the general outlook for revenues or corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally. The value of investments may also decline due to factors affecting a particular, industry, area or sector, such as changes in production costs and competitive conditions. During a general downturn in the economy, multiple asset classes may decline in value simultaneously. Economic downturn can be difficult to predict. When the economy performs well, there can be no assurance that investments held by a Sub-Fund will benefit from the advance.

E. Interest rate risk

The performance of a Sub-Fund may be influenced by changes in the general level of interest rates. Generally, the value of fixed income instrument will change inversely with changes in interest rates: when interest rates rise, the value of fixed income instruments generally can be expected to fall and vice versa. Fixed income securities with longer-term maturities tend to be more sensitive to interest rate changes than shorter-term securities. In accordance with its investment objective and policy, a Sub-Fund may attempt to hedge or reduce interest rate risk, generally through the use of interest rate futures or other derivatives. However, it may not be possible or practical to hedge or reduce such risk at all times.

F. Foreign exchange risk

Each Sub-Fund investing in securities denominated in currencies other than its Reference Currency may be subject to foreign exchange risk. As the assets of each Sub-Fund are valued in its Reference Currency, changes in the value of the Reference Currency compared to other currencies will affect the value, in the Reference Currency, of any securities denominated in such other currencies. Foreign exchange exposure may increase the volatility of investments relative to investments denominated in the Reference Currency. In accordance with its investment objective and policy, a Sub-Fund may attempt to hedge or reduce foreign exchange risk, generally through the use of derivatives. However, it may not be possible or practical to hedge or reduce such risk at all times.
In addition, a Share Class that is denominated in a Reference Currency other than the Reference Currency of the Sub-Fund exposes the investor to the risk of fluctuations between the Reference Currency of the Share Class and that of the Sub-Fund. Currency hedged Share Classes seek to limit the impact of such fluctuations through currency hedging transactions. However, there can be no assurance that the currency hedging policy will be successful at all times. This exposure is in addition to foreign exchange risk, if any, incurred by the Sub-Fund with respect to investments denominated in other currencies than its Reference Currency, as described above.

G. Credit risk

Sub-Funds investing in fixed income instruments will be exposed to the creditworthiness of the issuers of the instruments and their ability to make principal and interest payments when due in accordance with the terms and conditions of the instruments. The creditworthiness or perceived creditworthiness of an issuer may affect the market value of fixed income instruments. Issuers with higher credit risk typically offer higher yields for this added risk, whereas issuers with lower credit risk typically offer lower yields. Generally, government debt is considered to be the safest in terms of credit risk, while corporate debt involves a higher credit risk. Related to that is the risk of downgrade by a rating agency. Rating agencies are private undertakings providing ratings for a variety of fixed income instruments based on the creditworthiness of their issuers. The agencies may change the rating of issuers or instruments from time to time due to financial, economic, political, or other factors, which, if the change represents a downgrade, can adversely impact the market value of the affected instruments.

H. Volatility risk

The volatility of a financial instrument is a measure of the variations in the price of that instrument over time. A higher volatility means that the price of the instrument can change significantly over a short time period in either direction. Each Sub-Fund may make investments in instruments or markets that are likely to experience high levels of volatility. This may cause the Net Asset Value per Share to experience significant increases or decreases in value over short periods of time.

I. Liquidity risk

Liquidity refers to the speed and ease with which investments can be sold or liquidated or a position closed. On the asset side, liquidity risk refers to the inability of a Sub-Fund to dispose of investments at a price equal or close to their estimated value within a reasonable period of time. On the liability side, liquidity risk refers to the inability of a Sub-Fund to raise sufficient cash to meet a redemption request due to its inability to dispose of investments. In principle, each Sub-Fund will only make investments for which a liquid market exists or which can otherwise be sold, liquidated or closed at any time within a reasonable period of time. However, in certain circumstances, investments may become less liquid or illiquid due to a variety of factors including adverse conditions affecting a particular issuer, counterparty, or the market generally, and legal, regulatory or contractual restrictions on the sale of certain instruments. In addition, a Sub-Fund may invest in financial instruments traded over-the-counter, which generally tend to be less liquid than instruments that are listed and traded on exchanges. Market quotations for less liquid or illiquid instruments may be more volatile than for

liquid instruments and/or subject to larger spreads between bid and ask prices. Difficulties in disposing of investments may result in a loss for a Sub-Fund and/or compromise the ability of the Sub-Fund to meet a redemption request.

J. Counterparty risk

Counterparty risk refers to the risk of loss for a Sub-Fund resulting from the fact that the counterparty to a transaction entered into by the Sub-Fund may default on its contractual obligations. There can be no assurance that an issuer or counterparty will not be subject to credit or other difficulties leading to a default on its contractual obligations and the loss of all or part of the amounts due to the Sub-Fund. This risk may arise at any time the assets of a Sub-Fund are deposited, extended, committed, invested or otherwise exposed through actual or implied contractual agreements. For instance, counterparty risk may arise when a Sub-Fund has deposited cash with a financial institution, invests into debt securities and other fixed income instruments, enters into OTC financial derivative instruments, or enters into securities lending, repurchase and reverse repurchase agreements.

K. Operational risk

Operational risk means the risk of loss for the Company resulting from inadequate internal processes and failures in relation to people and systems of the Company, the Management Company and/or its agents and service providers, or from external events, and includes legal and documentation risk and risk resulting from the trading, settlement and valuation procedures operated on behalf of the Company.

L. Valuation risk

Certain Sub-Funds may hold investments for which market prices or quotations are not available or representative, or which are not quoted, listed or traded on an exchange or regulated market. In addition, in certain circumstances, investments may become less liquid or illiquid. Such investments will be valued at their probable realisation value estimated with care and in good faith by the Board of Directors using any valuation method approved by the Board of Directors. Such investments are inherently difficult to value and are the subject of substantial uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sales or liquidation prices of investments.

M. Laws and regulations risk

The Company may be subject to a number of legal and regulatory risks, including contradictory interpretations or applications of laws, incomplete, unclear and changing laws, restrictions on general public access to regulations, practices and customs, ignorance or breaches of laws on the part of counterparties and other market participants, incomplete or incorrect transaction documents, lack of established or effective avenues for legal redress, inadequate investor protection, or lack of enforcement of existing laws. Difficulties in asserting, protecting and enforcing rights may have a material adverse effect on the Sub-Funds and their operations.

N. Duplication of fees

There shall be duplication of management fees and other operating fund related expenses, each time the Company invests in other UCIs and/or UCITS. The maximum proportion of management fees charged both to the Company itself and to the UCIs and/or UCITS in which the Company invests shall be disclosed in the Annual Report.

O. Credit Default Swaps (“CDS”)

When these transactions are used in order to eliminate a credit risk in respect of the issuer of a security, they imply that the Company bears a counterparty risk in respect of the protection seller.

This risk is, however, mitigated by the fact that the Company will only enter into CDS transactions with highly rated financial institutions.

CDS used for a purpose other than hedging, such as for efficient portfolio management purposes or if disclosed in relation to any Sub-Fund, as part of the principal investment policy, may present a risk of liquidity if the position must be liquidated before its maturity for any reason. The Company will mitigate this risk by limiting in an appropriate manner the use of this type of transaction. Furthermore, the valuation of CDS may give rise to difficulties which traditionally occur in connection with the valuation of OTC contracts.

Insofar as the Sub-Fund(s) use CDS for efficient portfolio management or hedging purposes, investors should note that such instruments are designed to transfer credit exposure of fixed income products between the buyer and seller.

The Sub-Fund(s) would typically buy a CDS to protect against the risk of default of an underlying investment, known as the reference entity and would typically sell a CDS for which it receives payment for effectively guaranteeing the creditworthiness of the reference entity to the buyer. In the latter case, the Sub-Fund(s) would incur exposure to the creditworthiness of the reference entity but without any legal recourse to such reference entity. In addition, as with all OTC derivatives, CDS expose the buyer and seller to counterparty risk and a Sub-Fund may suffer losses in the event of a default by the counterparty of its obligations under the transaction and/or disputes as to whether a credit event has occurred, which could mean the Sub-Fund cannot realize the full value of the CDS.

P. Contingent convertible securities (CoCos)

The Company may invest in contingent securities structured as Contingent Convertible Securities also known as CoCos. A contingent convertible security is a hybrid debt security either convertible into equity at a predetermined share price, written down or written off in value based on the specific terms of the individual security if a pre-specified trigger event occurs. Contingent convertible securities are subject to the risks associated with bonds and equities, and to the risks specific to convertible securities in general. Contingent convertible securities are also subject to additional risks specific to their structure including:

Conversion risk
In some cases, the issuer may cause a convertible security to convert to common stock. If a convertible security converts to common stock, a Sub-Fund may hold such common stock in its portfolio even if it does not ordinarily invest in common stock.

Trigger level risk
Trigger levels differ and determine exposure to conversion risk depending on the distance of the capital ratio to the trigger level. It might be difficult for the Investment Adviser of the relevant Sub-Fund to anticipate the triggering events that would require the debt to convert into equity.

Capital structure inversion risk
Contingent convertible securities are typically structurally subordinated to traditional convertible bonds in the issuer’s capital structure. In certain scenarios, investors in contingent convertible securities may suffer a loss of capital ahead of equity holders or when equity holders do not.

Written down risk
In some cases, the issuer may cause a convertible security to be written down in value based on the specific terms of the individual security if a pre-specified trigger event occurs. There is no guarantee that a Sub-Fund will receive return of principal on contingent convertible securities.

Yield/Valuation risk
The valuation of contingent convertible securities is influenced by many unpredictable factors such as:
(i) the creditworthiness of the issuer and the fluctuations in the issuer's capital ratios;
(ii) the supply and demand for contingent convertible securities;
(iii) the general market conditions and available liquidity; and
(iv) the economic, financial and political events that affect the issuer, the market it is operating in or the financial markets in general.

Liquidity risk
Convertible securities are subject to liquidity risk.

Coupon cancellation risk
In addition, coupon payments on contingent convertible securities are discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time. The discretionary cancellation of payments is not an event of default and there are no possibilities to require re-instatement of coupon payments or payment of any passed missed payments. Coupon payments may also be subject to approval by the issuer's regulator and may be suspended in the event there are insufficient distributable reserves. As a result of uncertainty surrounding coupon payments, contingent convertible securities may be volatile and their price may decline rapidly in the event that coupon payments are suspended.

Call extension risk
Contingent convertible securities are subject to extension risk. Contingent convertible securities are perpetual instruments and may only be callable at predetermined dates upon approval of the applicable regulatory authority. There is no guarantee that a Sub-Fund will receive return of principal on contingent convertible securities.

Unknown risk
Convertible contingent securities are a newer form of instrument and the market and regulatory environment for these instruments is still evolving. As a result it is uncertain how the overall market for contingent convertible securities would react to a trigger event or coupon suspension applicable to one issuer.

Q. Emerging Markets

(a) In certain countries, there is the possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments which could affect investment in those countries. There may be less publicly available information about certain financial instruments than some investors would find customary and entities in some countries may not be subject to accounting, auditing and financial reporting standards and requirements comparable to those to which certain investors may be accustomed. Certain financial markets, while generally growing in volume, have for the most part, substantially less volume than more developed markets, and securities of many companies are less liquid and their prices more volatile than securities of comparable companies in more sizeable markets. There are also varying levels of government supervision and regulation of exchanges, financial institutions and issuers in various countries. In addition, the manner in which foreign investors may invest in securities in certain countries, as well as limitations on such investments, may affect the investment operations of the Sub-Funds.

(b) Emerging country debt will be subject to high risk and will not be required to meet a minimum rating standard and may not be rated for creditworthiness by any internationally recognised credit rating organisation. The issuer or governmental authority that controls the repayment of an emerging country's debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. As a result of the foregoing, a government obligor may default on its obligations. If such an event occurs, the Company may have limited legal recourse against the issuer and/or guarantor. Remedies must, in some cases, be pursued in the courts of the defaulting party itself, and the ability of the holder of foreign government debt securities to obtain recourse may be subject to the political climate in the relevant country. In addition, no assurance can be given that the holders of commercial debt will not contest payments to the holders of other foreign government debt obligations in the event of default under their commercial bank loan agreements.

(c) Settlement systems in emerging markets may be less well organised than in developed markets. Thus, there may be a risk that settlement may be delayed and that cash or securities of the Sub-Funds may be jeopardized because of failures or of defects in the systems. In particular, market practice may require that payment will be made prior to receipt of the security which is being purchased or that delivery of a security must be made before payment is received. In such cases, default by a broker or bank (the Counterparty) through whom the relevant transaction is effected might result in a loss being suffered by Sub-Funds investing in emerging market securities.

(d) The Company will seek, where possible, to use Counterparties whose financial status is such that this risk is reduced. However, there can be no certainty that the Company will be successful in eliminating this risk for the Sub-Funds, particularly as Counterparties operating in emerging markets frequently lack the substance or financial resources of those in developed countries.

(e) There may also be a danger that, because of uncertainties in the operation of settlement systems in individual markets, competing claims may arise in respect of securities held by or to be transferred to the Sub-Funds. Furthermore, compensation schemes may be non-existent or limited or inadequate to meet the Company's claims in any of these events.

(f) In some Eastern European countries there are uncertainties with regard to the ownership of properties. As a result, investing in Transferable Securities issued by companies holding ownership of such Eastern European properties may be subject to increased risk.

R. Risks relating to the use of SFTs

The Company and any of its Sub-Funds may enter into repurchase agreements and reverse repurchase agreements as a buyer or as a seller subject to the conditions and limits set out in Chapter III, Point 3 “FINANCIAL TECHNIQUES AND INSTRUMENTS”. If the other party to a repurchase agreement or reverse repurchase agreement should default, the Company or the relevant Sub-Fund might suffer a loss to the extent that the proceeds from the sale of the underlying securities and/or other collateral held by the Company or the relevant Sub-Fund in connection with the repurchase agreement or reverse repurchase agreement are less than the repurchase price or, as the case may be, the value of the underlying securities. In addition, in the event of bankruptcy or similar proceedings of the other party to the repurchase agreement or reverse repurchase agreement or its failure otherwise to perform its obligations on the repurchase date, the Company or the relevant Sub-Fund could suffer losses, including loss of interest on or principal of the security and costs associated with delay and enforcement of the repurchase agreement or reverse repurchase agreement.

The Company and any of its Sub-Funds may enter into securities lending transactions subject to the conditions and limits set out in Chapter III, Point 3 “FINANCIAL TECHNIQUES AND INSTRUMENTS”. If the other party to a securities lending transaction should default, the Company or the relevant Sub-Fund might suffer a loss to the extent that the proceeds from the sale of the collateral held by the Company or the relevant Sub-Fund in connection with the securities lending transaction are less than the value of the securities lent. In addition, in the event of the bankruptcy or

similar proceedings of the other party to the securities lending transaction or its failure to return the securities as agreed, the Company or the relevant Sub-Fund could suffer losses, including loss of interest on or principal of the securities and costs associated with delay and enforcement of the securities lending agreement.

The risks arising from the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will be closely monitored and techniques (including collateral management) will be employed to seek to mitigate those risks. Although it is expected that the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will generally not have a material impact on the Company's or the relevant Sub-Fund's performance, the use of such techniques may have a significant effect, either negative or positive, on the Company's or the relevant Sub-Fund's NAV.

In respect of margin lending transactions, the Company and any of its Sub-Funds cannot extend credit and may only receive credit subject to the restrictions in the UCITS Directive and the Prospectus.

The Sub-Funds may potentially enter into SFTs with other companies in the same group of companies as the Delegate Investment Manager. Affiliated counterparties, if any, will perform their obligations under any SFTs concluded with a Sub-Fund in a commercially reasonable manner. In addition, the Delegate Investment Manager will select counterparties and enter into transactions in accordance with best execution principles. However, investors should be aware that the Delegate Investment Manager may face conflicts between its role and its own interests or that of affiliated counterparties.

S. Risks relating to the use of TRSs

Because it does not involve physically holding the securities, synthetic replication through total return (or unfunded swaps) and fully-funded swaps can provide a means to obtain exposure to difficult-to-implement strategies that would otherwise be very costly and difficult to have access to with physical replication. Synthetic replication therefore involves lower costs than physical replication.

Synthetic replication however involves counterparty risk. If the Sub-Fund engages in OTC Derivatives, there is the risk – beyond the general counterparty risk – that the counterparty may default or not be able to meet its obligations in full. Where the Company and any of its Sub-Funds enters into TRSs on a net basis, the two payment streams are netted out, with Company or each Sub-Fund receiving or paying, as the case may be, only the net amount of the two payments. TRS entered into on a net basis do not involve the physical delivery of investments, other underlying assets or principal. Accordingly, it is intended that the risk of loss with respect to TRSs is limited to the net amount of the difference between the total rate of return of a reference investment, index or basket of investments and the fixed or floating payments. If the other party to a TRS defaults, in normal circumstances the Company's or relevant Sub-Fund's risk of loss consists of the net amount of total return payments that the Company or Sub-Fund is contractually entitled to receive.

IV. SHARES OF THE COMPANY

The local offering documentation of the Company may provide the possibility for investors to adhere to regular savings plans.

In case a regular savings plan is terminated before the agreed final date, the amount of subscription fees payable by the relevant Shareholders may be greater than it would have been in the case of standard subscriptions.

1. THE SHARES

The Company's capital is represented by the assets of its various Sub-Funds. Subscriptions are invested in the assets of the respective Sub-Fund.

Within a Sub-Fund, the Board of Directors may establish categories and/or classes of shares corresponding (i) to a specific distribution policy, for instance giving a right to distributions ("**Distribution Shares**") or not giving a right to distributions ("**Capitalisation Shares**"), and/or (ii) to a specific structure for issue or redemption costs, a specific structure for costs payable to distributors or to the Company, and/or (iii) to a specific structure for management costs or those for or investment advice, and/or (iv) to a particular reference currency as well as a hedge policy or not regarding exchange risks; and/or (v) to any other specific feature applicable to a category/class of shares.

Shareholders may request the conversion of all or part of their shares into shares of one or more different Sub-Funds, categories or classes of shares of the Company (see item 4 of this section).

Under the provisions set out in the Particulars, any individual or corporate entity may acquire shares in the various Sub-Funds, categories or classes of shares of the Company that comprise the net assets of the Company by paying the subscription price determined in accordance with item 2 of this section.

The shares of each Sub-Fund are of no par value and convey no preferential or pre-emptive rights of subscription upon the issue of new shares. Each share is entitled to one vote at the General Meeting of shareholders, regardless of its Net Asset Value.

All shares in the Company must be fully paid-up.

The shares shall at the option of the shareholder be issued as dematerialised or registered shares, regardless of the respective Sub-Fund. Fractions of shares up to three (3) decimal points may be issued for registered or dematerialised shares.

Registered shares may be converted into dematerialised shares and vice versa, at the request and expense of the shareholder.

Share transfer forms for the transfer of registered shares are available at the registered office of the Company and from the Depositary.

2. ISSUE AND SUBSCRIPTION PRICE OF SHARES

Applications for shares may be submitted on any business day to the Transfer Agent offices or to the offices of other establishments designated by it, where Prospectuses containing application forms are available.

The shares of each Sub-Fund, category or class of shares of the Company are issued at the issue price determined on the first Valuation Day following receipt of the completed subscription application. Subscription lists shall be closed on the days and at the times provided for in the Particulars.

The subscription price corresponds to the Net Asset Value per Sub-Fund, category or class of shares determined in accordance with Chapter V, increased by a commission the rate of which may differ according to the Sub-Fund, category or class of shares in which the subscription is made, as indicated in the Particulars. Payment for shares subscribed is made in the reference currency of each Sub-Fund, category or class of shares or in a certain number of other currencies and within the deadlines as specified in the Particulars.

The Company may agree to issue shares in consideration of a contribution in kind of transferable securities, for example in the case of a merger with an external sub-fund, to the extent that those transferable securities are in accordance with the objectives and the investment policy of the Sub-Fund concerned and in accordance with the provisions of the Luxembourg law, on the number of which one will note the obligation to submit a valuation report drawn up by the authorised Auditor approved by the Company, which may be consulted at the Company's registered office. All the costs associated with the contribution in kind of transferable securities shall be borne by the shareholders concerned.

Any changes in the maximum rate of the fees listed in the Particulars of the relevant Sub-Fund shall require the approval of the Company's Board of Directors. These changes shall be communicated in the annual report and in the Particulars.

Any taxes or brokerage fees which may be payable in relation to the subscription are paid by the subscriber. Under no circumstances may these costs exceed the maximum authorised by the laws, ordinances or general banking practices of the countries in which the Shares are acquired.

The Board of Directors may suspend or interrupt the issue of shares of one of the Company's Sub-Funds, category or class of Shares at any time. Moreover, without having to justify its actions, it also has the right to:

- reject any subscription of Shares;
- proceed at any time to the compulsory redemption of Shares in the Company which have been wrongfully subscribed or held.

When, following suspension of the issue of Shares of one or more Sub-Funds, the Board of Directors decides to resume the issue, all pending subscriptions shall be processed on the basis of the Net Asset Value determined once the issue has been resumed.

Within the framework of the fight against money laundering, all physical persons must attach a copy of the subscriber's passport which has been legally certified for example by an Embassy, Consulate, notary's office or police commissioner, to the subscription form; in the case of legal entities, a copy of the articles of incorporation must be attached. This applies in the following instances:

1. direct subscriptions with the Company;
2. subscriptions through a provider of financial services who is resident in a country in which there is no identification obligation which fulfils the Luxembourg specifications intended to combat the use of the financial system for money laundering purposes;
3. subscriptions through a subsidiary or branch office of a parent Company which is subject to an identification obligation which fulfils the provisions of Luxembourg law, if the law which applies to the parent Company does not require it to ensure that its subsidiaries and branch offices also comply with the legal stipulations.

This obligation is mandatory, unless:

a) the subscription form is submitted to the Company by one of its Distributor Agents situated in a country which has ratified the conclusions of the report of the Financial Action Task Force ("FATF") on money laundering, or
b) the subscription form is sent directly to the Company and the subscription is settled either by:
    - a bank transfer from a financial institution residing in an FATF country, or
    - a cheque drawn on the personal account of the subscriber with a bank residing in a FATF country or a bank cheque issued by a bank residing in a FATF country.

In addition, the Company has to identify the provenance of money from financial institutions that are not subject to an obligation of identification that fulfils the provisions of Luxembourg law. Subscriptions may be temporarily blocked until the provenance of the monies has been identified.

The Board of Directors shall not, knowingly, authorise any practice associated with market timing and late trading and shall reserve the right to refuse orders for subscription, redemption or conversion of shares originating from investors which the Board of Directors might suspect of employing such practices or associated practices and if necessary to take the measures necessary to protect the other investors in the Company.

Market timing is understood to be the technique of arbitrage by which an investor subscribes to and systematically repurchases or redeems shares of the Company within a short lapse of time by exploiting discrepancies of timing and/or imperfections or deficiencies in the system for determining the Net Asset Value of shares of the Company.

Late trading is understood to be the acceptance of an order for subscription, redemption or conversion of shares received after the deadline for acceptance of orders on Valuation Day and its execution at the price based on the Net Asset Value applicable on Valuation Day.

3. REDEMPTION AND/OR REPURCHASE OF SHARES

Shareholders may request the redemption in cash of all or a portion of their shareholdings at any time. Redemption requests, considered as irrevocable, may be sent to the Transfer Agent or to the other offices designated by the Company, or to the registered office of the Company. Such applications shall include the following information: the exact identity and exact address of the person applying for the redemption together with the number of shares to be redeemed, the Sub-Fund, category or class of shares of the Company of which such shares are part, whether they are registered or dematerialised shares, as well as the reference currency of the Sub-Fund.

Redemption lists shall be closed on the days and at the times provided for in the Particulars. Redemption applications registered after the deadline shall automatically be considered as redemption applications received for the next following bank business day. The redemption price of the shares shall be paid out in the currency, as indicated in the Particular of the relevant Sub-Fund.

For each share presented, the amount reimbursed to the shareholder is equal to the Net Asset Value for the Sub-Fund, category or class of shares of the Company concerned, determined on the first calculation date for Net Asset Value following receipt of the application, if necessary after deduction of a commission in favour of the Company and/or financial intermediaries, the rate of which appears in the Particulars.

The redemption value may be equal to, higher than, or lower than the acquisition price paid.

Redemption proceeds shall be paid within such time limits as are indicated in the Particulars.

Redemption proceeds shall only be paid out after receipt of the confirmation representing the shares to be redeemed, and of the statement of transfer for registered shares.
With the express written agreement of the shareholders concerned, and if the principle of their equal treatment is observed, the Company may proceed with total or partial redemptions of its shares, by way of payment in kind in accordance with the conditions established by the Company (including, and without limitation, the presentation of an independent valuation report from the Company's authorised Auditor).

Suspension of the calculation of the Net Asset Value of the Company's shares automatically leads not only to the suspension of share issues but also of redemption and conversion operations. Notification

of any suspension of redemption operations shall be made in accordance with section V (B) of the present Prospectus, by all appropriate means, to shareholders who have presented requests for the redemption of their shares, whereby the processing of these requests shall be delayed or suspended accordingly.

If the Board of Directors is unable to process the settlement of redemption applications made if the net total of the redemption applications received relates to more than 10% of the Sub-Fund's assets, it may decide that all or some of the redemption applications presented are reduced and deferred on a *prorata* basis, so as to reduce the number of shares redeemed that day to 10% of the assets during a period of time which it shall determine and not exceeding thirty (30) calendar days.

Neither the Company's Board of Directors nor the Depositary may be held responsible for any default of payment resulting from possible exchange restrictions, or other circumstances beyond their control which may limit or render impossible the transfer to other countries of the redemption proceeds.

4. CONVERSION OF SHARES INTO SHARES OF OTHER SUB-FUNDS , CATEGORIES OR CLASSES OF SHARES

Shareholders may request the conversion of all or part of their shares into shares of another Sub-Fund, category or class of shares of the Company by notifying the Transfer Agent and/or other offices designated by the Company (as the case may be), in writing or by telex or fax, giving the name of the Sub-Fund into which the shares should be converted and specifying whether the shares to be converted and the shares of the new Sub-Fund, category or class of shares of the Company to be issued should be registered or dematerialised shares. Failure to specify the required class of shares shall lead to conversion into shares of the same category and/or class of shares. Conversion lists shall be closed at the same time as issue and redemption lists, as defined in the Particulars of each Sub-Fund.

Exceptionally, only shareholders who can be qualified as "Institutional Investors" may apply for conversion of the shares into shares of the "Institutional" category as the shares of that category are exclusively reserved for Institutional Investors.

Conversion requests are to be accompanied, as the case may be, by the dematerialised share confirmation(s) or by the confirmation(s) representing registered shares. Subject to a suspension of the calculation of the Net Asset Value, the conversion of shares may be carried out on every Valuation Day following receipt of the conversion application by reference to the Net Asset Value of the shares of the Sub-Funds concerned for that Valuation Day.

The conversion may not take place if the calculation of Net Asset Value of one of the Sub-Funds, categories or classes of shares concerned is suspended. In the case of significant applications it may also be delayed under the same conditions which may be applied to redemptions. The number of shares allocated in the new Sub-Fund, the new category or the new class of shares shall be established according to the following formula:

$$A = \frac{B \times C}{D}$$

where:

A is the number of shares allocated in the new Sub-Fund, the new category or the new class of shares;

B is the number of shares presented for conversion;

C is the Net Asset Value of a share in the Sub-Fund, category or class of shares in which the shares are presented for conversion on transaction day;

D is the Net Asset Value of a share in the new Sub-Fund, the new category or the new class of shares on transaction day.

Following conversion, the Transfer Agent shall inform the shareholder as to the number of shares held in the new Sub-Fund and the corresponding price.

If actual registered and un-certificated or dematerialised share confirmations have been issued, fractional shares that may result from the conversion shall not be allocated and the shareholder shall be deemed to have requested their redemption. In that case the shareholder shall be repaid the amount of any possible difference between the Net Asset Values of the shares thus exchanged unless such difference is lower than EUR 10.- or as the case may be their equivalent in another currency. Undistributed fractions shall be aggregated and shall be paid back into the concerned Sub-Fund.

Conversions of shares of one Sub-Fund, category or class of shares of the Company into shares of another Sub-Fund, category or class of shares of the Company (a "switch") are subject to the commissions or fees listed in the Particulars.

5. STOCK EXCHANGE LISTING

As set forth in the Particulars of each Sub-Fund, the shares of each Sub-Fund of the Company may upon decision of the Board of Directors be admitted to official listing on the Luxembourg Stock Exchange.

V. NET ASSET VALUE

1. GENERAL

The net asset value per share of each Sub-Fund, category or class of shares of the Company as well as the issue and redemption prices shall be defined by the Company at a frequency to be stipulated by the Board of Directors, however at least twice a month.
The accounts of each Sub-Fund or category or class of shares shall be held separately. The net asset value shall be calculated for each Sub-Fund or category or class of shares and shall be expressed in the reference currency. The net asset value of the shares of each Sub-Fund or category or class of shares shall be defined by dividing the net assets of each Sub-Fund or category or class of shares by the total number of shares of each Sub-Fund or category or class of shares in circulation. The net assets of each Sub-Fund or category or class of shares correspond to the difference between the assets and the liabilities of each of the Sub-Funds or categories or class of shares.

The day on which the net asset value shall be defined is stipulated in the present Articles of Incorporation as the “Valuation Day”.

The Board of Directors of the Company shall establish separate pool of net assets for each Sub-Fund. In contacts among the shareholders, this pool shall be attributed only to the shares issued in respect to the Sub-Fund in question, taking account, if applicable of the distribution of this pool between the different categories and/or classes of shares of that Sub-Fund.

In respect to third parties, and notwithstanding Article 2093 of the Civil Code, the assets of one defined Sub-Fund only cover the debts, commitments and liabilities relating to that Sub-Fund.

The valuation of the assets and liabilities of each Sub-Fund of the Company shall be performed pursuant to the following principles.

In order to establish separate pools of assets corresponding to a Sub-Fund or to two or more categories and/or classes of shares of a given Sub-Fund, the following rules shall apply:

a) If two or more categories/classes of shares relate to a single defined Sub-Fund, the assets attributed to those categories and/or classes of shares shall be invested together pursuant to the investment policy of the Sub-Fund in question, subject to the specific conditions applying to those categories and/or classes of shares;
b) The proceeds resulting from an issue of shares relating to a single category and/or class of shares shall be attributed in the books of the Company to the –Sub-Fund that offers that category and/or class of shares, on the understanding that if more than one category and/or class of shares are issued in relation to that Sub-Fund, the corresponding value shall increase the proportion of the net assets of that Sub-Fund attributable to the category and/or class of shares to be issued;
c) The assets, liabilities, revenues and costs relating to a Sub-Fund shall be attributed to the category(ies) and/or class(es) of shares corresponding to that Sub-Fund;
d) In the event one asset results from another asset, that asset shall be attributed, in the books of the Company, to the same Sub-Fund t or the same category and/or class of shares to which the asset from which it results belongs, and for each new valuation of an asset, the increase or the decrease in the value shall be attributed to the corresponding Sub-Fund or the category and/or class of shares;
e) If the Company has a liability that is attributable to an asset of a defined Sub-Fund or a category and/or class of shares, or to an operation performed in relation to an asset of a defined Sub-Fund or a category and/or class of shares, that liability shall be attributed to that Sub-Fund or category and/or class of shares;
f) In the event an asset or a liability of the Company cannot be attributed to a defined Sub-Fund, that asset or liability shall be attributed to all the Sub-Funds in proportion to the net asset value of the categories and/or classes of shares in question or in another manner that the Board of Directors shall determine in good faith;
g) After distributions made to the holders of shares of one category and/or class, the net asset value of that category and/or class of shares shall be reduced by the value of those distributions.

A. Valuation of assets

Unless otherwise provided in the Particulars, the assets and liabilities of each of the Company's individual Sub-Funds shall be valued on the basis of the following principles:

The valuation of assets and liabilities of each Sub-Fund of the Company shall be performed, unless given otherwise in the Prospectus, according to the following principles:

a) The value of the cash in hand or deposits, securities and bills payable on demand, advance payments, dividends and interests that have fallen due but are not yet collected, shall be calculated using the nominal value of those assets, unless it appears improbable that the asset in question can be collected. In such a case, the value shall be defined with the deduction of a specific amount that appears reasonable in order to reflect the real value of those assets;
b) The valuation of securities officially listed or negotiated on a regulated market that is functioning normally, recognised and open to the public, is based on the last rate known and if that security is traded on more than one market, based on the last rate known on the principle market for that security. If the last rate known is not representative, the valuation shall be based on the probable sale value estimated using the principles of prudence and good faith;
c) Securities that are not quoted or are not negotiable on a stock market or on a regulated market, functioning normally, recognised and open to the public, shall be valued on the

basis of the probable sale value estimated using the principles of prudence and good faith;

d) Securities expressed in a different currency than that of the Sub-Fund in question shall be converted using the last exchange rate known;

e) The liquidation value of futures contracts and option contracts that are not negotiated on regulated markets shall equal their net liquidation value defined pursuant to the policies established by the Board of Directors, on a basis applied coherently for each type of contract. The liquidation value of futures contracts or option contracts negotiated on regulated markets shall be based on the last available settlement price for these contracts on the regulated markets on which these futures contracts or option contracts are negotiated by the Company; in the event a futures contract or option contract cannot be liquidated on the day on which the net assets are evaluated, the base that shall be used to determine the liquidation value of that contract shall be defined by the Board of Directors in a fair and reasonable manner;

f) If procedures so permit, liquid assets, money market instruments and all other instruments may be valued using the last closing rate known or according to the linear depreciation method. In the event of linear depreciation, the portfolio positions shall be regularly reviewed under the direction of the Board of Directors in order to establish whether there is a difference between the valuation according to the last closing rate known method and according to the linear depreciation method. If there is a difference that could lead to a consequent dilution or damage to the shareholders, appropriate corrective measures may be taken, including if necessary a calculation of the net asset value using the last closing rate known;

g) Units of UCITS and/or other UCI shall be valued at their last known net asset value per share;

h) Interest rate swaps shall be valued at their market value established by reference to the applicable rate curve. Swaps on financial indexes or instruments shall be valued at their market value established by reference to the financial index or instrument in question. The valuation of the swap contracts relative to the financial indexes or instruments shall be based on the market value of these swap operations according to the procedures established by the Board of Directors;

i) All other securities and assets shall be valued at their market value defined in good faith, in compliance with the procedures established by the Board of Directors;

j) All other holdings shall be valued on the basis of their probable realisation value, which must be estimated with prudence and in good faith.

The appropriate deductions shall be performed for the costs incurred by the Company, by each Sub-Fund or by each category and/or class of shares, calculated on a regular base, and any eventual liabilities of the Company, of each Sub-Fund and of each category and/or class of shares shall be taken into account by a fair valuation.

2. SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE AND OF THE ISSUE, CONVERSION AND REDEMPTION OF SHARES

Irrespective of the legal causes of suspension, the Company may at any moment suspend the valuation of the net value of the shares in a Sub-Fund, a category or class of shares of the Company as well as the issue and redemption and conversion of these shares in the following cases:

a) during any period when any of principal stock exchanges or any other regulated market on which any substantial portion of the Company’s investments of the relevant class for the time being are quoted, is closed or during which dealings are restricted or suspended;

b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of investments of the relevant class by the Company is impracticable;

c) during any breakdown in the means of communication normally employed in determining the price or value of any of the Company's investments or the current prices or values on any market or stock exchange;

d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of such shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of such shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange;

e) further to the publication of a convening notice to a general meeting of shareholders in order to resolve the winding up or the liquidation of the Company;

f) if the Board of Directors has determined that there has been a material change in the valuations of a substantial proportion of the investments of the Company attributable to a particular class of shares in the preparation or use of a valuation or the carrying out of a later or subsequent valuation; and/or

g) during any other circumstance or circumstances where a failure to do so might result in the Company or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or any other detriment which the Company or its shareholders might so otherwise have suffered;

h) when a Sub-Fund merges with another Sub-Fund or with another UCITS (or a sub-fund of such other UCITS) provided any such suspension is justified by the protection of the Shareholders;

i) when a class of shares or a Sub-Fund is a Feeder of another UCITS, if the net asset value calculation of the Master UCITS or sub-fund or class of shares is suspended.

In the absence of bad faith, grave negligence and clear error, any decision taken by the Board of Directors or by a person delegated by the Board of Directors in relation to the calculation of the net asset value, shall be definitive and obligatory for the Company as well as for the shareholders.

Any such suspension shall be published, if appropriate, by the Company and be notified to shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the net asset value has been suspended.

Such suspension as to any Sub-Fund, category and/or class of shares shall have no effect on the calculation of the net asset value per share, the issuance, redemption and conversion of shares of any other Sub-Fund, category and/or class of shares.

VI. DIVIDENDS

1. DIVIDEND DISTRIBUTION POLICY

Further to the proposition of the Board of Directors, the General Meeting of shareholders shall decide on the use to be made of the annual net profits as shown in the accounts as at 30 September of each calendar year.

The General Meeting reserves the right to distribute the net assets of each of the Company’s Sub-Funds to such an extent that only the minimum legal capital remains. The nature of the distribution (net investment income or capital) shall be recorded in the Company’s financial statements.

Any decision of the General Meeting of shareholders to distribute dividends to the shareholders of a particular Sub-Fund, category or class of shares of the Company requires the prior approval of the

shareholders of that Sub-Fund, category or class of shares, voting at the same majority requirement as indicated in the Articles of Incorporation of the Company.

The Board of Directors of the Company may pay interim dividends.

2. PAYMENT

Dividends and interim dividends attributed to Class A shares shall be paid on the date and at the place designated by the Board of Directors.

Dividends and interim dividends to be paid out and which fail to be collected by the shareholders entitled thereto within five years from the payment date shall lapse and revert to the concerned Sub-Fund.

No interest shall be paid on unclaimed dividends or interim dividends that are held by the Company, up to the expiry date, in the name of the shareholders to whom these amounts are due.

Income distribution payments are due only to the extent that the applicable foreign exchange regulations permit such distribution in the beneficiary's country of residence.

VII. COSTS TO BE BORNE BY THE COMPANY

The Company assumes liability for the following costs:

- the costs incurred in connection with the formation of the Company, including the cost of services rendered in the formation of the Company, in obtaining official listing on the stock exchange and in obtaining the approval of the competent authorities;
- all compensation, fees and expenses to be paid to the Management Company, to the Depositary, to the Administrative Agent (including remuneration for the function as Registrar and Transfer of the Company), to the distributors and to the Investment Advisors and Delegate Investment Managers and, where appropriate, to the correspondent banks;
- the costs and fees of the Auditors;
- the directors' percentage of profits and reimbursement of their costs;
- the costs of printing and publishing information intended for the shareholders and, in particular, the costs of printing and distributing periodical reports as well as Prospectuses, Articles of Incorporation, KIIDs and brochures;
- brokerage fees and any other fees and commissions arising from transactions involving securities and investment instruments in the portfolio;
- fees related to investment research;
- taxes and deductions which may be payable on the Company's income;
- the capital duty (cf Point IX 1A) as well as the duties to be paid to supervisory authorities and the costs relating to the distribution of dividends;
- the costs of advisory services and other expenses in connection with extraordinary measures, in particular those arising from the consultation of experts and other such procedures intended to protect the shareholders' interests (including tax-related costs and expenses);
- membership fees paid to professional associations and stock market organisations which the Company decides to join in its own interest and in the interest of its shareholders.
- the costs of preparation and/or deposit of statutory documents and all other documents concerning the Company including any registration declaration, prospectus and explanatory note for any authorities (assimilated to those authorities are official associations of exchange agents) with competence over the Company and offers to issue

shares of the Company; the costs of preparation, in the languages required in the interest of the shareholders, of sending and distributing annual and semi-annual reports, and all other reports and documents necessary under the applicable laws or regulations of the authorities indicated above (with the exception of the costs of advertising and all other costs incurred directly by the offer or distribution of the shares of the Company including the costs of printing, of copying the documents listed above or the reports used by distributors of the shares within the context of their commercial activity);

- the costs of preparation, publication and sending of notices for the attention of shareholders; the fees, costs and expenses of local representatives appointed in accordance with the regulations of those authorities, the cost of amending statutory documents, the cost incurred to enable the Company to conform with the legislation and official regulations or in order to obtain and to maintain a stock market listing for the shares, provided that those expenses are incurred principally in the interest of the shareholders.

These costs and expenses shall be paid out of the assets of the different Sub-Funds pro rata to their net assets. Fixed costs shall be divided between each Sub-Fund in proportion to the assets of that Sub-Fund in the Company, and costs specific to each Sub-Fund, category or class of shares shall be taken from that Sub-Fund, category or class of shares which incurred them.
All general recurrent costs shall be deducted in the first instance from current income and, if that is insufficient, from realised capital gains.

The costs associated with the creation of any new Sub-Fund shall be borne by the said Sub-Fund and may be depreciated over such period as is determined by the Board of Directors, except the Side-Pocket Sub-Funds. The formation expenses of any Side-Pocket Sub-Fund will be borne by the Sub-Fund from which the illiquid or difficult-to-price assets will be transferred to it.

Costs related to the establishment of any new Sub-Fund will be borne by such new Sub-Fund and amortised over a period of 1 (one) year from the date of establishment of such Sub-Fund or over any other period as the Board of Directors may determine, with a maximum of 5 (five) years starting on the date of the Sub-Fund's establishment.

When a Sub-Fund is liquidated, any setting-up costs that have not yet been amortised will be charged to the Sub-Fund being liquidated.

1. Depositary and Administration fees

As remuneration for its activity as depositary to the Company, the Depositary shall receive a quarterly commission from the Company, calculated on the average Net Asset Values of the assets of the different Sub-Funds of the Company for the quarter considered, to a maximum of 0.5% per annum.

In addition, any reasonable disbursements and expenses incurred by the Depositary within the framework of its mandate, including (without this list being exhaustive) telephone, telex, fax, electronic transmission and postage expenses as well as correspondents' costs, shall be borne by the relevant Sub-Fund of the Company. The Depositary may charge the depositary fee in the Grand Duchy of Luxembourg for services rendered in its capacity as Paying Agent.

As remuneration for its activity as administrative agent and the administrative services (accounts, bookkeeping, calculation of Net Asset Value, registrar functions, secretariat) it provides the Company with, the Delegate Administrative Agent shall receive a quarterly commission from the Company calculated on the average Net Asset Values of the assets of the different Sub-Funds of the Company for the quarter considered, to a maximum of 1.0% per annum.

Moreover, all reasonable expenses and costs advanced, including but without the list being limitative, the costs of telephone, telex, fax, electronic transmissions and postage incurred by the Administrative

Agent within the context of its functions as well as the costs of correspondents, shall be borne by the Sub-Fund of the Company concerned.

2. Directors’ fees

The Directors may each receive an annual fee out of the assets of the Company, which shall be approved by the Shareholders. The unaudited half-yearly and audited annual reports of the Company will include a statement detailing the current expenses policy of the Directors for that accounting period.

All Directors may be compensated, within reasonable limits, for travel, hotel and other expenses incurred for the purpose of attending meetings of the Board of Directors or General Meetings of the Company.

3. Management Company’s fees

The Management Company is entitled to receive out of the assets of the Company a fee amounting to a maximum annual percentage of 0.04% subject to a minimum annual fee amounting to EUR 15,000 per Sub-Fund. This fee will be calculated quarterly as the average of the month-end Net Asset Value of the previous quarter and shall be paid quarterly in arrears.

Moreover, the Management Company shall be entitled to receive out of the assets of the Company additional fees corresponding to the provision of additional services, as agreed from time to time, allowing the Company to comply with any new regulatory requirements impacting the Company.

Additional fees and other costs charged to the relevant Sub-Fund in relation to other additional services including but not limited to risk management, investment compliance and valuation services, as may be agreed from time to time, are disclosed in the relevant Sub-Funds Particular.

In addition, the Management Company shall be entitled to receive from the Company, if any, reimbursement for its reasonable disbursements included, but not limited to, reasonable out-of-pocket expenses, incurred in the performance of its duties.

Moreover, where applicable, any value added tax (“VAT”) associated with the above fees and reimbursements will be charged to the Sub-Funds.

Under the terms of the agreements entered into by MDO Management Company and the Company with the Investment Manager(s), the Company shall pay the relevant management and/or performance fee, to be calculated as stipulated in the Particulars.

4. Co-operation Agreements

The global distributors/distributors may reallocate a portion of their fees to distributors, dealers, other intermediaries or entities, with whom they have a distribution agreement, or to or for the benefit of a holder or prospective holder of Shares.

The global distributors/distributors may also on a negotiated basis enter into private arrangements (so called "co-operation agreements" with the Delegate Investment Manager being a party to such agreements) with a distributor, dealer, other intermediary, entity, holder or prospective holder of Shares (or an agent thereof) under which the global distributors/distributors are authorized to make payments to or for the benefit of such distributor, dealer, other intermediary, entity, holder or prospective holder of Shares which represent a retrocession of or a rebate on all or part of the fees paid by the Company to the Delegate Investment Manager.

Additionally, the Delegate Investment Manager may reallocate a portion of its management fees to global distributors, distributors, dealers, other intermediaries or entities that assist the Delegate Investment Manager in the performance of its duties or provide services, directly or indirectly, to the Sub-Funds or their shareholders.

VIII. COSTS BORNE BY THE SHAREHOLDER

a) **Current subscription:** shares are issued at a price corresponding to the Net Asset Value per share, without subscription fees, without contrary mention stipulated in each Sub-Fund's descriptive Particular.

b) **Redemption procedure:** the redemption price of shares of the Company may be higher or lower than the purchase price paid by the shareholder at the time of subscription, depending upon whether the Net Asset Value has risen or fallen, without redemption fees, without contrary mention stipulated in each Sub-Fund descriptive Particulars

c) **Conversion of shares:** the basis for conversion is linked to the respective Net Asset Values per share of the two Sub-Funds or categories or classes concerned, without conversion fees, without contrary mention stipulated in each Sub-Fund descriptive Particulars.

IX. TAXATION – LEGAL REGIME - OFFICIAL LANGUAGE

1. TAX REGIME

The following is a summary of certain material Luxembourg tax consequences of purchasing, owning and disposing of Shares. It does not purport to be a complete analysis of all possible tax situations that may be relevant to a decision to purchase, own or sell Shares. It is included herein solely for preliminary information purposes. It is not intended to be, nor should it be construed to be, legal or tax advice. This summary does not allow any conclusion to be drawn with respect to issues not specifically addressed. The following description of Luxembourg tax law is based on the Luxembourg law and regulations in effect and as interpreted by the Luxembourg tax authorities on the date of the Prospectus. These laws and interpretations are subject to change that may occur after such date, even with retroactive or retrospective effect.

A. Taxation of the company

The Company is governed by Luxembourg tax laws.

In accordance with current legislation, the Company is liable to an annual registration tax of 0.05% (to the exception of the Sub-Funds liable to benefit from the lower 0.01% rate per annum, as mentioned in the Particulars), calculated and payable quarterly on the basis of the Company's net assets at the end of the relevant quarter.

No fees or taxes are payable in Luxembourg on the issue of shares of the Company, with the exception of a fixed capital duty which is due at the time of incorporation and relates to the capital contribution. It amounts to EUR 1,250.- or their equivalent in another currency.

Income received by the Company on foreign investments may be liable to withholding taxes on dividends and interest as well as on capital gains in the country of origin and is collected by the Company after deduction of the relevant tax. Withholding taxes are neither recoverable nor refundable. As the Company itself is exempt from income tax, withholding tax levied at source, if any, is not creditable/refundable in Luxembourg. It is not certain whether the Company itself would be able to benefit from Luxembourg's double tax treaties network. Whether the Company may benefit from a double tax treaty concluded by Luxembourg must be analysed on a case-by-case basis. Indeed, as the Company is structured as an investment company, certain double tax treaties signed by Luxembourg may directly be applicable to the Company. The Company may be subject to certain other foreign taxes.

At present, no tax or stamp duty is payable in Luxembourg on the issue of shares of the Company.

B. Taxation of the shareholders

Under current legislation and practice, Shareholders are not subject to any capital gains, income, inheritance or other taxes in Luxembourg (except for shareholders domiciled, resident or having a permanent establishment in Luxembourg and for certain former residents of Luxembourg as foreseen by the law).

EU Tax considerations – Exchange of information

Under certain conditions, Shareholders may be subject to withholding tax, The Luxembourg law of June 21, 2005, entered into force on July 1, 2005, has implemented Council Directive 2003/48/CE on taxation of savings income in the form of interest payments (the “EU Savings Directive”). This law has introduced a withholding tax system on savings income in the form of interest payments for beneficial owners, who are individual residents in an EU Member State other than Luxembourg.

On November 10, 2015 the European Council adopted Council Directive (EU) 2015/2060 repealing the EU Savings Directive with effect as of 1 January 2017 for Austria and 1 January 2016 for all other EU Member States to among others prevent the overlapping of the EU Savings Directive and the automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU). In addition, as a result of the repeal of the EU Savings Directive, the Council Directive 2014/48/EU amending the EU Savings Directive no longer has to be transposed into national law.

Under the law of 18 December 2015 implementing the EU Council Directive 2014/107/UE on administrative cooperation in the field of direct taxation (the “DAC Directive”) and the OECD Common Reporting Standard (the “CRS”) (the “DAC Law”), since 1 January 2016, except for Austria which will benefit from a transitional period until January 1st 2017, the financial institutions of an EU Member State or a jurisdiction participating to the CRS are required to provide to the fiscal authorities of other EU Member States and jurisdictions participating to the CRS details of payments of interest, dividends and similar type of income, gross proceeds from the sale of financial assets and other income, and account balances held on reportable accounts, as defined in the DAC Directive and the CRS, of account holders residents of, or established in, an EU Member State and certain dependent and associated territories of EU Member States or in a jurisdiction which has introduced the CRS in its domestic law.

Payment of interest and other income derived from the Shares will fall into the scope of the DAC Directive and the CRS and are therefore be subject to reporting obligations.

The foregoing is only a summary based on the current interpretation of the said legal texts and does not purport to be complete in all aspects. It does not constitute investment or tax advice.

Prospective investors should consult their own tax advisor with respect to the application of the DAC Directive and the CRS to such investor in light of such investors' individual

circumstances. Investors are further invited to request information regarding applicable laws and regulations (i.e. any particular tax aspects or exchange regulations) of the countries of which they are citizens, or in which they are domiciled or resident and which may concern the subscription, purchase, holding and redemption of the Shares.

C. Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance Act ("**FATCA**") is part of the Hiring Incentives to Restore Employment Act enacted on 18 March 2010 by the Congress of the United States of America ("**USA**"). The aim of FATCA is to avoid tax evasion of US persons and to encourage international tax cooperation between the USA and other countries. FATCA provisions impose on financial institutions outside USA ("**Foreign Financial Institutions**" or "**FFI**") to provide the US Internal Revenue Service ("**IRS**") with reporting containing information about financial accounts held directly or indirectly by US Persons outside the USA. Failure to provide the requested information could lead to a 30% withholding tax applying to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends.

In order to facilitate the transposition of the FATCA provisions, the governments of the Grand-Duchy of Luxembourg and USA entered into an intergovernmental agreement ("**IGA**") on 28 March, 2014 and a memorandum of understanding in respect thereof. The IGA was transposed into Luxembourg law on 24 July 2015 (the "FATCA Law"). The Company intends to comply with the provisions of FATCA and notably the IGA, FATCA Law and related regulations and circulars. According to the IGA and the FATCA Law, the Company shall collect information for the identification of its direct and indirect Shareholders that are US persons and shall report specific information in relation to their accounts to the Luxembourg tax authorities ("*Administration des Contributions Directes*"). The Luxembourg tax authorities will then exchange this specific information on reportable accounts on an automatic basis with the IRS.

To ensure compliance with FATCA, the IGA and the FATCA Law in accordance with the foregoing, the Company shall have the right to:

- Request from the Shareholder or beneficial owner of the Shares to promptly furnish information or documentation, including but not limited to W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other evidence of a Shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain such Shareholder's FATCA status;

- Report to the Luxembourg tax authorities ("Administration des Contributions Directes") (i) information concerning a Shareholder or beneficial owner of the Shares and his account holding in the Company if such account is deemed a US reportable account under the IGA and the FATCA Law and/or (ii) information concerning payments to account holders with FATCA status of non-participating FFI, as the case may be;

- Deduct from the payment of any dividend or redemption proceeds to a Shareholder by or on behalf of the Company, a withholding tax in accordance with FATCA, the IGA and the FATCA Law.

In addition the Company will comply with the IGA and Luxembourg laws, regulations and circulars implementing FATCA provisions as a "Reporting Luxembourg Financial Institution" (as such term is defined under the IGA) and will register and certify compliance with FATCA with obtaining a GIIN ("Global Intermediary Identification Number"). From this point the Company will furthermore only deal with professional financial intermediaries which are FATCA compliant.

The Company communicates to the Shareholder that (i) the Company is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will only be used for the

purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities; (iv) responding to FATCA-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the Shareholder has a right of access to and rectification of the data communicated to the Luxembourg tax authorities.

The Company reserves the right to refuse any application for shares if the information provided by a potential investor does not satisfy the requirements under FATCA, the FATCA Law and the IGA.

Shareholders should consult their own tax advisors regarding the FATCA requirements with respect to their own situation. In particular, Shareholders who hold their shares through intermediaries should confirm the FATCA compliance status of those intermediaries to ensure that they do not suffer US withholding tax on their investment returns.

2. LEGAL REGIME

Any dispute arising between shareholders and the Company shall be settled through arbitration proceedings. The one or more arbitrators shall decide in accordance with Luxembourg law; their decision shall be final.

3. OFFICIAL LANGUAGE

The official language of the present Prospectus and of the Articles of Incorporation is the English language; the Board of Directors of the Company and the Depositary however may for their own account and that of the Company consider that translation into the languages of the countries where the shares of the Company are offered and sold shall be mandatory. In the case of any discrepancy between the English original and a foreign language version into which the Prospectus is translated, the English version shall prevail.

X. FINANCIAL YEAR - MEETINGS – PERIODICAL REPORTS

1. FINANCIAL YEAR

The financial year starts on 1st October and ends on 30th September of each calendar year.

2. MEETINGS

The Ordinary General Meeting of Shareholders of the Company shall represent, when properly constituted, all the shareholders of the Company. It shall enjoy the broadest powers for ordering, performing or ratifying all acts relating to the operations of the Company.

The Annual General Meeting of Shareholders shall be held at the registered office of the Company or at any other location in the Grand Duchy of Luxembourg that shall be stipulated in the convocation, the 3rd Friday in the month of January at 11:00. In the event that this day is a public holiday or a bank holiday in Luxembourg, the Annual General Meeting shall be held the first subsequent day that banks are open. The Annual General Meeting may be held abroad if the Board of Directors states without appeal that exceptional circumstances require such a move.

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

Decisions concerning the general interests of the shareholders of the Company shall be taken during a General Meeting of the Shareholders and the decisions concerning specific rights of shareholders of a Sub-Fund or of a category/class of shares shall be taken during a General Meeting of the Shareholders of that Sub-Fund or that category/class of shares.

The General Meetings of Shareholders shall be held on the date, at the time and at the location as specified in the convocation.

The quorums and delays required by law shall meet upon convocation by the Board of Directors or upon the written request of shareholders representing at least one tenth (1/10) of the share capital of the Company pursuant to a notice setting forth the agenda sent and/or published in accordance with the applicable law.

The Board of Directors may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders. 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 applicable for this general meeting will be determined according to the shares issued and outstanding at a certain date and time preceding 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 attached to his shares will be determined by reference to the shares held by this Shareholder as at the Record Date. In case of dematerialised shares (if issued) the right of a holder of such shares to attend a general meeting of Shareholders and to exercise the voting rights attached to such shares will be determined by reference to the shares held by this holder as at the time and date provided for by Luxembourg laws and regulations.

Any share of any Sub-Fund, category or class, whatever its value, provides the right to a single vote.

Every shareholder may take part in General Meetings of Shareholders appointing another person in writing as proxy or by telefax message or any other electronic means capable of evidencing such proxy, who cannot themselves be a shareholder. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders or at a class meeting duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes in relation to shares in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or an invalid vote. A shareholder who is a corporation may execute a proxy under the hand of a duly authorized officer.

Shareholders will meet upon call by the Board of Directors, after a notice announcing the agenda is published in compliance with the law.

However, if all the Shareholders are present or represented and if they declare that they are aware of the agenda, the General Meeting may proceed without prior notices and/or publications.

The General Meeting of Shareholders may only address the items contained in the agenda.

3. PERIODIC REPORTS

Annual reports as of 30th September, certified by the Auditors, together with uncertified semi-annual reports as at 31st March, shall be available free of charge to shareholders at the office of the

Depositary, at other offices designated by it, and at the registered office of the Company. The Company is authorised to publish summary financial reports bearing the mention that the shareholders may obtain a full version of the same from the same offices as above. A full version of these financial reports may however be obtained free of charge from the registered office of the Company, from the Depositary as well as from offices designated by the Company. These reports shall contain information on each Sub-Fund as well as on the assets of the Company as a whole.

The financial statements of each Sub-Fund shall be drawn up in the reference currency of the respective Sub-Fund, while the consolidated accounts shall be expressed in EUR.

The annual reports shall be made available to shareholders within four months after the end of the financial year. The semi-annual reports shall be published and made available to shareholders within two months after the end of the semester.

XI. LIQUIDATION - MERGING OF SUB-FUNDS

1. LIQUIDATION OF THE COMPANY

The liquidation of the Company is governed by the provisions and conditions of the Law.

A. Minimum assets

In case the Company's corporate capital falls below two thirds of the legally required minimum, the Board of Directors must submit the question of the Company's liquidation to a General Meeting of shareholders for which no quorum shall be prescribed and which shall take its decisions by a simple majority of the shares represented at the meeting.

In case the Company's corporate capital falls below one quarter of the required minimum, the Board of Directors must submit the question of the Company's liquidation to a General Meeting of shareholders for which no quorum shall be prescribed. Liquidation may be resolved by shareholders holding one quarter of the shares represented at the meeting.

Such meeting must be convened so as to be held within forty days after determining that the net assets have fallen below either two thirds or one quarter of the legal minimum capital. Moreover, the Company may be dissolved by a resolution of a General Meeting of shareholders ruling in accordance with the relevant provisions of the Articles of Incorporation.

The decisions of the General Meeting or of the law court on the liquidation and winding-up of the Company shall be published in the *Recueil Electronique des Sociétés et Associations* (RESA) and in newspapers with reasonably wide circulation, of which at least one must be a Luxembourg newspaper. These notices are published on the orders of the liquidator(s).

B. Voluntary liquidation

In case the Company is wound-up, the liquidation shall be carried out by one or more liquidators appointed in accordance with the Articles of Incorporation of the Company and the provisions of the Law, whereby the net proceeds of liquidation are to be distributed among the shareholders after deduction of liquidation expenses.

Amounts which have not been distributed at the close of the liquidation procedure shall be deposited in the name of the entitled person with the *Caisse de Consignation* in Luxembourg until the respective expiry date.

Shares shall cease to be issued, redeemed or converted as soon as the resolution to wind-up the Company has been taken.

2. CLOSURE AND MERGER OF SUB-FUNDS

A. Closure of Sub-Funds, categories or classes

If the assets of any Sub-Fund, category or class fall below a level at which the Board of Directors of the Company considers that its management is too difficult to ensure, it may decide to close that Sub-Fund, category or class. It may also do so within the framework of a rationalisation of the range of the products offered to investors.
If a Master Fund of which a Sub-Fund is the Feeder Sub-Fund is liquidated, terminated or closed, the Sub-Fund may also be terminated unless the CSSF has approved investment in another Master Fund or as the case may be the amendment of the Company's documentation so as to enable such Sub-Fund to convert into a Sub-Fund which is no longer a Feeder Fund.

A Feeder Sub-Fund may also be terminated in case the Master Fund in which it invests, merges with another fund or is divided into two or more funds unless the Company decides that this Feeder Sub-Fund continues to be the feeder of this Master Fund or of another Master Fund resulting from the merger or division operations, subject to the provisions of this Prospectus, or the CSSF has approved investment in another Master Fund or as the case may be the amendment of the Company's documentation so as to enable such Feeder Sub-Fund to convert into a Sub-Fund which is no longer a Feeder Sub-Fund.

The decision and the methods of closure shall be brought to the knowledge of the shareholders of the Sub-Fund, category or class in question.
A notification relating to the closure of the Sub-Fund, category or class may also be transmitted to all the registered shareholders of this Sub-Fund, category or class.

The net assets of the Sub-Fund, category or class in question shall be distributed among the remaining shareholders of the Sub-Fund, category or class. Any amounts that have not been distributed at the closure of the liquidation operations of the Sub-Fund, category or class in question shall be deposited at the public trust office (*Caisse de Consignation*) in Luxembourg to be held for the benefit of the persons entitled thereto and shall be forfeited after 30 years.

B. Merger of Sub-Funds, categories or classes

The Board of Directors of the Company may decide, in the interest of the shareholders, to transfer the assets of one Sub-Fund, category or class of shares to those of another Sub-Fund, category or class of shares within the Company. Such mergers may be performed for reasons of various economic reasons justifying a merger of Sub-Funds, categories or classes of shares. The merger decision shall be published and be sent to all registered shareholders of the Sub-Fund, category or of the concerned class of shares at least one month before the effective date of the merger. The publication in question shall indicate, in addition, the characteristics of the new Sub-Fund, the new category or class of shares. Every Shareholder of the relevant Sub-Funds, categories or classes shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost (other than the cost of disinvestment) during a period of a period of at least thirty (30) calendar days before the effective date of the merger it being understood that the effective date of the merger takes place five (5) business days after the expiry of such notice period.

In the same circumstances as described in the previous paragraph and in the interest of the shareholders, the transfer or the merger of assets and liabilities attributable to a Sub-Fund, category or class of shares to another UCITS or to a sub-fund, category or class of shares within such other UCITS (whether established in Luxembourg or another Member State and whether such UCITS is incorporated as a company or is a contractual type fund) may be decided by the Board of Directors of the Company in accordance with the provisions of the 2010 Law. The Company shall send a notice to the Shareholders of the relevant Sub-Fund in accordance with the provisions of CSSF Regulation 10-5. Every shareholder of the Sub-Fund, category or class of shares concerned shall have the possibility to request the redemption or the conversion of his shares without any cost (other than the cost of disinvestment) during a period of at least thirty (30) calendar days before the effective date of the merger, it being understood that the effective date of the merger takes place five (5) business days after the expiry of such notice period.

In the case of a contribution in a different undertaking for collective investment, of the type "investment or mutual fund", the contribution shall only involve the shareholders of the Sub-Fund, the category or the class of shares in question who have expressly approved the contribution. Otherwise, the shares belonging to the other shareholders who have not made a statement regarding that merger shall be reimbursed without any cost. Such mergers may be carried out in various economic circumstances that justify a merger of Sub-Funds.

In case of a merger of a Sub-Fund, category or class of shares where, as a result, the Company ceases to exist, the merger needs to be decided by a meeting of shareholders of the Sub-Fund, category or class of shares concerned, for which no quorum is required and decisions are taken by the simple majority of the votes cast.

XII. INFORMATION AND DOCUMENTS AVAILABLE TO THE PUBLIC

1. INFORMATION FOR SHAREHOLDERS

A. Net Asset Value

The Net Asset Values of the shares in each Sub-Fund, category or class of shares of the Company shall be available on each business day at the registered office of the Company. The Board of Directors may subsequently decide to publish such net assets in newspapers of the countries where the shares of the Company are offered or sold. They shall moreover be posted each business day on Reuters screen.

They may also be obtained at the registered office of the Depositary as well as from the banks ensuring financial services.

B. Issue and redemption prices

The issue and redemption prices of the shares of each Sub-Fund of the Company, category or class of shares of the Company shall be made public daily at the Depositary and from the banks ensuring financial services.

C. Notices to shareholders

Any other information intended for the shareholders shall be published in the *Recueil Electronique des Sociétés et Associations* (RESA) in Luxembourg, if such publication is prescribed by the Law. Information may also be published in a Luxembourg newspaper.

D. Information to investors

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general shareholders' meetings if the investor is registered himself and in his own name in the shareholders' register of the Company. In cases where an investor invests in the Company through an intermediary investing into the Company in his 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 are advised to take advice on their rights.

E. Data Protection

In accordance with the provisions of the law of 2 August 2002 on the protection of persons with regard to the processing of personal data, as amended, the Company has to inform Shareholders that their personal data is kept by means of a computer system.

The Company collects, stores and processes by electronic or other means the data supplied by Shareholders at the time of their subscription and collected on an ongoing basis for the purpose of fulfilling the services required by the Shareholders and complying with its legal obligations, including foreign regulations such as FATCA.

In case the investor is not a natural person, the Company may collect, store and process data concerning "Controlling Persons" who are natural persons exercising control over the entity investing in Shares of the Company. The concept of Controlling Persons is defined in the IGA and the Luxembourg law implementing Council Directive 2014/107/EU and the CRS and shall be interpreted in a manner consistent with the Financial Action Task Force Recommendations. For instance, in the case of a trust, the settlor(s), the trustee(s), the protector(s), if any, the beneficiary(ies) or class(es) of beneficiaries, and any other natural person(s) exercising ultimate effective control over the trust may be considered Controlling Persons, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions.

By subscribing for Shares of the Company, the investor expressly authorises the collection, storage and processing of information concerning the investor along with the required supporting documentary evidence (the "Personal Data"), including without limitation:

- name, address, date and place of birth, nationality, profession, including for Controlling Persons in case the investor is not a natural person;
- account statements;
- amount of assets held with the Company;
- amount of revenues and income;
- any other information regarding the relationship between the Company and the investor (and its Controlling Person(s), as the case may be) which may be requested or required by the Luxembourg tax authority (*Administration des Contributions Directes* – ACD) and/or the U.S. tax authority (Internal Revenue Service – IRS).

Such Personal Data may relate to (i) investors being "Reportable Persons" either within the meaning of the IGA, including Foreign Financial Institutions ("FFIs") that do not comply with FATCA, or within the meaning of CRS and (ii) Controlling Persons of certain non-financial entities ("NFFEs" or "NFEs") being themselves Reportable Persons.

The investor may, at his/her/its discretion, refuse to communicate the Personal Data to the Company. In this case, however, the Company may reject his/her/its request for subscription of Shares in the Company or proceed with the compulsory redemption of all Shares already held, as the case may be, under the terms and conditions set forth in the Articles of Incorporation and in the Prospectus.

In particular, the data supplied by Shareholders is processed for the purpose of (i) maintaining the register of Shareholders, (ii) processing subscriptions, redemptions and conversions of Shares and payments of dividends to Shareholders, (iii) performing controls on late trading and market timing practices, (iv) complying with applicable anti-money laundering and anti-terrorism financing rules, as well as with other legal obligations (in particular for tax purposes in accordance with CRS), including foreign regulations such as FATCA.

Personal Data may be shared as required by applicable law and regulations (Luxembourg or otherwise), in particular with the ACD which may exchange that information with foreign tax authorities in accordance with CRS.

The investor undertakes to inform its Controlling Persons, if applicable, of the processing of Personal Data. In particular, Reportable Persons are informed that certain operations they will perform will be reported to them through the issuance of certificates or contact notes, and that part of this information will serve as a basis for reporting to the ACD.

The Company can delegate to another entity (the Management Company, the Administrative Agent and the Registrar and Transfer Agent) (the "Processors") the processing of the Personal Data, in compliance and within the limits of the applicable laws and regulations. The processing of personal data may be delegated also to the services providers appointed by the Company in the countries of registration of the Company.

Each Shareholder has a right to access his/her/its Personal Data and may ask for a rectification thereof in cases where such data is inaccurate and incomplete. In relation thereto, the Shareholder can ask for a rectification by letter addressed to the Company.

The Shareholder has a right of opposition regarding the use of his/her/its Personal Data for marketing purposes. This opposition can be made by letter addressed to the Company.

The Shareholder's Personal Data shall not be held for longer than necessary with regard to the purpose of data processing observing legal periods of limitation.

For additional copies of this Prospectus or copies of the relevant KIIDs or of most recent annual and semi-annual financial reports of the Company or the Articles of Incorporation or for any queries Shareholders may have on how to invest, they are invited to write to the Domiciliary Agent at 60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

2. DOCUMENTS AVAILABLE TO THE PUBLIC

The Articles of Incorporation of the Company, the Prospectus and the relevant key investor information documents, the agreements with the Depositary, Administrative and Financial Agent, the Investment Management and Advisor agreements as well as the distribution agreements are available for inspection by the public at the Company's registered office.

These agreements may be amended by mutual agreement of the parties involved.

3. ADDITIONAL INFORMATION FOR INVESTORS IN THE UK

This document consists of supplementary information provided for investors in the United Kingdom and is intended to be read in conjunction with the latest Prospectus and Key Investor Information Documents of PARETURN.

1. Name and address of the collective investment scheme and the Management Company:

PARETURN a SICAV "*Société d'Investissement à Capital Variable*" was created under the laws of Luxembourg on 25 March 1994 and has its registered office at 60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

The Company has appointed MDO Management Company S.A., 19, rue de Bitbourg, L-1273 Luxembourg, as its Management Company (www.mdo-manco.com).

2. United Kingdom Facilities Agent

The Company has appointed BNP PARIBAS SECURITIES SERVICES S.C.A., LONDON BRANCH, its principal place of business being 55 Moorgate, London EC2R, as its UK Facilities Agent.

Investors can obtain information about the most recent prices and redemption facilities from the office of the UK Facilities Agent detailed above.

Concerning the nature of the Share classes, please refer to the Section "General Information" for each Sub-Fund in the latest available Prospectus.

UK resident investors should seek their own professional advice as to tax matters and other relevant considerations. Please note that investors making investments in the Company may not receive back their entire investment.

Although the Company is authorised by the Financial Conduct Authority for the purposes of distribution, potential and current investors in the UK are advised that the rules made under Financial Services and Market Act (FSMA) do not in general apply to the Company in relation to its investment business.

3. Information to investors

The following documents and/or information are available for inspection at the office of the UK Facilities, Marketing and Sales Agent:

a) The latest available full prospectus and key investor information documents,
b) The latest articles of incorporation of the Company,
c) The latest available annual and semi-annual financial reports of the Company,
d) The issue and redemption prices

4. Written Complaints

Written complaints about any aspect of the service including the operations of the Company, or requests to obtain a copy of the complaints handling procedure can be addressed to UK Facilities Agent for their further submission to the Company's head office.

5. Cancellation Rights

Please note that the investors have no rights of cancellation in respect of their holding.

6. Compensation Rights

Potential investors should be aware that PARETURN is not subject to the rules and regulations made under FSMA for the protection of investors. Investors will not have any protection under the United Kingdom Financial Services Compensation Scheme.

The foregoing is based on the Company's understanding of the law and practice currently in force in the United Kingdom and is subject to changes therein. It should not be taken as constituting legal or tax advice and, Investors should obtain information and, if necessary, should consult their professional advisers on the possible tax or other consequences of buying, holding, transferring or selling the units under the laws of their countries of origin citizenship, residence or domicile. Furthermore the content of this document is for information purposes only, it does not constitute any offer or promotion of sale nor does it make any reference to the suitability of investments referred to herein.

XIII. APPENDIX 1: SUB-FUNDS

The Sub-Funds aim to achieve reasonably high performances whilst maintaining a prudent policy of preserving capital. The Company takes the risks it deems reasonable in order to achieve the objective set. Nevertheless, it cannot guarantee achieving it in view of the stock market fluctuations and other risks to which investments in transferable securities are exposed.
Unless otherwise specified in each Sub-Fund's investment policy, no guaranty can be given on the realisation of the investment objectives of the Sub-Funds and past performance is not an indicator of future performances

At present the Company may issue the following classes of shares:

(i) **distribution shares (shares of Class "A" or "A" shares)**, which receive an annual dividend, and the Net Asset Value of which is reduced by an amount equal to the distribution made,
(ii) **capitalisation shares (shares of Class "B" or "B" shares)**, which do not receive a dividend, and of which the Net Asset Value remains unchanged (resulting in a percentage increase of the global Net Asset Value attributable to the shares of class B).

At present the Company may issue shares in the following categories:

(i) the "Retail" category , "R", "R1" and "P" which is open to all types of Investors.
(ii) the "Institutional", "I", "G", "A" and "U" category which is exclusively reserved for Institutional Investors.
(iii) category "S", "T", and "Others" which is subject to any other rate of Delegate Manager's Fees.
(iv) the "M" category which is reserved for institutional investors like Discretionary Portfolio Managers and Financial Managers of UCITS/UCI.
(v) the "F" category which is reserved for institutional and retails investors.
(vi) the "I1" and "I2" categories are both reserved for institutional investors. These two categories are distinct by different structure fee as specified in the relevant particulars of the Sub-Fund(s).
(vii) the "Z" category is only available to (i) investors who have entered into a separate agreement with investment services providers which, according to regulatory requirements, are not allowed to accept and keep trail commissions (in the European Economic Area, this shall include investment services providers providing discretionary portfolio management or investment advice on an independent basis on a fee-based relationship); and (ii) institutional investors exclusively investing on their own account which meet any of the categories of Eligible Counterparty/Professional Investor defined by letters a) to f) (inclusive) for paragraph I.1 of Annex II of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 (MiFID II)

SUB-FUND PARETURN ENTHECA PATRIMOINE

1. INVESTMENT POLICY

The objective of the sub-fund **PARETURN - ENTHECA PATRIMOINE** is (denominated in EUR) to achieve growth through a global balanced strategy.

The Sub-Fund is a **diversified mixed sub-fund** with the following. exposure threshold to each asset class. The exposure per each asset class will be:
Equities: between0% and 50% of the Sub-Fund's net assets, investing directly and/or through UCITS and/or other UCI within the meaning of Article 1, paragraph (2), items (a) and (b) of Directive 2009/65/EC or via financial derivatives instruments in international securities of market capitalisations of large and mid-sized listed companies, (including all capitalisations, without restrictions in terms of sector or region).
Among equities, specific exposures are as follows:

- from 0% to 15 % investing directly and/or through UCITS and/or other UCI within the meaning of Article 1, paragraph (2), items (a) and (b) of Directive 2009/65/EC or via financial derivatives instruments in international equities of market capitalisations of small-sized listed companies (ie. between 150 million euros to 1 billion euros), with no sector allocation limits.
- from 0% to 15% investing in emerging markets securities

Fixed income products: from 0% to 100% of the Sub-Fund's net assets, investing in fixed and/or variable rate government and/or corporate bonds and money market, directly or through UCITS and/or other UCI within the meaning of Article 1, paragraph (2), items (a) and (b) of Directive 2009/65/EC. The exposure of the Sub-Fund may not exceed 50% of its total assets investing in high yield bonds or non-rated securities. The portfolio's sensitivity regarding rates markets will vary a range from -2 to 5.

The Sub-Fund reserves the right to determine this allocation further to risks, opportunities and market conditions considerations.

The Sub-Fund may use financial derivatives instruments for hedging and investment purposes.

Use of securities financing transactions and total return swaps
The Sub-Fund will not use for the time being securities financing transactions and total return swaps as defined in 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.
This Sub-Fund Particular will be amended prior to the use of such transactions and instruments should the Sub-Fund intend to use them.

Risk Profile
The investment policy of the Sub-Fund in equity instruments, emerging markets, fixed income securities is subject to risks, including market risk, currency risk and credit risk.

Investing In Equity Securities
Investing in equity securities may offer a higher rate of return than those in short term and longer term debt securities. However, the risks associated with investments in equity securities may also be higher, because the investment performance of equity securities depends upon factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with any equity portfolio

is the risk that the value of the investments it holds might decrease in value. Equity security values may fluctuate in response to the activities of an individual company or in response to general market and/or economic conditions. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices. The investments in securities of newer companies may be riskier than the investments in more established companies.
The investments in warrants involve a greater degree of risk, as the greater volatility in the prices of warrants may result in greater volatility in the price of Shares.
Investors should be aware that the value of the Shares may fall as well as rise and a Shareholder on transfer or redemption of Shares or liquidation may not get back the amount initially invested. There can be no assurance that the investment objectives of the Sub-Fund will be achieved.

Investment in Mid And Small Cap Securities
To the extent a Sub-Fund invests in securities of medium sized and small capitalization companies, such Sub Funds' investments in smaller, newer companies may be riskier than investments in larger, more established companies. The stocks of medium-size and small companies are usually less stable in price and less liquid than the stocks of larger companies.

Investments in Debt Securities
Debt securities are subject to the risk of an issuer's inability to meet principal and interest payments on the obligation (credit risk) and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity.

Investment in Emerging Markets
For the Sub-Funds authorised to invest in emerging markets, investors should be aware that some markets in which Sub-Funds may invest are emerging markets subject to periods of growth, instability and change. The activity of custodian banks is not as developed in emerging countries and this may lead to difficulties in the liquidation and registration of transactions. The stock exchanges concerned are smaller and more volatile than the stock markets of more developed countries. A small number of issuers account for a large share of market capitalisation and quotation value of these exchanges. In the past, some of these exchanges have experienced substantial volatility of prices or were closed unexpectedly and for long periods of time. There is no guarantee that such events will not be repeated. In emerging markets there is the risk of political or economic changes which could unfavourably influence the value of a Sub-Fund's investment.
In these regions, the risk that the main investment objective, i.e. appreciation of capital, will not be achieved is even more substantial.

Investor Profile
The Sub-Fund is suited to investors seeking an appreciation of invested capital on a long term.

Warning
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:

For this Sub-Fund, the Company will issue shares:

- in the category "R" which is open to all types of Investors and
- in the category "I", which is exclusively reserved for Institutional Investors .

For each of these categories, the Company will only issue capitalisation share in Class "B".

For this Sub-Fund, the Company will issue registered shares.

Frequency of the Calculation of the Net Asset Value "NAV":
Twice monthly, namely the 15th and the last bank working day in Luxembourg ("Valuation Day"). If the Valuation Day is a public holiday in Luxembourg, the NAV will be dated on the following bank working day.

As from October 3rd, 2014, the Net Asset Value will be calculated weekly, namely each Friday in replacement of the current NAV frequency calculation, which is bi-monthly, namely the 15th and the last bank working day.

Delegate Manager: Under the terms of an agreement dated on 6 December 2013 for an indefinite term with a 90 (ninety) days prior notice to termination, ENTHECA FINANCE S.A.S. with its registered office at 22, rue de Marignan, F-75008 Paris, France, will perform the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

ENTHECA FINANCE S.A.S. is a company under the corporate form of *Société par Actions Simplifiées* (S.A.S.) governed by the French Law, registered on October 12, 2007. Its activity consists of the management of UCITS and licensed by the French Authority of the Financial Markets (*Autorité des Marchés Financiers*) under n° GP-07000052.

Delegate Manager's Fee: As remuneration for its services, the Delegate Manager will receive an annual fee calculated on the net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears of

- Class "R": max. 1.30% per annum
- Class "I": max. 0.70% per annum

As for investments in a UCITS or other UCIs, total management fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 3% of the NAV of the Sub-Fund. In its annual report, the Company shall indicate the maximum proportion of management fees both to the sub-Fund itself and to the UCITS and/or UCIs in which it invests.

Performance Fee:

Moreover, for both classes of shares, the delegated Manager is entitled to receive a performance fee, as described as follows:

For Class "R":
The positive difference between the annual performance of the share class (i.e. over the accounting year) and the hurdle rate (this is a fixed rate equal to 5%). This fee amounted to 15% above the hurdle rate is payable to the Delegated Manager. The performance fee will be calculated and provision will be adjusted on each Valuation Day during the financial year with the application of the hurdle rate method. Performance fees becomes payable to the Delegated Manager, after deducting any performance fee. Performance fee will be accrued if the performance of the share class of the sub-fund exceeds the hurdle rate. In case of redemption, the performance fee accrued (if any) attributable to shares redeemed within the financial year, will be crystallized and paid to the Delegated Manager.
The performance fees will be paid in an annual basis.

For Class “I”:
The positive difference between the annual performance of the share class (i.e. over the accounting year) and the hurdle rate (this is a fixed rate equal to 6%). This fee, amounted to 10% above the hurdle rate and capped to 35% of the Delegate Manager’s Fees applicable to the relevant share class, is payable to the Delegated Manager. The performance fee will be calculated and provision will be adjusted on each Valuation Day during the financial year with the application of the “high water mark with hurdle rate” method. Hurdle rate means the performance of a reference index (or other references) as specified at the level of the share class whereas high water mark means the highest NAV of the share class as at the end of any previous financial year on which performance fees becomes payable to Delegated Manager, after deducting any performance fee. Performance fee will be accrued if the performance of the share class exceeds the hurdle rate and the high water mark. In case of redemption, the performance fee accrued (if any) attributable to shares redeemed within the financial year, will be crystallized and paid to the Delegated Manager.
The performance fees will be paid in an annual basis.

Subscription / Redemption / Conversion:

Subscriptions in the Sub-Fund will be done in amount or in kind.

Initial Subscription Date and launch Date of the Sub-Fund: 6 December 2013

Minimum initial subscription Price:
Shares of the Sub-Fund may be subscribed initially at an initial subscription price of EUR 140.

Minimum initial subscription Amount:
For Class R: EUR 100,-
For Class I: EUR 300.000,-

Minimum subsequent subscription:
For class R: one share
For class I: one share

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus. This subscription price may be increased by a maximum subscription fee (i) of 2% of the NAV for shares in category “R” and (ii) of 3% of the NAV for shares in category “I” paid in favour of the financial intermediaries.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, without deduction of any redemption commission.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed on the Valuation Day at 12:30 pm at the latest

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three business days of the calculation of the applicable Net Asset Value.

Official listing on the Luxembourg Stock Exchange: The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

Subscription Tax: The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.05% for class “R” share
- 0.01% for class “I” share.