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PROSPECTUS

F.A.M. UCITS SICAV

Société d'Investissement à Capital Variable
à compartiments multiples
Luxembourg

R.C.S. LUXEMBOURG B 279415

August 2024

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REGISTERED OFFICE	2 Rue d'Arlon L-8399, Windhof Grand-Duchy of Luxembourg
MANAGEMENT COMPANY	Pure Capital S.A. 2 Rue d'Arlon L-8399, Windhof Grand-Duchy of Luxembourg
DIRECTORS OF THE SICAV	Patrick Useldinger, Director Partner, Fiducenter S.A. Manuel Ghidini, Director Partner, Fiducenter S.A. Tony Buche, Director Senior Advisor, Pure Capital S.A.
INVESTMENT MANAGER	Fiducenter S.A. 18 rue de l'Eau L-1449 Luxembourg Grand-Duchy of Luxembourg
GLOBAL DISTRIBUTOR	Pure Capital S.A. 2 Rue d'Arlon L-8399, Windhof Grand-Duchy of Luxembourg
DOMICILIARY AGENT	Pure Capital S.A. 2 Rue d'Arlon L-8399, Windhof Grand-Duchy of Luxembourg
DEPOSITARY BANK	Bank Pictet & Cie (Europe) AG succursale Luxembourg 15, avenue J-F Kennedy L-1855, Luxembourg Grand-Duchy of Luxembourg
CENTRAL ADMINISTRATION AGENT	FundPartner Solutions (Europe) S.A. 15, avenue J-F Kennedy L-1855, Luxembourg Grand-Duchy of Luxembourg
AUDITOR	PricewaterhouseCoopers, Société Coopérative 2, rue Gerhard Mercator L-2182 Luxembourg Grand-Duchy of Luxembourg

The Prospectus is divided into two Parts. Part A “General Information” aims at describing the general features of F.A.M. UCITS SICAV. Part B “The Sub-Funds” aims at describing precisely each Sub-Fund’s specifics.

PART A: GENERAL INFORMATION

GLOSSARY

A share	Mainland China's domestic share denominated in Renminbi and traded in the Chinese Stock Exchanges.
Annual General Meeting	The general meeting of Shareholders which is held yearly.
Articles or Articles of the Company	The Articles of Incorporation of the Company.
AuM	Assets under management.
Auditor	PricewaterhouseCoopers, Société Coopérative.
B share	Mainland China's domestic share denominated in foreign currencies and traded in the Chinese Stock Exchanges.
Business Day	Unless otherwise specified in Part B of this Prospectus, any full day on which banks are open for normal banking business in Luxembourg.
Benchmark	The benchmark, as amended from time to time, where listed in section "Benchmark" of Part B of this Prospectus for each Sub-Fund.
Benchmark Regulation	Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds, as amended from time to time.
Board of Directors, Board	The board of directors of the Company.
Caisse de Consignation	The <i>Caisse de Consignation</i> is a Luxembourg Government agency responsible for safekeeping unclaimed assets entrusted to it by financial institutions in accordance with applicable Luxembourg law(s). The Management Company will pay unclaimed Shareholder assets to the <i>Caisse de Consignation</i> in certain circumstances as described in the Prospectus.
Calculation Day	A day on which the Net Asset Value per share of each class will be calculated for a given Valuation Day, as specified in the Part B of this Prospectus.
Certificates	Type of structured product enabling access to predefined underlying securities.
CDSC	Contingent Deferred Sales Charge.
Class(es) of Shares or Class(es) or Shares Class(es)	Within each Sub-Fund several different classes of shares whose characteristics may differ. The differences between the classes may relate <i>inter alia</i> to the initial subscription price per share, the Reference Currency of the class, the types of investors who are eligible to invest, the subscription and repurchase frequency, the charging structure applicable to each of them, the distribution policy, the currency hedging policy or such other features as the Board of Directors may, in their discretion, determine.
Commitment Approach	The Commitment Approach is defined as the sum of the absolute value of the individual commitments of financial derivatives instruments, after taking into account possible effects of netting and hedging techniques.
Company	F.A.M. UCITS SICAV, an investment company organised under Luxembourg laws as a <i>société anonyme</i> qualifying as a <i>société d'investissement à capital variable</i> ("SICAV"). The Company qualifies as an UCITS under the UCITS Directive. F.A.M. stands for Fiducier Asset Management, namely the investment manager and initiator of the Company.
Company Law	The Luxembourg law of 10 August 1915 related to the commercial companies, as amended.
CSSF	The Luxembourg Commission de Surveillance du Secteur Financier (CSSF) in charge of the supervision of UCITS and UCI in the Grand Duchy of Luxembourg.
CRS	Common Reporting Standard - formally referred to as the Standard for Automatic Exchange of Financial Account Information, is an information standard for the automatic exchange of information (AEOI), developed in the context of the Organisation for Economic Co-operation and Development (OECD).
Data Protection Law	Regulation n°2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data.
Depository Bank	Bank Pictet & Cie (Europe) AG succursale Luxembourg
Directive 2009/65/EC or UCITS Directive	Directive 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, as amended from time to time.

Director(s)	Member(s) of the Board of Directors of the Company.
Distributor(s)	Entity/ies acting as distributor as explained in section 20.
Domiciliary Agent	Pure Capital S.A..
Eligible Market	A Regulated Market in one of the Eligible States.
Eligible State	Any EU Member State, any member state of the OECD, and any other state which the Directors deem appropriate with regard to the investment objectives of each Sub-Fund. Eligible States in this category include countries in Africa, the Americas, Asia, Australasia and Europe.
ESG criteria	Environmental, Social and Governance (ESG) criteria constitute the three pillars of extra-financial analysis taken into account in socially responsible fund management. The Environmental criterion relates, among other, to prevention of environmental risks. The Social criterion relates, among other, to employee rights monitoring and social dialogue. The Governance criterion verifies, among other, the independence of the Board of Directors.
ESMA	The European Securities and Markets Authority is an independent EU Authority that contributes to safeguarding the stability of the European Union's financial system by ensuring the integrity, transparency, efficiency and orderly functioning of securities markets, as well as enhancing investor protection.
EU Law	Law of 21 December 2012 transposing Directive 2010/78/EU of the European Parliament and of the Council of 24 November 2010 amending Directives 98/26/EC, 2002/87/EC, 2003/6/EC, 2003/41/EC, 2003/71/EC, 2004/39/EC, 2004/109/EC, 2005/60/EC, 2006/48/EC, 2006/49/EC and 2009/65/EC in respect of the powers of the European Supervisory Authority (European Banking Authority), the European Supervisory Authority (European Insurance and Occupational Pensions Authority) and the European Supervisory Authority (European Securities and Markets Authority).
Financial Year	The financial year of the Company ends on 31 December each year.
FATCA	Foreign Account Tax Compliance Act
FATF	Financial Action Task Force (also referred to as Groupe d'Action Financière Internationale "GAFI"). The FATF is an inter-governmental body whose purpose is the development and promotion of national and international policies to combat money laundering and terrorist financing.
FFI	Foreign Financial Institution.
GIIN	Global Intermediary Identification Number.
Hurdle rate	A predefined minimum fixed rate of return.
Investment Advisor	The Investment Manager may delegate investment advisory functions for each Sub-Fund to one or more of the Investment Advisors for each Sub-Fund, as set out under Part B of this Prospectus.
Investment Fund Law	The Luxembourg law of December 17, 2010 related to undertakings for collective investments.
Investment Manager	Fiducenter S.A..
KID	Key information document (pursuant to Regulation (EU) 1286/2014 on key information documents for PRIIPs) or key investor information document (pursuant to Commission Regulation (EU) 583/2010 (only for share classes reserved for professional investors not opting for a KID)) containing information on each Class of Shares of a Sub-Fund.
Law/2010 Law	The Luxembourg law of 17 December 2010 relating to Undertakings for Collective Investment, as amended from time to time.
Management Company	Pure Capital S.A..
Member State	Member State of the European Union.
Merger	A merger of a Sub-Fund or Class of Shares of the Company.
National Commission for Data Protection	The independent authority created by the law of 2 August 2002 on the protection of individuals with regard to the processing of personal data.
Net Asset Value	The net asset value as determined in section 9.
Nominee	An entity acting as nominee as explained in section 20.
OECD	Organisation for Economic Co-operation and Development.
OTC Derivatives	Over the Counter derivative contracts.
Performance Fee	The fee (if any) payable by the Company to the Investment Manager according to the Investment Management Agreement between the Management Company,

	the Company and the Investment Manager, at the rates set forth for each Sub-Fund in each Sub-Fund's specifics in Part B of this prospectus.
Performance Reference Period	In the context of performance fee payment, the performance reference period is the time horizon, at the end of which the mechanism for the compensation for past underperformance (or negative performance) can be reset.
Pricing Currency	The currency in which the Net Asset Value of a Class of Shares is calculated and expressed.
Prospectus	The current prospectus, offering document of the Company.
Redemption Day	The Business Day on which an application to redeem shares may be received by the Administrator as set out under Part B of this Prospectus.
Reference Currency	The reference currency of, respectively, the Company, the Sub-Funds or Classes of Shares.
Regulated Market	<ul style="list-style-type: none"> - a regulated market within the meaning of article 4, item 1.14 of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments; - a market in a Member State which is regulated, operates regularly and is recognised and open to the public; or - a stock exchange or market in a non-Member State which is regulated, operates regularly and is recognised and open to the public.
RESA	The Luxembourg official gazette of law.
SFDR	Regulation (EU) No 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector.
SFTR	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.
Subscription Day	The Business Day on which an application to subscribe for shares may be received, as set in Part B of this Prospectus.
Shareholders	Holders of shares of any Sub-Fund of the Company.
SICAV	<i>Société d'Investissement à Capital Variable.</i>
Structured Product	An investment based on a basket of underlying securities such as equity and debt securities and derivatives, where the return is linked to the performance of the underlying securities or index.
Sub-Fund(s)	A distinctive entity constituted of assets and liabilities.
Taxonomy Regulation	Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investments.
UCI	Undertaking for Collective Investment.
UCITS	Undertaking for Collective Investment in Transferable Securities.
UCITS Rules	The set of rules formed by the UCITS Directive and any derived or connected EU or national act, statute, regulation, circular or binding guidelines.
United States or US	The United States of America, its territories or possessions or any area subject to its jurisdiction including the Commonwealth of Puerto Rico.
US Person	i) a natural person who is a resident of the United States; (ii) a corporation, partnership or other entity, other than an entity organized principally for passive investment, organized under the laws of the United States and which has its principal place of business in the United States; (iii) an estate or trust, the income of which is subject to United States income tax regardless of the source; (iv) a pension plan for the employees, officers or principals of an entity organized and with its principal place of business in the United States; (v) an entity organized principally for passive investment such as a pool, investment company or other similar entity; provided, that units of participation in the entity held by persons who qualify as U.S. persons or otherwise as qualified eligible persons represent in aggregate 10% or more of the beneficial interests in the entity, and that such entity was formed principally for the purpose of investment by such persons in a commodity pool the operator of which is exempt from certain requirements of Part 4 of the U.S. Commodity Futures Trading Commission's regulations by virtue of its participants being non-U.S. Persons; or (vi) any other "U.S. Person" as such term may be defined in Regulation S under the U.S. Securities Act of 1933, as amended, or in regulations adopted under the U.S. Commodity Exchange Act of 1922, as amended.

Valuation Day	A Business Day which is designated as being a day by reference to which the assets of a Sub-Fund shall be valued, as specified in the Part B of this Prospectus.
VAT	Value-added tax

1. INTRODUCTION

F.A.M. UCITS SICAV (hereinafter the “**Company**”), described in this Prospectus, is a company established in Luxembourg with a variable capital, a SICAV that may offer a choice of several separate Sub-Funds, each being distinguished among others by their specific investment policy or any other specific features as further detailed in the relevant Sub-Funds Addendum in Part B of this Prospectus.

F.A.M. stands for Fiducier Asset Management, namely the investment manager and initiator of the Company.

Each Sub-Fund invests in transferable securities and/or other liquid financial assets permitted by the Investment Fund Law transposing Directive 2009/65/EC

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

The main objective of the Company is to provide a range of Sub-Funds combined with active professional management to diversify investment risk and satisfy the needs of investors seeking long term capital growth. Each Sub-Fund is described in each Sub-Fund’s specifics in Part B of this Prospectus.

As in the case of any investment, the Company cannot guarantee future performance and there can be no certainty that the investment objectives of the Company's individual Sub-Funds will be achieved.

Shares of the various Sub-Funds must be subscribed solely on the basis of the information contained in the Prospectus and the relevant KID.

If you are considering subscribing for Shares, you should first read the relevant KID carefully together with the Prospectus and more particularly its Appendices which include in particular information on the various Sub-Funds’ investment policies, and you should also consult the Fund’s latest published annual and semi-annual reports, copies of which are available from the Management Company’s website, from local agents, if any, or from the entities marketing the Shares, and may be obtained upon request, free of charge, at the Fund’s registered office.

The Reference Currency of the Sub-Funds is indicated in each Sub-Fund’s specifics (section “Investment Objectives and Policy”) in Part B of this Prospectus.

The Board of Directors of the Company may decide at any time to create new Sub-Funds. At the opening of such additional Sub-Funds, the current Prospectus shall be adapted accordingly.

As also indicated in the Articles of the Company, the Board of Directors may:

- (i) restrict or prevent the ownership of shares in the Company by any physical person or legal entity;
- (ii) restrict the holding of shares in the Company by any physical or corporate person in order to avoid the breach of laws and regulations of a country and/or official regulations or to avoid that the shareholding in question induces tax liabilities or other financial disadvantages, which it would otherwise not have incurred or would not incur.

None of the shares have been or will be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”) or under the securities laws of any state or political subdivision of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction including the Commonwealth of Puerto Rico (the “**United States**”). The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended, nor under any other US federal laws. Accordingly, except as provided for below, no shares are being offered to US Persons or persons who are in the United States at the time the shares are offered or sold. For the purposes of this Prospectus, a US Person includes, but is not limited to, a person (including a partnership, corporation, limited liability company or similar entity) that is a citizen or a resident of the United States or is organised or incorporated under the laws of the United States. Shares will only be offered to a US Person at the sole discretion of either the Directors or the Management Company. Certain restrictions also apply to any subsequent transfer of shares in the United States or to US Persons (please see the compulsory redemption provisions under “12.1 Compulsory redemptions”). Should a Shareholder become a US Person, they may be subject to US withholding taxes and tax reporting.

For further information on restricted or prohibited share ownership, please consult the Company.

2. THE COMPANY

The Company was incorporated for an unlimited period in the Grand Duchy of Luxembourg on 27 July 2023 as a *société anonyme* under the Company Law and is organised as a SICAV (i.e. variable capital company) under Part I of the Investment Fund Law. As such, the Company is registered on the official list of collective investment undertakings maintained by the Luxembourg regulator.

The capital of the Company shall at all times be equal to the value of the assets of all the Sub-Funds of the Company. The Reference Currency of the Company is EUR.

The minimum capital of the Company must be at least of EUR 1,250,000 (one million two hundred fifty thousand Euro) and must be reached within a period of 6 months following the authorisation of the Company. If the capital of the Company becomes less than two-thirds of the legal minimum, the Directors must submit the question of the dissolution of the Company to the general meeting of Shareholders. The meeting is held without a quorum and decisions are taken by simple majority. If the capital becomes less than one quarter of the legal minimum, a decision regarding the dissolution of the Company may be taken by Shareholders representing one quarter of the shares present. Each such meeting must be convened not later than 40 days from the day on which it appears that the capital has fallen below two-thirds or one quarter of the minimum capital, as the case may be.

The registered office of the Company is at:

2 Rue d'Arlon
L-8399, Windhof
Grand-Duchy of Luxembourg

The Articles of the Company were published in the RESA on 9 August 2023 and the Company is registered with the Luxembourg Trade and Companies Register under number B 279415.

The financial year of the Company starts on the 1st January and ends on the 31st December each year. Exceptionally, the first financial started at the launch of the SICAV and ended on the 31st December 2023.

Shareholders' meetings are to be held annually in Luxembourg at the Company's registered office or at such other place as is specified in the notice of meeting. The Annual General Meeting will be held within six (6) months as from the preceding year-end. The first general annual meeting will be held in 2024. Other meetings of Shareholders may be held at such place and time as may be specified in the respective notices of meetings that will be published/sent in compliance with the provisions of the Company Law. Resolutions concerning the interests of the Shareholders of the Company shall be taken in a general meeting and resolutions concerning the particular rights of the Shareholders of one specific Sub-Fund or one specific Class of Shares may be taken in a general meeting relating only to this Sub-Fund or Class in particular.

3. THE MANAGEMENT COMPANY

Pursuant to a management company services agreement, Pure Capital S.A. was appointed as the management company of the Company to be responsible on a day-to-day basis, under the supervision of the Board, for providing administration, marketing, and investment management services in respect of all Sub-Funds (“**Management Company Services Agreement**”).

In respect of all Sub-Funds, the Management Company has delegated, under its control and responsibility, the investment management function to the Investment Manager.

The Management Company has also delegated the administration functions to the Central Administration Agent.

The Board of Directors of the Management Company are as follows:

- Bernard Pons, Chairman
- Guy Pourveur, Vice-Chairman
- Loïc De Cannière, Member

The Management Company was incorporated as a “*société anonyme*” under the laws of the Grand Duchy of Luxembourg on the 7th April 2010 and is approved as a Management Company regulated by chapter 15 of the 2010 Law.

The Management Company shall also ensure compliance of the Company with the investment restrictions and oversee the implementation of the investment policy of each Sub-Fund.

The Management Company will receive periodic reports from the Company's service providers in relation to the services that they provide. The Management Company shall also submit its own report to the Board of Directors on a periodic basis and inform the Board of Directors without delay of any non-compliance of the Company with the investment restrictions.

The Management Company also acts as management company for other investment funds. The names of these other funds are available upon request at the Management Company's registered office.

The Management Company has established and applies a remuneration policy (the “**Remuneration Policy**”) and practices that are consistent with, and promote, sound and effective risk management and that neither encourage risk taking which is inconsistent with the risk profiles, this Prospectus or the Articles nor impair compliance with the Management Company's obligation to act in the best interest of the Company.

The Remuneration Policy includes fixed and variable components of salaries and applies to those categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that falls within the remuneration bracket of senior management and risk takers whose professional activities have a material impact on the risk profiles of the Management Company, the Company or the Sub-Funds.

Details of the Remuneration Policy, including the persons in charge of determining the fixed and variable remunerations of staffs, a description of the key remuneration elements and an overview of how remuneration is determined, is available on the website: <https://www.purecapital.eu/>

A paper copy of the Remuneration Policy is available free of charge to the Shareholders upon request.

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

In particular, the Remuneration Policy will ensure that:

- a) the staff engaged in control functions are compensated in accordance with the achievement of the objectives linked to their functions, independently of the performance of the business areas that they control;
- b) the 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;
- c) the measurement of performance used to calculate variable remuneration components or pools of variable remuneration components includes a comprehensive adjustment mechanism to integrate all relevant types of current and future risks;

- d) the assessment of performance is set in a multi-year framework in order to ensure that the assessment process is based on the longer-term performance of the Company and its employees and that the actual payment of performance-based components of remuneration is spread over the same period;
- e) the variable remuneration to individuals is paid in a manner that does not facilitate avoidance of the requirement of the 2010 Law; and
- f) the remuneration in relation to the cancellation of a contract will be defined to the extent of the duties performed and avoiding the reward of failure or bad performance.

In context of delegation, the Remuneration Policy will ensure that the delegates comply with the following:

- a) 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;
- b) if at any point of time, the management of the Company were to account for 50% or more of the total portfolio managed by the delegate, at least 50% of any variable remuneration component will have to consist of shares of the Company, equivalent ownership interests, or share-linked instruments or equivalent non-cash instruments with equally effective incentives as any of the instruments referred to in this item; and
- c) a substantial portion, and in any event at least 40% of the variable remuneration component, is deferred over a period which is appropriate in view of the holding period recommended to the Shareholders and is correctly aligned with the nature of the risks of the Company.

The agreement between the Company and the Management Company provides that it will remain in force for an unlimited period and that it may be terminated by either party at any time upon six (6) months' notice.

In consideration of its services, the Management Company is entitled to receive fees from the Company which will consist in transaction / operations-based fees and fees calculated as an annual percentage of the Net Asset Value of the Sub-Funds or Classes.

The percentage-based fees are payable monthly and will not exceed the percentage amount indicated in each Sub-Fund's specifics (section "Expenses") in Part B of this Prospectus.

This percentage amount will be calculated on each Calculation Day on the Net Asset Value of that day of the relevant Class over the period by reference to which the fee is calculated.

4. INVESTMENT OBJECTIVES AND POLICY

4.1 Investment objectives of the Company

The investment objective of each Sub-Fund is to provide investors with the opportunity of achieving long-term capital growth through investment in assets within each of the Sub-Funds. **The Sub-Funds' assets will be invested in conformity with each Sub-Fund's investment objective and policy as described in each Sub-Fund's specifics (section "Investment Objectives and Policy") in Part B of this Prospectus.**

The investment objective and policy of each Sub-Fund of the Company is determined by the Directors, after taking into account the political, economic, financial and monetary factors prevailing in the selected markets.

The investment process of the Sub-Fund(s) may also integrate ESG criteria. These criteria are non-binding and are not expected to materially impact the portfolio composition in each Sub-Fund.

Further to the entry into force of EU Regulation 2022/1288 dated 6 April 2022 supplementing SFDR with regard to regulatory technical standards specifying the details of the content and presentation of the information in relation to the principle of 'do no significant harm', specifying the content, methodologies and presentation of information in relation to sustainability indicators and adverse sustainability impacts, and the content and presentation of the information in relation to the promotion of environmental or social characteristics and sustainable investment objectives in precontractual documents, on websites and in periodic reports, Shareholders are informed that more information about the environmental or social characteristics and/or, where applicable, sustainable objective, are available in Part B of this Prospectus.

The Investment Manager does not currently consider principal adverse impacts of investment decisions on sustainability factors.

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

Unless otherwise mentioned in the Sub-Fund's specifics in Part B of this Prospectus, the following applies to the Sub-Funds.

4.2 Investment policy and restrictions of the Company

- I. In the case that the Company comprises more than one Sub-Fund, each Sub-Fund shall be regarded as a separate undertaking in UCITS for the purpose of the investment objectives, policy and restrictions of the Company.
- II. 1. The **Company**, for each **Sub-Fund**, may invest in only one or more of the following:
 - a) transferable securities and money market instruments admitted to or dealt in on an Eligible Market.
 - b) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on an Eligible Market and such admission is secured within one year of the issue;
 - c) units of UCITS and/or other UCIs, whether situated in a Member State or not, provided that:
 - such other UCIs have been authorised under the laws of any Member State, OECD member state or under the laws of Canada, Guernsey, Hong Kong, India, Japan, Jersey, Liechtenstein, Norway, Singapore, Switzerland or the United States of America,
 - the level of protection for shareholders in such other UCIs is equivalent to that provided for shareholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the UCITS Directive,
 - the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,
 - no more than 10% of the assets of the UCITS or other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;

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

e) financial derivative instruments, including equivalent cash-settled instruments, dealt in on an Eligible Market and/or OTC Derivatives, provided that:

- the underlying consists of instruments covered by this section, financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Fund may invest according to its investment objective;
- the counterparties to OTC Derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF;
- the OTC Derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative;

and/or

f) money market instruments other than those dealt in on an Eligible Market, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in case of a federal state, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
- issued by an undertaking any securities of which are dealt in on Regulated Markets, or
- issued or guaranteed by a credit institution which has its registered office in a country which is an OECD member state and a FATF state, or
- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that set forth in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (10,000,000 Euro) and which presents and publishes its annual accounts in accordance with the fourth directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

2. However:

- a) The Company, for each Sub-Fund, shall not invest more than 10% of its assets in transferable securities or money market instruments other than those referred to in paragraph 1 of this section 4.2. II. above;
- b) the Company for each Sub-Fund shall not acquire either precious metals or certificates representing them.

III. The Company, for each Sub-Fund, may acquire movable and immovable property, which is essential for the direct pursuit of its business.

IV. The Company may hold ancillary liquid assets.

- V.
- a)
 - (i) The Company, for each Sub-Fund, may invest no more than 10% of the assets of any Sub-Fund in transferable securities or money market instruments issued by the same body.
 - (ii) The Company, for each Sub-Fund, may not invest more than 20% of its assets in deposits made with the same body. The risk exposure to a counterparty of each Sub-Fund in an OTC Derivative transaction may not exceed 10% of its assets when the counterparty is a credit institution referred to in paragraph II. f) or 5% of its assets in other cases.
 - b) The total value of the transferable securities and money market instruments held by the Company for each Sub-Fund in the issuing bodies in each of which it invests more than 5% of its assets shall not exceed 40% of the value of its assets of each Sub-Fund. This limitation does not apply to deposits and OTC Derivative transactions made with financial institutions subject to prudential supervision.

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

- investments in transferable securities or money market instruments issued by that body;
 - deposits made with that body; or
 - exposures arising from OTC Derivative transactions undertaken with that body.
- c) The limit of 10% laid down in sub-paragraph a) (i) above may be of a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State, by its public local authorities, by a non-Member State or by public international bodies of which one or more Member States belong.
- d) The limit of 10% laid down in sub-paragraph a) (i) may be of a maximum of 25% for covered bonds as defined in Article 3(1) of Directive (EU) 2019/2162 of the European Parliament and of the Council of 27 November 2019 on the issue of covered bonds and covered bond public supervision and amending Directive 2009/65/EC and 2014/59/EU (the “**Directive (EU) 2019/2162**”), and for certain bonds when they are issued before 8 July 2022 by a credit institution which has its registered office in a Member State and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds issued before July 2022 must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.
If the Company for a Sub-Fund invests more than 5% of its assets in the bonds referred to in this sub-paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the value of the assets of the Sub-Fund.
- e) The transferable securities and money market instruments referred to in paragraphs c) and d) are not included in the calculation of the limit of 40% referred to in paragraph b).
The limits set out in sub-paragraphs a), b), c) and d) may not be combined, thus investments in transferable securities or money market instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with paragraphs a), b), c) and d) may not exceed a total of 35% of the assets of each Sub-Fund.
Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, shall be regarded as a single body for the purpose of calculating the limits contained in paragraph V.
The Company may cumulatively invest up to 20% of the assets of a Sub-Fund in transferable securities and money market instruments within the same group.
- VI. a) Without prejudice to the limits laid down in paragraph VIII., the limits provided in paragraph V. are raised to a maximum of 20% for investments in shares and/or debt securities issued by the same body when, according to the constitutional documents of the Company, the aim of a Sub-Funds’ investment policy is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF on the following basis:
- the composition of the index is sufficiently diversified;
 - the index represents an adequate benchmark for the market to which it refers;
 - the index is published in an appropriate manner.
- b) The limit laid down in paragraph a) is raised to 35% where that proves to be justified by exceptional market conditions, in particular on Regulated Markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.
- VII. **Notwithstanding the limits set forth under paragraph V., each Sub-Fund is authorised to invest in accordance with the principle of risk spreading up to 100% of its assets in different transferable securities and money market instruments issued or guaranteed by a Member State, one (1) or more of its local authorities, by any other member state of the OECD, or public international bodies of which one or more Member States of the European Union belong, provided that (i) such securities are part of at least six (6) different issues and (ii) the**

securities from a single issue shall not account for more than 30% of the total assets of the Sub-Fund.

- VIII. a) The Company may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.
- b) Moreover, the Company may acquire no more than:
- 10% of the non-voting shares of the same issuer;
 - 10% of the debt securities of the same issuer;
 - 25% of the units of the same UCITS and/or other UCI with the meaning of Article 2 (2) of the Investment Fund Law;
 - 10% of the money market instruments of any single issuer.

These limits laid down under second, third and fourth indents may be disregarded at the time of acquisition, if at that time the gross amount of the bonds or of the money market instruments or the net amount of the instruments in issue cannot be calculated.

- c) The provisions of paragraphs (a) and (b) are waived as regards to:
- transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
 - transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union;
 - transferable securities and money market instruments issued by public international bodies of which one or more Member States of the European Union are members;
 - shares held by the Company in the capital of a company incorporated in a non-Member State of the European Union which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Company for each Sub-Fund can invest in the securities of issuing bodies of that State provided that the investment policy of the company from the non-Member State of the European Union complies with the limits laid down in paragraph V., VIII. and IX. Where the limits set in paragraph V and IX are exceeded, paragraph XI a) and b) shall apply mutatis mutandis;
 - shares held by one or more investment companies in the capital of subsidiary companies carry on the business of management, advice or marketing in the country where the subsidiary is established, in regard to the redemption of units at the request of shareholders exclusively on its or their behalf.
- IX. a) The Company may acquire the units of the UCITS and/or other UCIs referred to in paragraph II. e), provided that no more than 20% of a Sub-Fund's assets be invested in the units of a single UCITS or other UCI.
- For the purpose of the application of this investment limit, each Sub-Fund of a single UCI with multiple Sub-Funds is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various Sub-Funds vis-à-vis third parties is ensured.
- b) Investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the assets of each Sub-Fund.
- When a Sub-Fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in paragraph V.
- c) When a Sub-Fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription or redemption fees on account of the Companies' investment in the units of such other UCITS and/or UCIs.
- With regard to Sub-Funds that may invest a substantial proportion of their assets in other UCITS and/or other UCIs, the aggregate amount of management fees which may be charged on both the Sub-Fund level and the target UCITS/UCIs level will not exceed 4% per annum. of the net assets calculated on the portion of assets invested in target UCITS/UCIs.
- By derogation to the preceding restrictions, the Company is entitled to adopt master-feeder strategies so as to invest at least 85% of the net assets of a Sub-Fund in one single UCITS in full compliance with the provisions of the Investment Fund Law.

- X. 1. The Management Company applies a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio.

The Management Company should not solely or systematically rely on credit ratings issued by credit rating agencies within the meaning of Article 3, paragraph 1, point b) of Regulation (EC) No 1060/2009 of 16 September 2009 on agencies credit rating to assess the quality of the Company's assets credit.

The Administration Agent of the Company employs a process for accurate and independent assessment of the value of OTC Derivatives.

2. The Company for each Sub-Fund is also authorised to employ techniques and instruments relating to transferable securities and money-market instruments under the conditions and within the limits laid down by the Investment Fund Law, provided that such techniques and instruments are used for the purpose of efficient portfolio management. When these operations concern the use of derivative instruments, these conditions and limits shall conform to the provisions laid down in the Investment Fund Law.

Under no circumstance shall these operations cause the Company for each Sub-Fund to diverge from its investment objectives as laid down in this Prospectus.

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

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

If the Company invests in financial derivative instruments, the exposure to the underlying assets may not exceed in aggregate the investment limits laid down in paragraph V above. When the Company invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in paragraph V.

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this paragraph X.

The global exposure may be calculated through the Value-at-Risk approach (“**VaR Approach**”) or the commitment approach (“**Commitment Approach**”) as described in each Sub-Fund in Part B of this Prospectus.

The purpose of the VaR Approach is the quantification of the maximum potential loss that could arise over a given time interval under normal market conditions and at a given confidence level.

The Commitment Approach performs the conversion of the financial derivatives into the equivalent positions in the underlying assets of those derivatives. By calculating global exposure, methodologies for netting and hedging arrangements and the principles may be respected as well as the use of efficient portfolio management techniques.

Unless described differently in each Sub-Fund in Part B of this Prospectus, each Sub-Fund will ensure compliance with the below principles:

In case of Commitment Approach

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

In case of VaR Approach (absolute and relative)

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 to 20%.

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

To ensure the compliance of the above provisions the Management Company will apply any relevant circular or regulation issued by the CSSF or any European authority authorised to issue related regulation or technical standards.

- XI. a) The Company for each Sub-Fund does not need to comply with the limits laid down in section 4.2 when exercising subscription rights attaching to transferable securities or money market instruments which form part of its assets. While ensuring observance of the principle of risk spreading, recently created Sub-Funds may derogate from paragraphs V., VI., VII. and IX. for a period of six months following the date of their authorisation.
- b) If the limits referred to in paragraph XI. a) are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interest of its Shareholders.

- XII. 1. The Management Company on behalf of the Company may not borrow.

However, the Company may acquire foreign currency by means of a back-to-back loan for each Sub-Fund.

2. By way of derogation from paragraph XII.1., the Company may borrow provided that such a borrowing is:

- a) on a temporary basis and represents no more than 10% of their assets;
- b) to enable the acquisition of immovable property essential for the direct pursuit of its business and represents no more than 10% of its assets.

The borrowings under points XII. 2. a) and b) shall not exceed 15% of its assets in total.

- XIII. A Sub-Fund may, subject to the conditions provided for in the Articles as well as this Prospectus, subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Funds of the Company under the condition that:

- the target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this target Sub-Fund;
- no more than 10% of the assets of the target Sub-Fund whose acquisition is contemplated may, pursuant to the Articles, be invested in aggregate in shares/units of other target Sub-Funds of the same fund; and
- voting rights, if any, attaching to the relevant securities, are suspended for as long as they are held by the Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- in any event, for as long as these securities are held by the Company, their value will not be taken into consideration of the calculation of the assets of the Company for the purposes of verifying the minimum threshold of the assets imposed by the Investment Fund Law; and
- there is no duplication of subscription or repurchase fees between those at the level of the Sub-Fund of the Company having invested in the target Sub-Fund, and this target Sub-Fund.

4.3 Securities lending, sale with right of repurchase transactions, repurchase and reverse repurchase agreement transactions and total return swaps (hereinafter “TRS”).

As of the date of the Prospectus, the Company is not authorised to invest in repurchase transaction, securities lending transaction, buy-sell back or sell-buy back transaction and margin lending transaction or TRS, except otherwise stated in the Sub-Fund’s specifics in Part B of the Prospectus.

In the event that the Board of Directors of the Company decides that the Company may enter into any of the above transactions and prior to any such transaction, each relevant Sub-Fund’s specifics in Part B of the Prospectus of the Company will be amended accordingly to reflect this change in the investment policy of the Company and to comply with the provisions of CSSF Circular 14/592 related to the guidelines of the European Securities and Markets Authority (ESMA) on Exchange Traded Funds (“ETFs”) and other UCITS issues and SFTR.

4.4 OTC Derivatives contracts

To enter into OTC Derivatives contracts, the Company will ensure compliance with the provisions of CSSF Circular 14/592 related to the guidelines of ESMA on ETFs and other UCITS issues and with SFTR. The Company will inter alia ensure that the following requirements are met:

- that the risks arising from these activities are adequately captured by the risk management process of the Management Company;
- that the techniques and instruments relating to transferable securities and money market instruments should not:
 - a) result in a change of the declared investment objective of the Company; or
 - b) add substantial supplementary risks in comparison to the original risk policy as detailed in the Sub-Fund's specifics;
- all revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs, should be returned to the Company.

In case of use of TRS or other financial derivative instruments with the same characteristics, the Company will insert specific statements in each relevant Sub-Fund's specifics in Part B of the Prospectus.

4.5 Management of collateral for OTC financial derivative transactions

In case of entering into OTC financial derivative transactions, the Company will ensure that all collateral used to reduce counterparty risk exposure should comply inter alia with the following criteria at all times:

- a) 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.
- b) Valuation – 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.
- c) Issuer credit quality – collateral received should be of high quality.
- d) Correlation – collateral received by the Company should be issued by an entity that is in-dependent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.
- e) 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 the Sub-Fund's Net Asset Value. When a Sub-Fund 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, a Sub-Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. Such a Sub-Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Sub-Fund's Net Asset Value. Sub-Funds that intend to be fully collateralised in securities issued or guaranteed by a Member State will disclose this fact in the Sub-Fund's specifics in Part B of the Prospectus. Each Sub-Fund's specifics in Part B of the Prospectus 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.
- f) Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process.
- g) Where there is a title transfer, the collateral received should be held by the Depositary Bank. 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.
- h) Collateral received should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.
- i) Non-cash collateral received should not be sold, re-invested or pledged.
- j) Cash collateral received should only be:
 - placed on deposit with entities prescribed in Article 50.1(f) of the Directive 2009/65/EC;
 - 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.

In that case, the Company will apply haircuts adapted for each Class of assets received as collateral as detailed in the table below. As a matter of principle, when devising the haircut policy, the Company takes into account the characteristics of the assets such as the credit standing of the issuer of the collateral, the price volatility of the collateral, potential currency mismatches, as well as the outcome of the stress tests. The Company ensures that this policy is documented and justify each decision to apply a specific haircut, or to refrain from applying any haircut, to a certain Class of assets.

A haircut is a discount applied to the value of a collateral asset and intends to absorb the volatility in the collateral value between two margin calls or during the required time to liquidate the collateral. It embeds a liquidity element in terms of remaining time to maturity and a credit quality element in terms of the rating of the security.

Securities collateral received will typically be valued on a daily mark-to-market basis in accordance with the Company's valuation policy, subject to the application of a haircut in normal market conditions as indicated in the table below.

Issue rating for debt securities	Residual Maturity	Sovereigns	Other Issuers
AAA to AA-/A-1	< 1 year	0.5%	1%
	> 1 year < 5 years	2%	4%
	> 5 years	4%	8%
A+ to BBB-/ A-2/A-3/P-3 and unrated bank securities	< 1 year	1%	2%
	> 1 year < 5 years	3%	6%
	> 5 years	6%	12%
Shares admitted to or dealt in on a Regulated Market	25%		
UCITS/mutual funds	Highest haircut applicable to any security in fund		
Cash in the same currency	0%		
Cash in other currency	Up to 5%		

In exceptional market conditions a different level of haircut may be applied. Subject to the framework of agreements in place with the relevant counterparty, which may or may not include minimum transfer amounts, it is intended that any collateral received shall have a value, adjusted in the light of the haircut policy, which equals or exceeds the relevant counterparty exposure where appropriate.

To limit the counterparty risk in an OTC derivative transaction, at least 90% of the total value shall be collateralised. The amount of collateral is valued daily to ensure that this level is maintained.

5. RISK FACTORS

The Management Company applies a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio as described in point 4.2, X of section 4 “Investment Objectives and Policies” and further detailed in each Sub-Fund’s specific.

The investments of each Sub-Fund are subject to market fluctuations and the risks inherent to investments in transferable securities and other eligible assets. There is no guarantee that the investment-return objective will be achieved. The value of investments and the income they generate may go down as well as up and it is possible that investors will not recover their initial investment. An investment may also be affected by any changes in exchange control regulation, tax laws, withholding taxes and economic or monetary policies.

The management style is based on expectations of the performance of different markets (equities, bonds, etc.). However, any Sub-Fund may not be invested in the best-performing markets at all times. The Sub-Fund’s performance can therefore fall below the investment objective. The Net Asset Value of the Sub-Fund can also show negative performance.

The risks inherent to the different Sub-Funds depend on their investment objective and policy, i.e. among others the markets invested in, the investments held in portfolio, etc.

Investors should be aware of the risks inherent to the following instruments or investment objectives, although this list is in no way exhaustive:

(i) Market risk

Market risk is the general risk attendant to all investments that the value of a particular investment will change in a way detrimental to a portfolio’s interest.

Market risk is specifically high on investments in shares (and similar equity instruments). The risk that one or more companies will suffer a downturn or fail to increase their financial profits can have a negative impact on the performance of the overall portfolio at a given moment.

(ii) Equity risk

The value of all Sub-Funds that invest in equity and equity related securities will be affected by economic, political, market, and issuer specific changes. Such changes may adversely affect securities, regardless of company specific performance. Additionally, different industries, financial markets, and securities can react differently to these changes. Such fluctuations of the Sub-Fund’s value are often exacerbated in the short-term as well. The risk that one or more companies in a Sub-Fund’s portfolio will fall, or fail to rise, can adversely affect the overall portfolio performance in any given period.

(iii) Interest rate risk

Interest rate risk involves the risk that when interest rates decline, the market value of fixed-income securities tends to increase. Conversely, when interest rates increase, the market value of fixed-income securities tends to decline. Long-term fixed-income securities will normally have more price volatility because of this risk than short-term fixed-income securities. A rise in interest rates generally can be expected to depress the value of the Sub-Funds’ investments. The Sub-Fund shall be actively managed to mitigate market risk, but it is not guaranteed to be able to accomplish its objective at any given period.

(iv) Credit risk

Credit risk involves the risk that an issuer of a bond (or similar money-market instruments) held by the Company may default on its obligations to pay interest and repay principal and the Company will not recover its investment.

(v) Counterparty Risk

The Sub-Funds will be subject to the risk of the inability of any counterparty (including the Depositary Bank) who to perform with respect to transactions, whether due to its own insolvency or that of others, bankruptcy, market illiquidity or disruption or other causes and whether resulting from systemic or other reasons.

(vi) Currency risk

Currency risk involves the risk that the value of an investment denominated in currencies other than the Reference Currency of a Sub-Fund may be affected favourably or unfavourably by fluctuations in currency rates.

(vii) Liquidity risk

There is a risk that the Company will not be able to pay repurchase proceeds within the time period stated in the Prospectus, because of unusual market conditions, an unusually high volume of repurchase requests, or other reasons.

(viii) Financial derivative instruments and other investment techniques

The Sub-Funds may engage, within the limits established in their respective investment policy and the legal investment restrictions, in various portfolio strategies involving the use of derivative instruments for hedging or efficient portfolio management purposes (i.e. to increase or decrease their exposure to changing security prices, interest rates, currency exchange rates, commodity prices or other factors that affect security values). These techniques may include the use of forward currency exchange contracts, contracts for differences, futures and option contracts, swaps and other investment techniques.

The use of such derivative instruments may or may not achieve its intended objective and involves additional risks inherent to these instruments and techniques.

In case of a hedging purpose of such transactions, the existence of a direct link between them and the assets to be hedged is necessary, which means in principle that the volume of deals made in a given currency or market cannot exceed the total value of the assets denominated in that currency, invested in this market or the term for which the portfolio assets are held. In principle no additional market risks are inflicted by such operations. The additional risks are therefore limited to the derivative specific risks.

In case of a trading purpose of such transactions, the assets held in portfolio will not necessarily secure the derivative. In essence the Sub-Fund is therefore exposed to additional market risk in case of option writing or short forward/future positions (i.e. underlying needs to be provided/ purchased at exercise/maturity of contract).

Participation in the futures and option markets, in currency exchange or swap transactions involves investment risks and transactions costs to which the Sub-Fund(s) would not be subject in the absence of the use of these strategies.

As contracts for differences (“**CFDs**”) are directly linked to the value of the underlying assets they will fluctuate depending on the market of the assets represented in the CFDs.

The Sub-Fund(s) may use these techniques to adjust the risk and return characteristics of a Sub-Fund’s investments. If the Investment Manager judges market conditions incorrectly or employs a strategy that does not correlate well with a Sub-Fund’s investments, these techniques could result in a loss, regardless of whether the intent was to reduce risk or increase return. These techniques may increase the volatility of a Sub-Fund and may involve a small investment of cash relative to the magnitude of the risk assumed. In addition, these techniques could result in a loss if the counterparty of the transaction does not perform as promised. Sub-Fund(s) engaging in swap transactions are also exposed to a potential counterparty risk. In the case of insolvency or default of the swap counterparty, the Sub-Fund involved could suffer a loss.

There can be no assurance that the Investment Manager will be able to successfully hedge the Sub-Fund(s) or that the Sub-Fund(s) will achieve their investment objectives.

Furthermore, the Sub-Fund incurs specific derivative risks amplified by the leverage structure of such products (e.g. volatility of underlying, counterparty risk in case of OTC, market liquidity, etc.).

(ix) Forward contracts

The Sub-Funds may enter into forward contracts which are not traded on exchanges and are generally not regulated. There are no limitations on a daily price movement of forward contracts. Banks and other dealers with whom the Sub-Funds may maintain accounts may require the Sub-Funds to deposit margin with respect to such trading, although margin requirements are often minimal or non-existent. The Sub-Funds’ counterparties are not required to continue to make markets in such contracts. There have been periods during which certain counterparties have refused to continue to quote prices for forward contracts or have quoted prices with an unusually wide spread (the price at which the counterparty is prepared to buy and that at which it is prepared to sell). Arrangements to trade forward contracts may be made with only one or a few counterparties, and liquidity problems therefore might be greater than if such arrangements were made with numerous counterparties. The imposition of credit controls by governmental authorities might limit such forward trading to less than that which the Management Company or the Investment Advisor would otherwise recommend, to the possible detriment of the Sub-Funds.

(x) Risk of debt securities

Sub-Funds investing in securities such as bonds may be affected by credit quality considerations and changes to prevailing interest rates. The issuer of a bond or other debt security may default on its obligations by failing to make payments due, or repay principal and interest in a timely manner which will affect the value of debt securities held by the Sub-Fund. Debt securities are particularly susceptible to interest rate changes and may experience significant price volatility. If interest rates increase, the value of the Sub-Fund's investments generally declines. On the other hand, if interest rates fall, the value of the investments generally increases. Securities with greater interest rate sensitivity and longer maturities tend to produce higher yields, but are subject to greater fluctuations in value. Debt securities can be rated investment grade or below investment grade. Such ratings are assigned by independent rating agencies (Fitch, Moody's and/or Standard & Poor's) on the basis of the creditworthiness of the issuer or of a bond issue. Rating agencies review, from time to time, such assigned ratings and debt securities may therefore be downgraded in rating if economic circumstances impact the relevant bond issues. Below investment grade debt securities have a lower credit rating than investment grade debt securities and therefore will typically have a higher credit risk (i.e. risk of default, interest rate risk) and may also be subject to higher volatility and lower liquidity than investment grade debt securities. Compared to investment grade bonds, high yield bonds are normally lower-rated securities and will usually offer higher yields to compensate for the reduced creditworthiness or increased risk of default that these securities carry. Changes to the financial condition of the issuer of the securities caused by economic, political or other reasons may adversely affect the value of debt securities and therefore the performance of the Sub-Funds. This may also affect a debt security's liquidity and make it difficult for a Sub-Fund to sell the debt security. It is possible that credit markets will experience a lack of liquidity during the term of the Sub-Fund, which may result in higher default rates than anticipated on the bonds and other debt securities.

(xi) Structured Products

Investments in structured products may involve additional risks than those resulting from direct investments in underlying assets. Sub-Funds investing in structured products are exposed not only to movements in the value of the underlying asset including but not limited to currency (or basket of currencies), equity, bond, commodity index or any other eligible index, but also to the risk that the issuer of the structured product defaults or becomes bankrupt. The Sub-Fund may bear the risk of the loss of its principal investment and periodic payments expected to be received for the duration of its investment in the structured products. In addition, a liquid secondary market may not exist for the structured products, and there can be no assurance that one will develop. The lack of a liquid secondary market may make it difficult for the Sub-Fund to sell the structured products it holds. Structured products may also embed leverage (such as warrants, credit linked notes ("CLN"), Euro medium term notes ("EMTN")) which can cause their prices to be more volatile and their value to fall below the value of the underlying asset.

(xii) Market volatility

Market volatility reflects the degree of instability and expected instability of the performance of the shares or the Sub-Funds assets. The level of market volatility is not purely a measurement of the actual volatility but is largely determined by the prices for instruments that offer investors protection against such market volatility. The prices of these instruments are determined by forces of supply and demand in the options and derivatives markets generally. These forces are, themselves, affected by factors such as actual market volatility, expected volatility, macro-economic factors and speculation.

(xiii) Listing Procedure

The Company may apply for the listing of certain Classes of the shares on the Luxembourg Stock Exchange and/or any other stock exchange as determined by the Directors. There can be no certainty, however, that a listing on such stock exchanges will be achieved.

(xiv) Liquidity and Secondary Trading

Even where the shares are listed on one or more stock exchanges, there can be no certainty that there will be liquidity in the shares on one or more of the stock exchanges or that the market price at which the shares may be traded on a stock exchange will be the same as the Net Asset Value per share. There can be no guarantee that once the shares are listed on a stock exchange, they will remain listed or that the conditions of listing will not change.

Trading in shares on a stock exchange may be halted due to market conditions or, because in the stock exchange's view, trading the shares is inadvisable. In addition, trading in the shares may be subject to a halt in trading caused by extraordinary market volatility pursuant to the stock exchange's rules. If trading on a stock exchange is halted, investors in shares may not be able to sell their shares until trading resumes. Although, where applicable, the

shares are listed on a stock exchange, it may be that the principal market for some shares may be in the over-the-counter market. The existence of a liquid trading market for the shares may in such case depend on whether broker-dealers will make a market in such shares.

Although as a condition precedent to listing on certain stock exchanges one or more market makers, being financial institutions, might be appointed to offer prices for the shares, there can be no assurance that a market will continually be made for any of the shares or that such market will be or remain liquid. The price at which shares may be sold will be adversely affected if trading markets for the shares are limited or absent.

(xv) Use of options

Some Sub-Funds may engage in the use of call and put options. There are risks associated with the sale and purchase of call and put options. The buyer of a call or put options assumes the risk of losing his entire investment in the options. If the buyer of the call/(put) option shorts/(holds) the underlying security, the loss on the call/(put) option will be offset in whole or in part by any gain on the underlying security. The seller of a call/(put) option which is covered (e.g. the seller has a long/(short) position in the underlying security) assumes the risk of a decrease/(an increase) in the market price of the underlying security below/(above) the purchase/(sales) price (in establishing the long/(short) position) of the underlying security, less the premium received, and gives up the opportunity for gain on the underlying security above/(below) the exercise price of the option. The seller of the call/(put) option which is uncovered assumes the risk of an increase/(a decrease) in the market price of the underlying security above/(below) the exercise price of the option, less the premium received.

A call or put option on index futures contracts gives the investor the right to buy or sell respectively an index futures contract at a pre-determined level on a future date or during a fixed period of time. Since the cost of the option is normally substantially less than the cost of the index futures contract itself, an increase in the value of the index futures contract will generally cause the value of the call option to increase at a greater rate and may cause the put option to become valueless. On the other hand, a fall in the value of the index futures contract will generally cause the value of the put option to increase at a greater rate and may cause the call option to become valueless. The use of call and put options on index futures contracts by the Company will, therefore, usually mean that the net asset value of the Company will increase or decrease at a greater rate than would have been the case if the relevant investment had actually been made in the index futures contract underlying the relevant option.

(xvi) Absence or lack of diversification

Although some of the Sub-Fund(s) will write call options and purchase put options in order to hedge certain of their equity securities positions, the Sub-Fund(s)' portfolios will only consist of equity securities positions that are net long. Furthermore, there is no requirement that the Sub-Fund(s) will be diversified with respect to industry or geography. Accordingly, the relevant Sub-Fund(s)' portfolios may be subject to greater volatility and risk of loss than is the case with respect to a more widely diversified portfolio.

(xvii) Emerging market risk

Investors should note that certain Sub-Funds may invest in less developed or emerging markets as described in the Sub-Funds' specifics in Part B of this Prospectus. Specific risks in connection with emerging markets shall be considered:

- Investments in emerging market securities involve a greater degree of risk than those in securities of issuers based in more developed countries. Among other things, emerging market securities investments may carry the risks of less publicly available information, more volatile and less liquid markets, less strict securities market regulation, less favourable tax provisions and limitations on the removal of funds or other assets of the Sub-Fund or its target funds. Other risks include a greater likelihood of severe inflation, unstable currency, adverse changes in government regulation, political and social instability or diplomatic developments (including war), and nationalisation, expropriation or confiscatory taxation than investments in securities of issuers based in developed countries. In addition, the Sub-Fund's (indirect) investment opportunities in certain emerging markets may be restricted by legal limits on foreign investment in local securities.
- Emerging markets generally are not as efficient as the developed ones. Volume and liquidity levels in emerging markets are lower than in developed countries. When seeking to sell emerging market securities, especially in adverse market conditions, little or no market may exist for the securities. In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the actual circumstances being reported.

- The fact that the evidence of ownership of the Sub-Fund's securities or the Sub-Fund's target funds may be held outside of a developed country may subject them to additional risks, which include possible adverse political and economic developments, and the attendant risk of seizure or nationalisation of foreign deposits. In addition, it may subject them to the possible adoption of governmental restrictions which might adversely affect payments on securities or restrict payments to investors located outside the country of the issuers, whether from currency blockage or otherwise. Furthermore, some securities may be subject to brokerage or stock transfer taxes levied by governments, which would have the effect of increasing the cost of investment and which may reduce the realised gain or increase the loss on such securities at the time of sale. The issuers of some of these securities, such as banks and other financial institutions, may be subject to less stringent regulations than would be the case for issuers in developed countries and therefore potentially carry greater risk. In addition, settlement of trades in some emerging markets is much slower and subject to a greater risk of failure than in markets in developed countries. Custodial expenses for a portfolio of emerging markets securities generally are higher than for a portfolio of securities of issuers based in developed countries. Further, custodians might not be able to offer the level of service and safe-keeping, settlement and administration of securities that is customary in more developed markets and there is a risk that the Sub-Fund will not be recognised as the owner of securities held on its behalf by a sub-custodian. In addition, dividend and interest payments from, and capital gains in respect of, certain securities may be subject to taxes that may or may not be reclaimable.

(xviii) Changes in Applicable Law

The Sub-Fund(s) must comply with various legal requirements, including securities laws and tax laws as imposed by the jurisdictions under which they operate. Should any of those laws change over the life of the Sub-Fund(s), the legal requirement to which the Sub-Fund(s) and its Shareholders may be subject could differ materially from current requirements.

(xix) Long Equity Exposure

Some of the Sub-Fund(s)' strategy may involve long, unhedged or only partially hedged investments in, and exposure to, equities. Such investments may decline in value in the event of general equity market declines.

(xx) Futures Trading

The ability to use futures may be limited by market conditions, regulatory limits and tax considerations. The use of futures involves certain special risks, including (i) dependence on the Investment Manager's ability to predict movements in the price of interest rates, securities and currency markets; (ii) imperfect correlation between movements in the securities or currency on which a futures contract is based and movements in the securities or currencies; (iii) the absence of liquid market for any particular instrument at any particular time.

(xxi) Investment in Warrants

Warrants confer on the investor the right to subscribe a fixed number of ordinary shares in the relevant company at a pre-determined price for a fixed period.

The cost of this right will be substantially less than the cost of the share itself. Consequently, the price movements in the share will be multiplied in the price movements of the warrant. This multiplier is the leverage or gearing factor; the higher the leverage the more attractive the warrant. One may make comparisons or relative worth among warrants considering the premium paid for such rights and the amount of leverage imbedded in the warrants. The levels of the premium and gearing can increase or decrease with investor sentiment. Warrants are therefore more volatile and speculative than ordinary shares. Investors should be warned that prices of warrants are extremely volatile and that furthermore, it may not always be possible to dispose of them.

(xxii) Performance Fee

The Investment Manager will receive a Performance Fee from the Company, based upon the appreciation, if any, in the net assets of the Company. The payment of a Performance Fee may result in (i) making substantially higher payments to the Investment Manager than traditional compensation arrangements, and (ii) creating an incentive to make investments that are more speculative than they would be in the absence of such arrangement, even if the interests of the Company, its Shareholders and the Investment Manager are similar and aligned in terms of pursuit of profitable investments for the Company. In addition, because the Performance Fee is calculated on a basis which includes unrealised appreciation, it may be greater than if such compensation were based solely on realised gains.

(xxiii) Shenzhen and Shanghai-Hong Kong Stock Connect risks

Quota limitations risk

The Stock Connect is subject to quota limitations on investment, which may restrict the Sub-Fund's ability to invest through the Stock Connect on a timely basis, and the Sub-Funds may not be able to effectively pursue their investment policies.

Suspension risk

Both SEHK and SSE reserve the right to suspend trading if necessary for ensuring an orderly and fair market and managing risks prudently which would adversely affect the Sub-Fund's ability to access the PRC market.

Differences in trading day

The Stock Connect operates on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but Hong Kong investors cannot carry out any trading. The Sub-Funds may be subject to a risk of price fluctuations during the time when the Stock Connect is not trading as a result.

Restrictions on selling imposed by front-end monitoring

PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE will reject the sell order concerned. SEHK will carry out pre-trade checking on sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.

Clearing, settlement and custody risks

The Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of HKEx (the "HKSCC") and ChinaClear establish the clearing links and each is a participant of each other to facilitate clearing and settlement of cross-boundary trades. As the national central counterparty of the PRC's securities market, ChinaClear operates a comprehensive network of clearing, settlement and stock holding infrastructure. ChinaClear has established a risk management framework and measures that are approved and supervised by the CSRC. The chances of ChinaClear default are considered to be remote. Should the remote event of ChinaClear default occur and ChinaClear be declared as a defaulter, HKSCC will in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, the Sub-Fund may suffer delay in the recovery process or may not be able to fully recover its losses from ChinaClear.

Shares traded through Shenzhen-Hong Kong or Shanghai-Hong Kong Stock Connect are issued in scripless form, so investors such as the Sub-Funds will not hold any physical shares. Hong Kong and overseas investors, such as the Sub-Funds, who have acquired SSE Securities through Northbound trading should maintain the SSE Securities with their brokers' or depositaries' stock accounts with the Central Clearing and Settlement System operated by HKSCC for the clearing securities listed or traded on SEHK. Further information on the custody set-up relating to the Stock Connect is available upon re-quest at the registered office of the Management Company.

Operational risk

The Stock Connect provides a new channel for investors from Hong Kong and overseas, such as the Sub-Fund, to access the China stock market directly. The Stock Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.

It should be appreciated that the securities regimes and legal systems of the two markets differ significantly and in order for the trial program to operate, market participants may need to address issues arising from the differences on an on-going basis.

Further, the "connectivity" in the Stock Connect program requires routing of orders across the border. This requires the development of new information technology systems on the part of the SEHK and exchange participants (i.e. a new order routing system ("**China Stock Connect System**") to be set up by SEHK to which exchange participants need to connect). There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems failed to function properly, trading in both markets through the program could be disrupted. The Sub-Fund's ability to access the A-share market (and hence to pursue their investment strategy) will be adversely affected.

Nominee arrangements in holding investments

HKSCC is the “nominee holder” of the SSE securities acquired by overseas investors (including the Sub-Fund) through the Stock Connect. The CSRC Stock Connect rules expressly provide that investors enjoy the rights and benefits of the SSE securities acquired through the Stock Connect in accordance with applicable laws. However, the courts in the PRC may consider that any nominee or depositary as registered holder of SSE securities would have full ownership thereof, and that even if the concept of beneficial owner is recognised under PRC law those SSE securities would form part of the pool of assets of such entity available for distribution to creditors of such entities and/or that a beneficial owner may have no rights whatsoever in respect thereof. Consequently, the Sub-Funds and the Depositary Bank cannot ensure that the Sub-Fund’s ownership of these securities or title thereto is assured in all circumstances.

Under the rules of the Central Clearing and Settlement System operated by HKSCC for the clearing of securities listed or traded on SEHK, HKSCC as nominee holder shall have no obligation to take any legal action or court proceeding to enforce any rights on behalf of the investors in respect of the SSE securities in the PRC or elsewhere. Therefore, although the relevant Sub-Fund’s ownership may be ultimately recognised, the Sub-Fund may suffer difficulties or delays in enforcing their rights.

To the extent that HKSCC is deemed to be performing safekeeping functions with respect to assets held through it, it should be noted that the Depositary Bank and the Sub-Funds will have no legal relationship with HKSCC and no direct legal recourse against HKSCC in the event that the Sub-Fund suffers losses resulting from the performance or insolvency of HKSCC.

Legal and beneficial ownership risks

Where securities are held in custody on a cross-border basis, there are specific legal/beneficial ownership risks linked to compulsory requirements of the local central securities depositaries, HKSCC and ChinaClear. As in other emerging markets, the only legislative framework is only beginning to develop the concept of legal/formal ownership and of beneficial ownership and of beneficial ownership or interest in securities.

To the extent that HKSCC is deemed to be performing safekeeping functions with respect to assets held through it, it should be noted that the Depositary Bank and the Sub-Funds will have no legal relationship with HKSCC and no legal direct recourse against HKSCC in the event that the Sub-Funds suffer losses resulting from the performance or insolvency of HKSCC.

In the event ChinaClear defaults, HKSCC’s liabilities under its market contracts with clearing participants will be limited to assisting clearing participants with claims. HKSCC will act in good faith to seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels of the liquidation of ChinaClear. In this event, the Sub-Funds may not fully recover their losses or their China Hong-Kong Stock Connect Programmes securities and the process of recovery could also be delayed.

Investor compensation

Investments of the Sub-Funds through Northbound trading under the Stock Connect will not be covered by Hong Kong’s Investor Compensation Fund. Hong Kong’s Investor Compensation Fund is established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong.

Since default matters in Northbound trading via the Stock Connect do not involve products listed or traded in SEHK or Hong Kong Futures Exchange Limited, they will not be covered by the Investor Compensation Fund. On the other hand, since the Sub-Fund is carrying out Northbound trading through securities brokers in Hong Kong but not PRC brokers, therefore they are not protected by the China Securities Investor Protection Fund in the PRC.

Trading costs

In addition to paying trading fees and stamp duties, the Sub-Funds may be subject to new portfolio fees, dividend tax and tax concerned with income arising from stock transfers, which are yet to be determined by the relevant authorities.

Regulatory risk

The CSRC Stock Connect rules are departmental regulations having legal effect in the PRC. However, the application of such rules is untested, and there is no assurance that PRC courts will recognise such rules, e.g. in liquidation proceedings of PRC companies. The Stock Connect is novel in nature, and is subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under the Stock Connect. The regulations are untested so far and there is no certainty as to how they will be applied. Moreover, the current regulations are subject to change. There can be no assurance that the Stock Connect will not be abolished. The Sub-Funds, which may invest in the PRC markets through the Stock Connect may be adversely affected as a result of such changes.

Government Control of Currency Conversion and Future Movements in Exchange Rates

Since 1994, the conversion of onshore Renminbi CNY into other currencies has been based on rates set by the People's Bank of China, which are set daily based on the previous day's PRC interbank foreign exchange market rate. On July 21, 2005, the PRC government introduced a managed floating exchange rate system to allow the value of CNY to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. There can be no assurance that the CNY exchange rate will not fluctuate widely against any foreign currency in the future.

Onshore versus offshore Renminbi differences risk

While both onshore Renminbi ("CNY") and offshore Renminbi ("CNH") are the same currency, they are traded in different and separated markets. CNY and CNH are traded at different rates and their movement may not be in the same direction. Although there has been a growing amount of Renminbi held offshore (i.e. outside the PRC), CNH cannot be freely remitted into the PRC and is subject to certain restrictions, and vice versa. Investors should note that subscriptions and redemptions will be in USD and will be converted to/from CNH and the investors will bear the forex expenses associated with such conversion and the risk of a potential difference between the CNY and CNH rates. The liquidity and trading price of the Sub-Fund may also be adversely affected by the rate and liquidity of the Renminbi outside the PRC.

Restricted markets risk

The Sub-Funds may invest in securities in respect of which the PRC imposes limitations or restrictions on foreign ownership or holdings. Such legal and regulatory restrictions or limitations may have adverse effects on the liquidity and performance of the Sub-Funds' holdings as compared to the performance of the benchmark (if any). This may increase the risk of tracking error and, at the worst, the Sub-Funds may not be able to fully achieve its investment objective and/or the Sub-Fund may face increased liquidity risks.

Suspension risk

Shares may only be bought from, or sold to, the Sub-Funds from time to time where the relevant security may be sold or purchased on the Shanghai Stock Exchange or the Shenzhen Stock Exchange, as appropriate. Given that these markets are considered volatile and unstable (with the risk of suspension of a particular stock or government intervention), the subscription and redemption of shares may also be disrupted.

Operational and Settlement Risk

Settlement procedures in the PRC are less developed and may differ from those in countries that have more developed financial markets. The Sub-Funds may be subject to a risk of substantial loss if an appointed agent (such as a broker or a settlement agent) defaults in the performance of its responsibilities. The Sub-Funds may incur substantial losses if its counterparty fails to pay for securities the Sub-Funds has delivered, or for any reason fails to complete its contractual obligations owed to the Sub-Fund. On the other hand, significant delays in settlement may occur in certain markets in registering the transfer of securities. Such delays could result in substantial losses for the Sub-Fund if investment opportunities are missed or if the Sub-Funds is unable to acquire or dispose of a security as a result. As a consequence, the broker model involving Delivery Versus Payment settlement must be chosen in order to limit counterparty risk.

Changes in PRC taxation risk

The PRC Government has implemented a number of tax reform policies in recent years. The current tax laws and regulations may be revised or amended in the future. Any revision or amendment in tax laws and regulations may affect the after-taxation profit of PRC companies and foreign investors in such companies. Any changes in tax policies may reduce the after-taxation profits of the investments to which the performance of the Sub-Funds is linked.

QFII/RQFII regulatory risks

Foreign investors can invest in Chinese domestic securities market through institutions that have obtained Qualified Foreign Institutional Investor (“**QFII**”) or Renminbi Qualified Foreign Institutional Investor (“**RQFII**”) status within certain investment quotas as approved under and subject to applicable Chinese regulatory requirements. These requirements, like the applicable laws, rules and regulations, are subject to change and such change may restrict the Company’s ability to make the relevant investments or to fully implement or pursue its investment objective.

The Renminbi, the lawful currency of the PRC, is not currently a freely convertible currency and is subject to exchange control imposed by the PRC government. Such control of currency conversion and movements in the Renminbi exchange rates may adversely affect the operations and financial results of companies in the PRC. Insofar as the relevant Sub-Fund(s) may invest in the PRC, it will be subject to the risk of the PRC government’s imposition of restrictions on the repatriation of funds or other assets out of the country, limiting the ability of the relevant Sub-Fund(s) to satisfy payments to investors.

Non-Renminbi based investors are exposed to foreign exchange risk and there is no guarantee that the value of Renminbi against the investors’ base currencies (for example USD) will not depreciate. Any depreciation of Renminbi could adversely affect the value of investor’s investment in the Company.

The exchange rate used for all relevant Sub-Fund(s) transactions in Renminbi is in relation to CNH, not CNY, save for those made via the RQFII Quota. The value of CNH could differ, perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions applied by the PRC government from time-to-time as well as other external market forces. Any divergence between CNH and CNY may adversely impact investor.

QFII/RQFII quota risk

There can be no assurance that the Investment Manager will be able to obtain access to a sufficient QFII/RQFII quota to meet all proposed investments of the Company.

(xxiv) Investment restrictions relating to techniques and instruments aimed at hedging exchange risks

In the context of the management of the investment portfolio, each Sub-Fund may use instruments with a view to hedging against exchange-rate fluctuations. These instruments include sales of forward foreign-exchange contracts, sales of currency futures, purchases of put options on currencies as well as sales of call options on currencies. Such transactions are limited to contracts and options, which are traded on a Regulated Market, which is in continuous operation and which is recognised and open to the public. Furthermore, the Company may for each Sub-Fund enter into currency swaps in the context of over-the-counter transactions dealing with leading institutions specialised in this type of transaction.

(xxv) Foreign securities

A Sub-Fund’s investment activities relating to foreign securities may involve numerous risks resulting from market and currency fluctuations, future adverse political and economic developments, the possible imposition of restrictions on the repatriation of currency or other governmental law or restrictions, reduced availability of public information concerning issuers and the lack of uniform accounting, auditing and financial reporting standards or other regulatory practices and requirements comparable to those applicable to companies in the investor’s domicile. In addition, securities issued by companies or governments in some countries may be illiquid and have higher price volatility and, with respect to certain countries, there is a possibility of expropriation, nationalisation, exchange control restrictions, confiscator taxation and limitations on the use or removal of funds or other assets of a Sub-Fund, including withholding of dividends. Certain securities held by a Sub-Fund may be subject to government taxes that could reduce the yield on such securities, and fluctuation in foreign currency exchange rates may affect the price of a Sub-Fund’s securities and the appreciation or depreciation of investments. Certain types of investments may result in currency conversion expenses and higher custodial expenses. The ability of a Sub-Fund to invest in securities of companies or governments of certain countries may be limited or, in some cases,

prohibited. As a result, larger positions of a Sub-Fund's assets may be invested in those countries where such limitations do not exist. In addition, policies established by the governments of certain countries may adversely affect a Sub-Fund's investments and the ability of a Sub-Fund to achieve its investment objective.

(xxvi) Class Hedging risk

Each Sub-Fund may engage in currency hedging transactions with regards to a certain Class of shares (the "**Hedged Share Class**"). Hedged Share Classes are designed (i) to minimise exchange rate fluctuations between the currency of the Hedged Share Class and the Reference Currency of the Sub-Fund or (ii) to reduce exchange rate fluctuations between the currency of the Hedged Share Class and other material currencies within the Sub-Fund's portfolio.

The hedging will be undertaken to reduce exchange rate fluctuations in case the Reference Currency of the Sub-Fund or other material currencies within the Sub-Fund (the "**reference currency(ies)**") is(are) declining or increasing in value relative to the hedged currency. The hedging strategy employed will seek to reduce as far as possible the exposure of the Hedged Share Classes and no assurance can be given that the hedging objective will be achieved. In the case of a net flow to or from a Hedged Share Class the hedging may not be adjusted and reflected in the Net Asset Value of the Hedged Share Class until the following or a subsequent business day following the Valuation Day on which the instruction was accepted. This risk for holders of any Hedged Share Class may be mitigated by using any of the efficient portfolio management techniques and instruments (including currency options and forward currency exchange contracts, currency futures, written call options and purchased put options on currencies and currency swaps), within the conditions and limits imposed by the Luxembourg financial supervisory authority. Investors should be aware that the hedging strategy may substantially limit Shareholders of the relevant Hedged Share Class from benefiting from any potential increase in value of the Class of Shares expressed in the Reference Currency(ies), if the Hedged Share Class currency falls against the Reference Currency(ies). Additionally, Shareholders of the Hedged Share Class may be exposed to fluctuations in the Net Asset Value per share reflecting the gains/losses on and the costs of the relevant financial instruments. The gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Hedged Share Class. Any financial instruments used to implement such hedging strategies with respect to one or more Classes of a Sub-Fund shall be assets and/or liabilities of such Sub-Fund as a whole, but will be attributable to the relevant Class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. However, due to the lack of segregated liabilities between Classes of the same Sub-Fund, costs which are principally attributed to a specific Class may be ultimately charged to the Sub-Fund as a whole. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Sub-Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. No intentional leveraging should result from currency hedging transactions of a Class although hedging may exceed 100% for short periods between redemption instructions and execution of the hedge trade.

Share Classes which are Hedged Share Classes will be indicated so in each Sub-Fund's specific.

(xxvii) Foreign Currency risk

Since the Company values the portfolio holdings of each of its Sub-Funds in their respective Reference Currencies as stated in the relevant Sub-Fund's specifics, changes in currency exchange rates adverse to those currencies may affect the value of such holdings and each respective Sub-Fund's yield thereon. Since the securities held by a Sub-Fund may be denominated in currencies different from its Reference Currency, the Sub-Fund may be affected favourably or unfavourably by exchange control regulations or changes in the exchange rates between such Reference Currency and other currencies. Changes in currency exchange rates may influence the value of a Sub-Fund's shares, and also may affect the value of dividends and interests earned by the Sub-Fund and gains and losses realised by said Sub-Fund. If the currency in which a security is denominated appreciates against the Reference Currency, the price of the security could increase. Conversely, a decline in the exchange rate of the currency would adversely affect the price of the security. To the extent that a Sub-Fund or any Class of Shares seeks to use any strategies or instruments to hedge or to protect against currency exchange risk, there is no guarantee that hedging or protection will be achieved. Unless otherwise stated in any Sub-Fund's investment policy, there is no requirement that any Sub-Fund seeks to hedge or to protect against currency exchange risk in connection with any transaction. Sub-Funds which use currency management strategies, including the use of cross currency forwards and currency futures contracts, may substantially change the Sub-Fund's exposure to currency exchange rates and could result in losses to the Sub-Fund if the currencies do not perform as the Investment Manager expects.

(xxviii) Effect of substantial withdrawals

Substantial withdrawals by Shareholders within a short period of time could require the liquidation of positions more rapidly than would otherwise be desirable, which could adversely affect the value of the assets of the Company. The resulting reduction in the assets of the Company could make it more difficult to generate a positive rate of return or to recoup losses due to a reduced equity base.

(xxix) Political risks

The value of the Company's assets may be affected by uncertainties such as political developments, changes in government policies, taxation, currency repatriation restrictions and restrictions on foreign investment in some of the countries in which the Company may invest.

(xxx) General economic conditions

The success of any investment activity is influenced by general economic conditions, which may affect the level and volatility of interest rates and the extent and timing of investor participation in the markets for both equity and interest rate sensitive securities. Unexpected volatility or illiquidity in the markets in which the Company directly or indirectly holds positions could impair the ability of the Company to carry out its business and could cause it to incur losses.

(xxxi) Sustainability risks

As a matter of principle, the Investment Manager will take into account sustainability risks when managing the Sub-Funds. Sustainability risk is defined in Article 2 SFDR as an environmental, social or governance event or condition that, upon occurrence, could cause an actual or potential material negative impact on the value of the investment.

The sustainability risks can either represent a separate risk category or have a reinforcing effect on other risk categories relevant to the Sub-Funds, such as operational risk, equity risk or counterparty risk and in this context can substantially contribute to the overall risk of the Sub-Funds.

Insofar as sustainability risks materialize, they may have a significant impact on the value and/or return of the assets concerned. Such effects on the asset(s) can negatively influence the overall return of the Sub-Funds.

When taken into account, sustainability risks are integrated into the traditional securities analysis together with the Sub-Funds' financial risks before the investment decision is made and are taken into account in the ongoing monitoring of the portfolio.

By taking into consideration sustainability risks, the aim of the Investment Manager is to identify the occurrence of these risks at an early stage and to take appropriate measures to minimise the impact on the affected asset(s) or the overall portfolio of the Sub-Funds.

Key risk indicators can be used to assess sustainability risks. The key risk indicators can be of quantitative or qualitative nature.

As part of the consideration of sustainability risks, the Investment Manager may take into account sustainability indicators provided by ESG data providers, when applicable. In doing so, the Investment Manager is generally guided by the investment strategy pursued or the instruments used to implement the strategy. i.e. for a strategy that takes greater risks per se, higher risks in connection with sustainability can also be tolerated.

6. BENCHMARK REGULATION

The Benchmark Regulation came into full effect on 1 January 2018.

The Benchmark Regulation introduces a new requirement for all benchmark administrators providing indices which are used or intended to be used as benchmarks in the European Union to be authorised or registered by the competent authority. In respect of undertakings for collective investment in transferable securities, the Benchmark Regulation prohibits the use of benchmarks unless they are produced by an EU administrator authorised or registered by the European Securities and Markets Authority (ESMA) or are non-EU benchmarks that are included in ESMA's public register pursuant to the Benchmark Regulation's third country regime.

Notwithstanding the above, the Benchmark Regulation was first amended by the Regulation (EU) 2019/2089 of the European Parliament and of the Council of 27 November 2019 amending Regulation (EU) 2016/1011 as regards EU Climate Transition Benchmarks, EU Paris-aligned Benchmarks and sustainability-related disclosures for benchmarks and was then amended by the Regulation (EU) 2021/168 of the European Parliament and of the Council of 10 February 2021 amending Regulation (EU) 2016/1011 as regards the exemption of certain third-country spot foreign exchange benchmarks and the designation of replacements for certain benchmarks in cessation, and amending Regulation (EU) No 648/2012 (the “**Amended Benchmark Regulation**”). Pursuant to article 1(9) of the Amended Benchmark Regulation, the use in the European Union by supervised entities of a third-country benchmark shall be permitted only for financial instruments, financial contracts and measurements of the performance of an investment fund that already reference that benchmark or which add a reference to such benchmark before 31 December 2023.

In respect of those Sub-Funds that track a benchmark index, or are managed by reference to a benchmark index, or use a benchmark index to compute a Performance Fee if applicable, unless otherwise disclosed in this Prospectus and unless in case of third-party benchmark that benefits from a transitional period mentioned in the previous paragraph, the benchmark administrators for the benchmark indices of the relevant Sub-Funds are registered in accordance with article 34 of the Benchmark Regulation, and have been included in the register maintained by the European Securities and Markets Authority (ESMA).

Further information regarding the benchmark used and the purposes of such benchmark is provided in Part B of this Prospectus (where applicable).

In accordance with the Benchmark Regulation, the Management Company has produced and maintains a contingency plan setting out the actions to be followed in the event that a benchmark materially changes or ceases to be provided (“**Benchmark Contingency Plan**”), as required by article 28(2) of the Benchmark Regulation.

Details of the Benchmark Contingency Plan are available to the shareholders free of charge at the registered office of the Management Company.

7. SUB-FUNDS AND SHARES OF THE COMPANY

Under the Articles of the Company, the Directors have the power to create and issue several different Sub-Funds, whose characteristics may differ from those Sub-Funds then existing.

The Directors shall maintain for each Sub-Fund a separate pool of assets. As between Shareholders, each pool of assets shall be invested for the exclusive benefit of the relevant Sub-Fund. With regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

Under the Articles of the Company, the Directors have the power to create and issue within each Sub-Fund several different Classes of Shares within each Sub-Fund, whose characteristics may differ from those Classes existing.

The differences between the Classes may relate inter alia to the initial subscription price per share, the Reference Currency of the Class, the types of investors who are eligible to invest, the subscription and repurchase frequency, the charging structure applicable to each of them, the distribution policy, the currency hedging policy or such other features as the Board of Directors may, in their discretion, determine.

Shares will, in principle, be freely transferable to investors complying with the eligibility criteria of the relevant Class and provided that shares are neither acquired nor held by or on behalf of any person in breach of the law or requirements of any country or governmental or regulatory authority, or which might have adverse taxation or other pecuniary consequences for the Company, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority. The Board of Directors may in this connection require a Shareholder to provide such information as they may consider necessary to establish whether he is the beneficial owner of the shares which he holds.

Within each Class, the Board of Directors is authorised, without limitation and at any time, to issue additional shares at the respective Net Asset Value per share determined in accordance with the provisions of the Company's Articles, without reserving to existing Shareholders preferential or pre-emptive rights to subscribe for the shares to be issued.

On issue, all shares have to be fully paid-up. The shares do not have any par value. Each share carries one vote, regardless of its Net Asset Value and of the Sub-Fund to which it relates.

Shares are only available in registered form. No share certificates will be issued in respect of registered shares; registered share ownership will be evidenced by confirmation of ownership and registration on the share register of the Company.

Fractions of shares may be issued up to one thousandth of a share. The resultant fractional shares shall have no right to vote but shall have the right to participate pro-rata in distributions and allocation of the proceeds of liquidation in the event of the winding-up of the Company or in the event of the termination of the Company.

The Sub-Funds' specifics in Part B of this Prospectus detail the Classes available in each Sub-Fund.

Upon creation of a new Sub-Fund and Class, the Prospectus will be updated accordingly.

The Board of Directors is empowered to determine - on a case-by-case basis - whether certain investors are or are not to be categorised as institutional investors.

The specifics of each Class in relation to fees and expenses payable and the currency of each Class are indicated in each Sub-Fund's specifics (section "Expenses") in Part B of this Prospectus.

8. INCOME POLICY

Within each Class of Shares, the Board of Directors may decide to issue accumulating and/or distributing shares. The dividend policy applicable for each Class of Shares or Sub-Fund is further described in each Sub-Fund's specifics in Part B of this Prospectus.

If a dividend is declared by the Company, it will be paid to each Shareholder concerned in the Reference Currency of the relevant Class.

Dividend payments are restricted by law in that they may not reduce the assets of the Company below the required minimum capital.

In the event that a dividend is declared and remains unclaimed after a period of five (5) years from the date of declaration, such dividend will be forfeited and will revert to the Class or Sub-Fund in relation to which it was declared.

9. NET ASSET VALUE

The Net Asset Value per share of each Class will be calculated on each Calculation Day as indicated in the Sub-Funds' specifics in Part B of this Prospectus and expressed in the Reference Currency of the respective Class, by the Central Administration Agent of the Company by dividing the value of the assets of the Sub-Fund properly able to be allocated to such Class less the liabilities of the Sub-Fund properly able to be allocated to such Class by the number of shares then outstanding in the Class on the relevant Valuation Day. The Net Asset Value per share of each Class may be rounded up or down to the nearest three decimals of the Reference Currency of such Class of Shares. The Sub-Funds' specifics in Part B of this Prospectus detail the Valuation Day for each Sub-Fund.

When a Valuation Day falls on a day observed as a holiday on a stock exchange which is the principal market for a significant proportion of the Sub-Funds' investment or is a market for a significant proportion of the Sub-Fund's investment or is holiday elsewhere and impedes the calculation of the fair market value of the investments of the Sub-Funds, the Company may decide that a Net Asset Value will not be calculated on such Calculation Day.

The value of the assets of each Sub-Fund is determined as follows:

1. transferable securities and money market instruments admitted to listing on an Eligible Market are valued on the basis of the last known price. If the same security is quoted on different markets, the quotation of the main market for this security will be used. If there is no relevant quotation or if the quotations are not representative of the fair value, the evaluation will be done in good faith by the Board of Directors or its delegate with a view to establish the probable sales price for such securities;
2. non-listed securities are valued on the basis of their probable sales price as determined in good faith by the Board of Directors or its delegate;
3. shares or units of UCITS (including any master fund) or other UCIs are valued at the latest available Net Asset Value per share;
4. liquid assets are valued at their nominal value plus accrued interest;
5. derivatives are valued at market value;
6. the Board of Directors may adjust the value of any investment if having regard to its currency, marketability, applicable interest rates, anticipated rates of dividend, maturity, liquidity or any other relevant considerations, it considers that such adjustment is required to reflect the fair value thereof;
7. if the Board of Directors deems it necessary, a specific investment may be valued under an alternative method of valuation chosen by the Board of Directors.

Whenever a foreign exchange rate is needed in order to determine the Net Asset Value of a Class, the applicable foreign exchange rate on the respective Valuation Day will be used.

In addition, appropriate provisions will be made to account for the charges and fees charged to the Sub-Funds and Classes as well as accrued income on investments.

In the event it is impossible or incorrect to carry out a valuation in accordance with the above rules owing to particular circumstances, such as hidden credit risk, the Board of Directors is entitled to use other generally recognised valuation principles, which can be examined by an auditor, in order to reach a proper valuation of each Sub-Fund's total assets.

The Net Asset Value per share in each Sub-Fund is available at the registered office of the Company and at the Management Company's offices.

The calculation of the Net Asset Value of the shares of any Class and the issue, redemption and conversion of the shares of any Sub-Fund may be suspended by the Board of Directors in the following circumstances:

- following a suspension of the calculation of the Net Asset Value per share of the master fund or any other suspension or deferral of the issue, redemption and/or exchange of shares in the master fund; or
- during any period (other than ordinary holidays or customary weekend closings) when any market or stock exchange is closed, which is the main market or stock exchange for a significant part of the Sub-Fund's investments, for in which trading therein is restricted or suspended; or
- during any period when an emergency exists as a result of which it is impossible to dispose of investments which constitute a substantial portion of the assets of a Sub-Fund; or it is impossible to transfer monies involved in the acquisition or disposition of investments at normal rates of exchange; or it is impossible for the Company fairly to determine the value of any assets in a Sub-Fund; or
- during any breakdown in the means of communication normally employed in determining the price of any of the Sub-Fund's investments or of current prices on any stock exchange; or
- when for any reason (i) the prices of any investment owned by the Sub-Fund cannot be reasonable, promptly or accurately ascertained or (ii) the calculation of the Net Asset Value of any relevant master fund is suspended; or
- during the period when remittance of monies which will or may be involved in the purchase or sale of any of the Sub-Fund's investments cannot, in the opinion of the Board of Directors, be carried out at normal rates of exchange; or
- following a possible decision to liquidate or dissolve the Company or one or several Sub-Funds; or
- in the case of a merger, if the Board of Directors deems this to be justified for the protection of the Shareholders; or
- in all other cases in which the Board of Directors considers a suspension to be in the best interest of the Shareholders.

The suspension of the calculation of the Net Asset Value and of the issue, redemption and conversion of the shares shall be notified to Shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the Net Asset Value and of the issue, redemption and conversion of the shares has been suspended.

10. ISSUE OF SHARES

Applications for subscription for shares in any of the Sub-Fund may be made in hard copy, fax, SWIFT or other form prescribed by the Board of Directors from time to time, addressed to the Central Administration Agent or Distributor(s) (if any).

Prospective Shareholders may be required to provide for any documentation satisfactory to the Board of Directors and provide such undertakings and other information as the Management Company and the Central Administration Agent consider appropriate.

The payment of the subscription price may be made in kind, subject however to the prior approval of the Board of Directors. Any Subscription in kind shall be subject to the confirmation by an auditor's special report of the valuation of the contributed assets. The related costs shall be borne by the relevant investor.

The issue of shares of the Company shall be prohibited:

- during the period in which the Company does not have a depositary;
- where the Depositary Bank is put into liquidation or declared bankrupt or seeks an arrangement with creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.

10.1 Initial Subscription Period

The initial subscription period (which may last one day) and price of each newly created or activated Sub-Fund will be determined by the Directors and disclosed in the relevant Sub-Fund's specifics in Part B of this Prospectus.

Payments for subscriptions made during the initial subscription period must have been received in the Reference Currency of the relevant Sub-Fund / Class of Shares by the Company within the time period indicated in the relevant Sub-Fund's specifics in Part B of this Prospectus.

Payments must be received by electronic transfer net of all bank charges.

A subscription fee calculated on the subscription price of the shares to which the application relates, the maximum percentage amount of which is indicated for each Class in the tables in Part B of this Prospectus (see section "Expenses" in each Sub-Fund's specifics), may be charged to the investors by the Management Company, the Distributor(s) (if any) or other intermediary, upon subscription for shares in a Class.

The Board of Directors may at any time decide the activation of a Class. Upon activation of a new Class in a Sub-Fund, the price per share in the new Class will, at its inception, correspond to the price per share during the initial subscription period in the relevant Sub-Fund or to the current Net Asset Value per share in an existing Class of the relevant Sub-Fund plus relevant subscription fees, or such other prices, as the Board of Directors may determine.

10.2 Subsequent Subscriptions

Following any initial subscription period, the issue price per share will be the Net Asset Value per share on the applicable Valuation Day.

A subscription fee calculated on the Net Asset Value of the shares to which the application relates, the maximum percentage amount of which is indicated for each Class in the tables in Part B of this Prospectus (see section "Expenses" in each Sub-Fund's specifics), may be charged to the investors by the Management Company, the Distributor(s) (if any) or other intermediary, upon subscription for shares in a Class.

Subscriptions received by the Central Administration Agent before the applicable cut-off time on a Valuation Day as specified in the Sub-Funds' specifics in Part B of this Prospectus will be dealt with on the basis of the relevant Net Asset Value of that Valuation Day. Subscriptions received by the Central Administration Agent after such cut-off time on a Valuation Day or on any day which is not a Valuation Day will be dealt with on the basis of the Net Asset Value of the next Valuation Day. The investor will bear any taxes or other expenses attaching to the application.

All shares will be allotted immediately upon subscription and payment must be received by the Company within the time period as described in each Sub-Fund's specific in Part B of this Prospectus. If payment is not received, the relevant allotment of shares may be cancelled at the risk and cost of the Shareholder. Payments should preferably be made by bank transfer and shall be made in the Reference Currency of the relevant Class; if payment is made in another currency than the Reference Currency of the relevant Class, the Company will enter into an exchange transaction at market conditions and this exchange transaction could lead to a postponement of the allotment of shares.

Payments made by the investor by cheque are not accepted.

The Board of Directors reserves the right to accept or refuse any subscriptions in whole or in part for any reason and in compliance with the law, before the publication of the Net Asset Value per share applicable on the Valuation Day concerned.

The issue of shares of any Sub-Fund shall be suspended on any occasion when the calculation of the Net Asset Value thereof is suspended.

10.3 Stock Exchange listing

Shares of different Sub-Funds and their Classes may at the discretion of the Board of Directors of the Company be listed on Stock Exchanges.

11. TRANSFER OF SHARES

A Shareholder may transfer shares to one or more other persons, provided that all shares have been paid in full with cleared funds and each transferee meets the qualifications of an investor in the relevant Class of Shares.

In order to transfer shares, the Shareholder must notify the Central Administration Agent of the proposed date and the number of shares transferred. The Central Administration Agent only will recognise a transfer with a future date. In addition, each transferee must complete an application form before its request be accepted.

The Shareholder should send its notice and each completed application form to the Central Administration Agent at the following address:

FundPartner Solutions (Europe) S.A.
15, avenue J-F Kennedy
L-1855, Luxembourg - Grand-Duchy of Luxembourg

The Central Administration Agent may request a transferee to provide additional information to substantiate any representation made by the transferee in its application. Any application that has not been completed to the satisfaction of the Central Administration Agent will be rejected.

The Central Administration Agent will not effectuate any transfer until it is satisfied with the form of notice and has accepted each transferee's subscription application.

Any Shareholder transferring shares and each transferee, jointly and separately, agree to hold the Sub-Fund(s) and each of its agents harmless with respect to any loss suffered by one or more of them in connection with a transfer.

12. REDEMPTION OF SHARES

A Shareholder has the right to request that the Company redeems its shares at any time. Shares will be redeemed at the respective Net Asset Value of shares of each Class.

Instructions for redemption of shares may be made in hard copy, fax, SWIFT or other form prescribed by the Board of Directors.

In any case, no redemption will be accepted and executed before having successfully performed all anti money laundering checks. In the case where the acceptance of any redemption order would be delayed for any anti money laundering at the discretion of the Board of Directors, such a redemption order will be executed on the basis of the Net Asset Value of shares immediately applicable on the day of such acceptance without payment of any interest.

The redemption of shares of the Company shall be prohibited:

- during the period in which the Company does not have a depositary;
- where the Depositary Bank is put into liquidation or declared bankrupt or seeks an arrangement with creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.

A redemption fee calculated on the Net Asset Value of the shares to which the application relates, the maximum percentage amount of which is indicated for each Class in the tables in Part B of this Prospectus (see section “Expenses” in each Sub-Fund’s specifics), may be charged to the shareholders by the Management Company, the Investment Manager, the Distributor(s) (if any) or other intermediary upon a redemption for shares in a Class.

Shareholders wishing to have all or any of their shares redeemed at the redemption price on a Valuation Day, should deliver to the Central Administration Agent before the cut-off time on a Valuation Day as specified in the Sub-Fund’s specifics in Part B of this Prospectus, an irrevocable written request for redemption in the prescribed form.

Redemption requests received by the Central Administration Agent after such determined cut-off time on a Valuation Day or on any day, which is not a Valuation Day will be dealt with on the basis of the Net Asset Value of the next Valuation Day.

All requests will be dealt with in strict order in which they are received, and each redemption shall be effected at the Net Asset Value of the said shares.

Redemption proceeds will be paid in the Reference Currency of the respective Class. Payment will be effected within the time period as described in each Sub-Fund’s specific in Part B of this Prospectus and after receipt of the proper documentation.

Investors should note that any redemption of shares by the Company will take place at a price that may be more or less than the Shareholder's original acquisition cost, depending upon the value of the assets of the Sub-Fund at the time of redemption.

The payment of the redemption price may be made in consideration in kind at the Board of Directors’ discretion, subject however to the prior approval of the concerned Shareholders. The allotment of the Company’s assets in respect of redemption for consideration in kind shall be fair and not detrimental to the interests of the other Shareholders of the Company. Any redemption for consideration in kind shall be subject to the confirmation by an auditor’s special report of the valuation of the Company and of the Company’s assets to be allocated, the costs of which shall be borne by the Company.

The redemption of shares of any Sub-Fund shall be suspended on any occasion when the calculation of the Net Asset Value thereof is suspended.

Unless otherwise stated in the Part B of this Prospectus, if requests for redemption and conversion on any Valuation Day exceed 10% of the Net Asset Value of a Sub-Fund’s shares, the Company, at the discretion of the Board of Directors reserves the right to suspend all or part of the redemption and conversion requests exceeding the 10% threshold until adequate liquidity has been generated to serve these requests; such suspension not to exceed ten Valuation Days. Such requests will be dealt with in priority to any subsequent requests for redemption and conversion and such redemption and conversion shall be effected at the Net Asset Value of the relevant Sub-Fund as of such Valuation Day on the basis of which suspended requests will be executed.

12.1 Compulsory redemptions

The Board of Directors may decide to compulsory redeem shares when:

- a) The shares are held by Shareholders not authorised to buy or own shares in the Company;
- b) In case of liquidation or merger of Sub-Funds or Classes of Shares;

- c) the value of a Shareholder's holding in a Class is less than the relevant minimum holding amount or the Shareholder does not satisfy other conditions which may be imposed for holding shares in a specific Class
- d) In all other circumstances as the Board of Directors may deem appropriate and in the interests of the Company.

Except in the cases b), c) and d), the Board of Directors may impose such penalty as it deems fair and appropriate.

13. CONVERSION BETWEEN SUB-FUNDS/CLASSES OF SHARES

Subject to the provisions of each Sub-Fund specifics under Part B of the Prospectus, a Shareholder has the right to request that the Company converts its shares into shares of any other Class of the same or of another Sub-Fund.

Instructions for conversion of shares may be made in hard copy, fax, SWIFT or other form prescribed by the Board of Directors.

Conversion orders received by the Central Administration Agent on a Valuation Day before the cut-off time as specified in the Sub-Funds' specifics in Part B of this Prospectus will be dealt with on the basis of the relevant Net Asset Value established on that Valuation Day. Conversion requests received by the Central Administration Agent after such cut-off time on a Valuation Day or on any day, which is not a Valuation Day will be dealt with on the basis of the Net Asset Value of the next Valuation Day. Conversion of shares will only be made on a Valuation Day if the Net Asset Value of both Classes of Shares is calculated on that day.

Shareholders may be requested to bear a conversion fee to the benefit of the Sub-Fund of which they become Shareholder, corresponding to the difference between the subscription fee paid initially when buying the shares in the Class they leave and the subscription fee applicable to the Class of which they become Shareholders, should the subscription fee of the Class into which the Shareholders are converting their shares be higher than the subscription fee of the Class they leave.

The Board of Directors will determine the number of shares into which an investor wishes to convert its existing shares in accordance with the following formula (adapted with conversion fees, if any):

$$A = \frac{(B \times C)}{E} * EX$$

A = The number of shares in the new Class of Shares to be issued

B = The number of shares in the original Class of Shares

C = The Net Asset Value per share in the original Class of Shares

E = The Net Asset Value per share of the new Class of Shares

EX: being the exchange rate on the conversion day in question between the Reference Currency of the Class of Shares to be converted and the Reference Currency of the Class of Shares to be assigned. In the case no exchange rate is needed the formula will be multiplied by one (1).

The conversion of shares of any Sub-Fund shall be suspended on any occasion when the calculation of the Net Asset Value thereof is suspended.

14. LATE TRADING/MARKET TIMING POLICY

The Company takes appropriate measures to assure that subscription, redemption and conversion requests will not be accepted after the time limit set for such requests in this Prospectus.

The Company does not knowingly allow investments which are associated with market timing or similar practices as such practices may adversely affect the interests of all Shareholders. The Company reserves the right to reject subscription, redemption and conversion orders from an investor who the Company suspects of using such practices and to take, if appropriate, other necessary measures to protect the other investors of the Company.

As set out in the CSSF Circular 04/146, market timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same fund within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Values.

15. TAXATION IN LUXEMBOURG

Under Luxembourg tax law, the Company is not liable to Luxembourg income tax, capital gains tax, or net wealth tax. In addition, distributions made by the Company are not subject to withholding tax. The Company is, however, subject to a *taxe d'abonnement* of 0.05% per annum, calculated and payable quarterly, on the aggregate Net Asset Value of the outstanding shares of the Company at the end of each quarter. This annual tax is however notably reduced to 0.01% on the aggregate Net Asset Value of the shares dedicated to institutional investors. Such reduced rate is also applicable in other cases and exemptions are also available subject to certain conditions.

Income derived from the Company's investments may be subject to withholding / capital gain tax upon distribution / payment in the countries of source. These taxes may not be recoverable.

Shareholders are, at present, not subject to any Luxembourg capital gains, income, withholding, gift, estate, inheritance or other tax with respect to shares owned by them (except, where applicable, Shareholders who are domiciled or reside or have permanent establishment or have been domiciled or have resided in Luxembourg).

Prospective investors should inform themselves as to the taxes applicable to the acquisition, holding and disposition of shares of the Company and to disposition of shares of the Company and to distributions in respect thereof under the laws of the countries of their citizenship, residence or domicile.

Foreign Account Tax Compliance Act (FATCA)

FATCA rules were incorporated in the U.S. Internal Revenue Code and in the Final Regulations issued on 6 March 2014. Those rules entered into force on 1 July 2014 and impose requirements on Foreign Financial Institutions ("FFIs") to identify and report any account holder that is a Specified U.S. Person. Luxembourg has concluded a Model I Intergovernmental Agreement ("IGA") with the United States on 28 March 2014. The IGA was incorporated into Luxembourg law by the Law dated 24 July 2015 (published on 29 July 2015).

The Company, as a Reporting Model 1 Financial institution, is required to identify each account that is a US reportable account and annually report this information to the local Luxembourg authorities. US reportable accounts are financial accounts held by a Specified US person, i.e. any US person including individuals and entities (with some exceptions), and by a Passive Non-Financial Foreign Entity which one or more Controlling Persons that is a Specified US Person. In order to identify the investors, the Company has the obligation to perform certain necessary due diligence and monitor the account holders (i.e. debt and equity investors).

The Company may require all investors of the Company to provide documentary evidence of their tax residence and all other information deemed necessary to comply with the above-mentioned legislation. Under the Luxembourg IGA, such information will subsequently be remitted by the Luxembourg Tax Authorities ("**LTA**" or *Administration des contributions directes*) to the U.S. Internal Revenue Service. Such information should include the name, address, taxpayer identification number as well as information on account balances, income and gross proceeds (non-exhaustive list).

Despite anything else herein contained and as far as permitted by Luxembourg laws, the Company shall have the right to:

- Withhold any taxes or similar charges that it is legally required to withhold, whether by law or otherwise, in respect of any shareholding in the Company;
- Require any Shareholder or beneficial owner of the shares to promptly furnish such personal data as may be required by the Company in its discretion in order to comply with any law and/or to promptly determine the amount of withholding to be retained;
- Divulge any such personal information to any tax or regulatory authority, as may be required by law or such authority;
- Withhold the payment of any dividend or redemption proceeds to a Shareholder until the Company holds sufficient information to enable it to determine the correct amount to be withheld.

In addition, the Company hereby confirms that, as a Reporting Model 1 Financial Institution, it will register and obtain a GIIN ("**Global Intermediary Identification Number**") and the Company will furthermore only deal with professional financial intermediaries duly registered with a GIIN.

In this respect, any concerned individual has to be informed that the Company, as Reporting Luxembourg Financial Institution, will be responsible for the personal data processing and will act as a data controller for the purpose of the FATCA Law. Each individual has a right to access the information and to rectify those data pursuant to the Data Protection Law in Luxembourg. Responding to FATCA-related questions is mandatory and accordingly failure to do so may result in incorrect reporting by the Company.

As of the date of this Prospectus, the Company is not accepting applications to invest from U.S. Taxpayers, U.S. Persons or from non-U.S. Persons acting for the benefit or account of, directly or indirectly, a U.S. Person, as these terms are defined in the relevant regulations.

Common Reporting Standard (CRS)

The OECD received a mandate by the G8/G20 countries to develop a global reporting standard to achieve a comprehensive and multilateral automatic exchange of information (AEOI) in the future on a global basis. The CRS has been incorporated in the amended Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (“**DAC 2**”), adopted on 9 December 2014, which the EU Member States needed to incorporate into their national laws by 31 December 2015. The Directive was implemented into Luxembourg law by the law of 18 December 2015 (hereinafter the “**CRS Law**”) which amends the law of 29 March 2013 on administrative cooperation in the field of taxation.

The CRS requires Luxembourg financial institutions (“**FIs**”) to identify their account holders (including in the case of an Investment Entity equity and debt holders) and establish if they are fiscally resident in an EU Member State other than Luxembourg or in a country with which Luxembourg has a tax information sharing agreement, and to perform an annual report. In this respect, a Luxembourg Financial Institution may require its investors (i.e. financial account holders) to provide a self-certification form to establish the CRS status and/or tax residence of its account holders at account opening. It may request to receive information in relation to the identity, tax identification number (if applicable), and fiscal residence of reportable financial account holders (including certain entities and their controlling persons if the entity qualifies as Passive Non-Financial Entity).

Luxembourg FIs needed to perform their first reporting of financial account information for the year 2016 to the Luxembourg tax authorities, (“**LTA**”) by 30 June 2017. The LTA have automatically exchanged this information with the competent foreign tax authorities by the end of September 2017. The Reportable Jurisdictions are defined in a grand-ducal decree that is amended on a regular basis. As a consequence, Investors in the Company (including controlling person(s) for investor(s) that qualify as Passive Non-Financial Entities (“**NFE(s)**”) may be reported to the Luxembourg tax authorities and ultimately to the competent authorities of their jurisdiction(s) of residence for tax purposes in accordance with applicable rules and regulations.

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

The Company, as Reporting Luxembourg FI, is responsible for the treatment of the personal data provided for in the CRS Law and will act as data controller for the purpose of the CRS Law. Responding to CRS-related questions is mandatory and accordingly failure to do so may result in incorrect reporting by the Company. Any Investor has a right to access to and rectify the data communicated.

The Investors further undertake to immediately inform the Company and its agents of any changes related to the information within thirty (30) days after the occurrence of such changes.

Data protection

Certain personal data (the “**Personal Data**”) of Shareholder (including, but not limited to, the name, address and invested amount of each Shareholder) may be collected, recorded, stored, adapted, transferred or otherwise processed and used by the Company, the Board of Directors, the initiators or any of their respective officers, members, employees, representatives or agents. In particular, such data may be processed for the purposes of account and distribution fee, administration, anti-money laundering and terrorism financing identification, maintaining the register of Shareholders, processing subscription, redemption and conversion orders (if any) and payments of dividends to Shareholders and to provide client-related services. Such information shall not be passed on to any unauthorised third persons.

The Management Company or the Company may sub-contract to another entity the processing of Personal Data. The Management Company and the Company undertake not to transfer Personal Data to any other third parties except if required by law or on the basis of a prior written consent of the Shareholder.

Each Shareholder has a right of access to his/her/its personal data and may ask for a rectification thereof in case where such data is inaccurate or incomplete.

By subscribing to the Shares, each Shareholder consents to such processing of its Personal Data. This consent is formalised in writing in the subscription agreement used by the relevant intermediary.

Shareholder information may be disclosed by the Company, the Management Company, the Central Administration Agent or any other agent used by them to external parties such as the Company’s sponsor, the Company’s authorized Distributor(s) (if any) or as deemed necessary by the Company, the Management Company, the Central Administration Agent or any other agent used by them for the provision of enhanced Shareholders’ related services and, particularly in

the case of Central Administration Agent, for the delegation of data processing activities as part of its duties. The applicant further agrees to Shareholder information (subject to the application of local laws and/or regulations) being used outside Luxembourg, and therefore being potentially subject to the scrutiny of regulatory and tax authorities outside Luxembourg. When Shareholder information is transferred to countries which are not deemed as equivalent in terms of Data Protection regulation, it is legally required that the Company, the Management Company, the Central Administration Agent or any other agent has recourse to appropriate safeguards.

Shareholder's Personal Data may be disclosed, transferred and/or stored abroad (hereafter "**International Transfer**"):

- (i) in connection with the conclusion or performance of contracts directly or indirectly related to business relationship;
- (ii) when the communication is necessary to safeguard an overriding public interest; or
- (iii) in exceptional cases duly foreseen by applicable laws (e.g. disclosures of certain trades made on an exchange to international trade registers).

International Transfers may include the transfer to jurisdictions that:

- (i) ensure an adequate level of data protection for the rights and freedoms of data subjects as regards to processing;
- (ii) benefit from adequacy decisions as regards their level of data protection (e.g. adequacy decisions from the European Commission or the Swiss Federal Data Protection and Information Commissioner); or
- (iii) do not benefit from such adequacy decisions and do not offer an adequate level of data protection. In the latter case, it will be ensured that appropriate safeguards are provided, e.g. by using standard contractual data protection clauses established by the European Commission.

In accordance with the provisions of the Data Protection Law, the under-mentioned types of personal data as provided to the Company or its authorized delegates by Shareholders may be collected, recorded, stored, adapted, transferred or otherwise processed for the purposes set out below. Such Personal Data may comprise any number of the following types of personal information, namely (this list is not intended to be exhaustive):

- for individual investors: the name, address (postal and/or e-mail), bank details, invested amount and holdings of a shareholder;
- for corporate investors: the name and address (postal and/or e-mail) of the Shareholders' contact persons, signatories and the beneficial owners; and
- any other personal data the processing of which is required in order to comply with regulatory requirements, including tax law and foreign laws.

Purposes of Processing

Personal Data supplied by Shareholders is processed in order to enter into and execute transactions in shares of the Company to comply with the legal obligations imposed on the Company and for the legitimate interests of the Company, which should never override the interests and fundamental rights and freedoms of Shareholders.

In particular, the Personal Data supplied by Shareholders is processed for the purpose of:

- maintaining the register of Shareholders;
- processing subscriptions, redemptions and conversions of shares and payments of dividends to Shareholders;
- maintaining controls in respect of late trading and market timing practices;
- complying with applicable anti-money laundering rules;
- marketing and client-related services;
- fee administration;
- tax identification (e.g. for OECD Common Reporting Standard (the "**CRS**") and FATCA).

The "legitimate interests" of the Company referred to above are:

- the processing purposes described above in section "Purposes of Processing";
- meeting and complying with the Company's accountability, regulatory and legal obligations as well as in respect of the provision of evidence of a transaction or any commercial communication; and
- exercising the business of the Company in accordance with reasonable market standards.

Recipients of Personal Data

In the context of the above mentioned purposes, the Company may delegate the processing of the Personal Data, in compliance and within the limits of the applicable laws and regulations, to other data recipients which refer to, inter alia, the Management Company and its delegates or agents, the Depositary Bank, the Auditor of the Company and any other service providers of the Company or the Management Company (the "**Recipients**").

The Recipients may, under their own responsibility, disclose the Personal Data to their agents and/or delegates (the “**Sub-Recipients**”), which shall process the Personal Data for the sole purposes of assisting the Recipients in providing their services to the Company and/or assisting the Recipients in fulfilling their own legal obligations. Recipients and Sub-Recipients may, as the case may be, process the Personal Data as data processors (when processing the Personal Data upon instructions of the Company), or as distinct data controllers (when processing the Personal Data for their own purposes or fulfilling their own legal obligations). The Personal Data may also be transferred to third-parties such as governmental or regulatory agencies, including tax authorities, in accordance with applicable laws and regulations. In particular, Personal Data may be disclosed to the Luxembourg tax authorities, which in turn may, acting as data controller, disclose the same to foreign tax authorities.

Data Subjects Rights

In accordance with the conditions laid down by the Data Protection Law, Shareholders have the right to:

- request access to their Personal Data;
- request the correction of their Personal Data where it is inaccurate or incomplete;
- object to the processing of their Personal Data;
- request erasure of their Personal Data;
- request for restriction of the use of their Personal Data; and
- request for Personal Data portability.

The Shareholder also has the right to object to the use of his/her Personal Data for marketing purposes.

Shareholder may exercise the above rights by writing to the Company at its registered office. The Shareholder may, at his discretion, refuse to communicate the Personal Data to the Company. In this case, however, the Company may reject his request for subscription of shares in the Company.

Further details on the terms and conditions on the processing of data are available upon request and free of charge at the registered office of the Company.

Shareholder also has the right to lodge a complaint with the National Commission for Data Protection in Luxembourg (the “**CNPD**”).

Retention Period

Personal Data shall not be retained for periods longer than those required for the purpose of its processing subject to any limitation periods imposed by applicable law.

16. CENTRAL ADMINISTRATION AGENT, DEPOSITARY BANK AND DOMICILIARY AGENT

The Management Company and the Company have entered into an administrative, registrar, paying and transfer agent agreement (“**Central Administration Agreement**”) with FundPartner Solutions (Europe) S.A. which is a public limited liability company (*société anonyme*) incorporated under the laws of the Grand-Duchy of Luxembourg, having its registered office located at 15, avenue J-F Kennedy, L-1855 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 140653.

The Management Company may terminate the Central Administration Agreement at any time by giving ninety (90) days’ notice in writing.

The Management Company and the Company have entered into a depositary agreement (“**Depositary Agreement**”) for an indefinite period with Bank Pictet & Cie (Europe) AG succursale Luxembourg (the “**Depositary Bank**”) which is a branch of the German credit institution Bank Pictet & Cie (Europe) AG, having its registered office located at 15, avenue J-F Kennedy, L-1855 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 277879. It is licensed to carry out depositary functions under the terms of Luxembourg law.

Under the Central Administration Agreement, FundPartner Solutions (Europe) S.A. provides the Company, under the supervision and responsibility of the Management Company, with services as administrative agent, registrar agent, paying agent and transfer agent (the “**Central Administration Agent**”). It carries out the necessary administrative work required by law and the rules of the Company and establishes and keeps books and records including the register of Shareholders of the Company. It also executes all subscription, redemption and conversion applications and determine the Net Asset Value of the Company.

In consideration of its services, the Central Administration Agent is entitled to receive fees which will consist in transaction / operations-based fees and fees calculated as an annual percentage of the Net Asset Value of the Sub-Funds or Classes. The percentage-based fees are payable monthly and will not exceed the percentage amount indicated in each Sub-Fund’s specifics (section “Expenses”) in Part B of this Prospectus. This percentage amount will be calculated on each Calculation Day on the Net Asset Value of that day of the relevant Class over the period by reference to which the fee is calculated. The Central Administration Agent is also entitled to be reimbursed of reasonable disbursements and out of pocket expenses which are not included in each Sub-Fund’s specifics (section “Expenses”) in Part B of this Prospectus.

The Company has further appointed the Central Administration Agent as paying agent of the Company for Luxembourg, responsible for making dividend payments and payments of redemption proceeds. Other local paying agents will be appointed for each country, in which the Company is distributed by the Management Company.

In relation to the Depositary Agreement and in due compliance with the UCITS rules, in the interests of the Shareholders, the Depositary Bank, Bank Pictet & Cie (Europe) AG succursale Luxembourg, is in charge of (i) the safekeeping of cash and securities comprising the Fund’s assets, (ii) the cash monitoring, (iii) the oversight functions and (iv) such other services as agreed from time to time and reflected in the Depositary Agreement.

The Depositary Bank is entrusted with the safekeeping of the Company’s assets. For the financial instruments which can be held in custody, they may be held either directly by the Depositary Bank or, to the extent permitted by applicable laws and regulations, through every third-party custodian/sub-custodian providing, in principle, the same guarantees as the Depositary Bank itself, i.e. for Luxembourg institutions to be a credit institution within the meaning of the Luxembourg Law of 5 April 1993 on the financial sector as amended or for foreign institutions, to be a financial institution subject to the rules of prudential supervision considered as equivalent to those provided by EU legislation. The Depositary Bank also ensures that the Company’s cash flows are properly monitored, and in particular that the subscription monies have been received and all cash of the Fund has been booked in the cash account in the name of (i) the Company, (ii) the Management Company on behalf of the Company or (iii) the Depositary Bank on behalf of the Company.

The Depositary Bank must notably:

- perform all operations concerning the day-to-day administration of the Company’s securities and liquid assets, e.g. pay for securities acquired against delivery, deliver securities sold against collection of their price, collect dividends and coupons and exercise subscription and allocation rights;
- ensure that the value of the Shares is calculated in accordance with Luxembourg laws and the Articles;
- carry out the instructions of the Fund, unless they conflict with Luxembourg laws or the Articles;
- ensure that proceeds are remitted within the usual time limits for transactions relating to the Company’s assets;
- ensure that Shares are sold, issued, redeemed or cancelled by the Fund or on its behalf in accordance with Luxembourg laws and the Articles;

- ensure that the Fund's income is allocated in accordance with Luxembourg laws and the Articles.

The Depositary Bank regularly provides the Company and the Management Company with a complete inventory of all assets of the Fund.

Pursuant to the provisions of the Depositary Agreement, the Depositary Bank may, subject to certain conditions and in order to more efficiently conduct its duties, delegate part or all of its safekeeping duties over the Company's assets including but not limited to holding assets in custody or, where assets are of such a nature that they cannot be held in custody, verification of the ownership of those assets as well as record-keeping for those assets, to one or more third-party delegates appointed by the Depositary Bank from time to time. The Depositary Bank shall exercise care and diligence in choosing and appointing the third-party delegates so as to ensure that each third-party delegate has and maintains the required expertise and competence. The Depositary Bank shall also periodically assess whether the third-party delegates fulfil applicable legal and regulatory requirements and will exercise ongoing supervision over each third-party delegate to ensure that the obligations of the third-party delegates continue to be competently discharged. The fees of any third-party delegate appointed by the Depositary Bank shall be paid by the Fund.

The liability of the Depositary Bank shall not be affected by the fact that it has entrusted all or some of the Company's assets in its safekeeping to such third-party delegates.

In case of a loss of a financial instrument held in custody, the Depositary Bank shall return a financial instrument of an identical type or the corresponding amount to the Fund without undue delay, except if such loss results from an external event beyond the Depositary Bank's reasonable control and the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

An up-to-date list of the appointed third-party delegates is available upon request at the registered office of the Depositary Bank and is available on the website of the Depositary Bank:

<https://www.pictet.com/uk/en/asset-services/safekeeping-delegates-sub-custodians>

In carrying out its functions, the Depositary Bank shall act honestly, fairly, professionally, independently and solely in the interest of the Fund and the Shareholders.

Potential conflicts of interest may nevertheless arise from time to time from the provision by the Depositary Bank and/or its delegates of other services to the Fund, the Management Company and/or other parties. As indicated above, Depositary Bank's affiliates are also appointed as third-party delegates of the Depositary Bank. Potential conflicts of interest which have been identified between the Depositary Bank and its delegates are mainly fraud (unreported irregularities to the competent authorities to avoid bad reputation), legal recourse risk (reluctance or avoidance to take legal steps against the depositary), selection bias (the choice of the depositary not based on quality and price), insolvency risk (lower standards in asset segregation or attention to the depositary's solvency) or single group exposure risk (intragroup investments).

The Depositary Bank (or any of its delegates) may in the course of its business have conflicts or potential conflicts of interest with those of the Fund and/or other funds for which the Depositary Bank (or any of its delegates) acts.

The Depositary Bank has pre-defined all kind of situations which could potentially lead to a conflict of interest and has accordingly carried out a screening exercise on all activities provided to the Fund either by the Depositary Bank itself or by its delegates. Such exercise resulted in the identification of potential conflicts of interest that are however adequately managed. The details of potential conflicts of interest listed above are available free of charge from the registered office of the Depositary Bank and on the following website:

<https://www.pictet.com/content/dam/www/documents/legal-and-notes/bank-pictet-cie-europe-ag/BPAG-Lux-conflicts-of-interest-register-EN.pdf.coredownload.pdf>

On a regular basis, the Depositary Bank re-assesses those services and delegations to and from delegates with which conflicts of interest may arise and will update such list accordingly.

Where a conflict or potential conflict of interest arises, the Depositary Bank will have regard to its obligations to the Company and will treat the Company and the other funds for which it acts fairly and such that, so far as is practicable, any transactions are effected on terms which shall be based on objective pre-defined criteria and meet the sole interest of the Fund and the Shareholders. Such potential conflicts of interest are identified, managed and monitored in various other ways including, without limitation, the hierarchical and functional separation of Depositary Bank's depositary functions from its other potentially conflicting tasks and by the Depositary Bank adhering to its own conflicts of interest policy.

The Depositary Bank or the Company may terminate the Depositary Agreement at any time, by giving at least three months' written notice to the other party; provided, however, that any decision by the Fund to end the Depositary's appointment is subject to another custodian bank taking on the duties and responsibilities of the Depositary Bank and provided further that, if the Fund terminates the Depositary's duties, the Depositary Bank will continue to perform its duties until Depositary Bank has been relieved of all the Fund's assets that it held or had arranged to be held on behalf of the Fund. Should the Depositary Bank itself give notice to terminate the Depositary Agreement, the Company will be required to appoint a new depositary bank to take over the duties and responsibilities of the Depositary Bank, provided, however, that, as of the date when the notice of termination expires and until a new depositary bank is appointed by the Fund, the Depositary Bank will only be required to take any necessary measures to safeguard the best interests of Shareholders.

Up-to-date information regarding the description of the Depositary Bank's duties and of conflicts of interest that may arise as well as of any safekeeping functions delegated by the Depositary Bank and any conflicts of interest that may arise from such a delegation will be made available to investors on request at the Fund's registered office.

The Depositary Bank is remunerated in accordance with customary practice in the Luxembourg financial market. Such remuneration is expressed as a percentage of the Fund's net assets and payable quarterly in arrears and will not exceed the percentage amount indicated in each Sub-Fund's specifics (section "Expenses") in Part B of this Prospectus. This percentage amount will be calculated on each Calculation Day on the Net Asset Value of that day of the relevant Class over the period by reference to which the fee is calculated. The Depositary Bank is also entitled to be reimbursed of reasonable disbursements and out of pocket expenses which are not included in each Sub-Fund's specifics (section "Expenses") in Part B of this Prospectus.

Pure Capital S.A. is the Domiciliary Agent of the Company, under a domiciliation agreement ("**Domiciliation Agreement**"). The Company and the Domiciliary Agent may terminate the said agreement at any time by giving fifteen (15) days' notice given by registered letter with acknowledgement of receipt.

17. INVESTMENT MANAGER

Pursuant to an investment management agreement, Fiducenter S.A. was appointed by the Management Company to provide investment management services in respect of all Sub-Funds (“**Investment Management Agreement**”), in accordance with the Investment Fund Law and the terms of this Prospectus.

The agreement between the Management Company and the Investment Manager provides that it will remain in force for an unlimited period and that it may be terminated by either party at any time upon six (6) months’ notice.

Fiducenter S.A. is an independent portfolio manager authorised by the CSSF with effect from 12th January 2007. It is registered with the Luxembourg Trade and Companies Register under reference B 62780. The Investment Manager is established for an indefinite period.

The main force of Fiducenter S.A. foremost resides in the know-how and the expertise of its multilingual team.

Our strength is the complementarity of our skills and competences. Our team is composed of accountants, tax advisors, legal experts, asset managers, financial engineers, compliance managers and all other contributors who will coordinate their knowledge, experience and best efforts to provide our clients with the most appropriate services for the success of their investments and businesses.

More details about Fiducenter S.A. are available on its website: <https://www.fiducenter.lu/>.

In consideration of its services, the Investment Manager is entitled to receive Investment Management Fee from the Company.

The Investment Management Fee are payable monthly by the Company and will not exceed the percentage amount indicated in each Sub-Fund’s specifics (section “Expenses”) in Part B of this Prospectus.

This percentage amount will be calculated on each Calculation Day on the Net Asset Value of that day of the relevant Class over the period by reference to which the fee is calculated.

The Investment Manager may further receive for certain Sub-Funds a Performance Fee to be paid by the Company as indicated in each Sub-Fund’s specifics (section “Expenses”) in Part B of this Prospectus.

18. INVESTMENT ADVISOR

The Investment Manager may delegate the process of selection of the assets of each Sub-Fund to one or several Investment Advisor(s) pursuant to an investment advisory agreement(s) with the Investment Manager(s) or with the Management Company. The relevant Investment Advisor(s) will be disclosed for each Sub-Fund under Part B of the Prospectus.

The investment advisory agreement provides that the Management Company or the Investment Manager are responsible for the management of the Sub-Fund(s). Therefore, the responsibility for issuing recommendations to buy, sell or hold a particular security, rests with the Investment Advisor, subject to the control, supervision, direction and instruction of the Management Company and the Investment Manager.

19. MONEY LAUNDERING PREVENTION

Any Shareholder will have to establish its identity to the Company, the Central Administration Agent, the Distributor(s) (if any) or other intermediary which collects the subscriptions, provided that the intermediary is regulated and located in a country that imposes an identification obligation equivalent to that required under Luxembourg law (including the law of November 12, 2004 as amended and the circulars issued by the CSSF).

Subscribers for shares will be required to provide to the Central Administration Agent the information set out in the subscription form, depending on their legal form (individual, corporate or other category of subscriber). By way of example, an individual may be required to produce a copy of his passport or identification card. In case of corporate applicants, this verification may require the production of a certified copy of the certificate of incorporation and articles of association, a recent list of its shareholders an authorised signature list and an excerpt of the trade register.

The above list is not exhaustive and the Central Administration Agent is required to establish anti-money laundering controls and, in order to do so, will normally require from subscribers for shares all documentation deemed necessary to establish and verify this information.

From time to time, Shareholder may be further asked to supply additional or updated information and/or documents in accordance with clients' on-going due diligence obligations according to the relevant laws and regulations. In addition, the Central Administration Agent, as delegate of the Company, may require any other information and/or document that the Company may require in order to comply with its other legal and regulatory obligations, including but not limited to the CRS Law and FATCA.

Furthermore, any Shareholder is required to notify the Central Administration Agent prior to the occurrence of any change in the identity of any beneficial owner of shares. The Company may require from Shareholder, at any time, additional information together with all supporting documentation deemed necessary for the Company to comply with anti-money laundering measures in force in the Grand Duchy of Luxembourg.

This identification obligation applies in the following cases:

- direct subscriptions to the Company;
- subscription via an intermediary which is domiciled in a country in which it is not legally obliged to use an identification procedure equivalent to the one required by Luxembourg law in the fight against money laundering and terrorist financing (including foreign subsidiaries or branches of which the parent company is subject to an identification procedure equivalent to the one required by Luxembourg law if the law applicable to the parent company does not oblige the parent company to ensure the application of these measures by its subsidiaries or branches).

The Luxembourg law dated January 13, 2019 has instated a public register of ultimate beneficial owners (the “**UBO Register**”).

Shareholders who qualify as an ultimate beneficial owners (the “**UBO**”) as defined in the law dated November 12, 2004 on the fight against money laundering and terrorist financing, will have their following data available in the UBO Register: full name, date and place of birth, nationality/ies, country of residence, private or professional address, national (Luxembourg or foreign) identification number (as applicable), details of the nature of, and the extent of, the beneficial interest held in the Company.

It is generally accepted that professionals of the financial sector resident in a country which has ratified the recommendations of the FATF are deemed to be intermediaries having an identification obligation equivalent to that required under the applicable law. The complete updated list of countries having ratified the recommendations of the FATF is available on www.fatf-gafi.org.

Subscriptions may be temporarily suspended until identification of the investors has been appropriately performed. Failure to provide sufficient or additional information may result in an application not being processed or an investor being rejected.

The Management Company or Central Administration Agent may require at any time additional documentation relating to an application for shares.

20. DISTRIBUTORS

As part of its function as the Company's Management Company, Pure Capital S.A. acts as a global distributor ("**Global Distributor**") in respect of all Sub-Funds.

The Global Distributor is authorized to further delegate the function of distribution to one or more local Distributor(s) which may also act as nominees for investors in the Company; those investors have the possibility to request direct registration in the Company's register of Shareholders, without using the services of a local Distributor(s)/nominee(s). This provision does not apply in countries where the use of a local distributor and/or nominee is needed for operational reasons or compulsory under applicable laws or regulations.

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his Shareholder rights directly against the Company, if the Shareholder is registered himself and in his own name in the Shareholders' register of the Company. In cases where a Shareholder invests in the Company through an intermediary investing into the Company in his own name but on behalf of the Shareholder, it may not always be possible for the Shareholder to exercise certain Shareholder rights directly against the Company. Shareholders are advised to take advice on their rights.

21. EXPENSES

The Company may bear the following expenses, at the Board of Directors' discretion:

- all fees to be paid to the Management Company, the Central Administration Agent, the Investment Manager, the Investment Advisor (if any), Distributor(s) (if any), the Depositary Bank, the Domiciliary Agent and any other agents that may be employed from time to time;
- all taxes which may be payable on the assets, income and expenses chargeable to the Company;
- standard brokerage and bank charges incurred on the Company's business transactions;
- all fees due to the Auditor, the lawyers and the advisors;
- all expenses connected with publications and supply of information to Shareholders, in particular and where applicable, the cost of drafting, printing, translating and distributing the annual and semi-annual reports, as well as any Prospectuses, KIDs and SFDR regulatory documents;
- all expenses involved in registering and maintaining the Company registered with all governmental agencies, stock exchanges, regulatory or supervisory authority, including for distribution purposes.
- the remuneration of the Directors, the insurance of Directors if any, and their reasonable out-of-pocket expenses;
- all other fees and expenses incurred in connection with its operation, administration, asset and risk management (e.g. SFDR regulatory matters and compliance monitoring services) and distribution.

All fees detailed in the Sub-Fund's specifics in Part B of this Prospectus will always be VAT excluded, as relevant.

All recurring expenses will be charged first against current income, then should this not be sufficient, against realised capital gains, and, if need be, against assets.

Each Sub-Fund shall amortise its own expenses of establishment over a period of five (5) years as of the date of its creation. The expenses of first establishment will be exclusively charged to the Sub-Funds opened at the incorporation of the Company and shall be amortised over a period not exceeding five (5) years.

Any costs, which are not attributable to a specific Sub-Fund, incurred by the Company will be charged to all Sub-Funds in proportion to their average Net Asset Value. Each Sub-Fund will be charged with all costs or expenses directly attributable to it.

Under Luxembourg law, the Company including all its Sub-Funds is regarded as a single legal entity. However, pursuant to article 181 of the Investment Fund Law, as amended, each Sub-Fund shall be liable for its own debts and obligations. In addition, each Sub-Fund will be deemed to be a separate entity having its own contributions, capital gains, losses, charges and expenses.

The Company is required to indemnify, out of its assets only, officers, employees and agents of the Company, if any, and the Board of Directors for any claims, damages and liabilities to which they may become subject because of their status as managers, officers, employees, agents of the Company or Board of Directors, or by reason of any actions taken or omitted to be taken by them in connection with the Company, except to the extent caused by their gross negligence, fraud or willful misconduct or their material breach of the provisions of the Prospectus.

22. NOTICES AND PUBLICATION

Notices to Shareholders are available at the Company's registered office. If required by law, they will be published in the newspaper(s) in Luxembourg and, if required, in the other circulating in jurisdictions in which the Company is registered as the Directors may determine.

The Net Asset Value of each Sub-Fund and the issue and redemption prices thereof will be available at all times at the Company's registered office.

Audited annual reports will be made available at the registered office of the Company no later than four (4) months after the end of the financial year and unaudited semi-annual reports will be made available two (2) months after the end of such period.

All reports will be available at the Company's registered office. The first financial report will be an audited financial report dated 31 December 2023. The first semi-annual financial report was published for the period ending on 31 December 2023.

23. LIQUIDATION OF THE COMPANY, TERMINATION OF THE SUB-FUNDS AND CLASSES OF SHARES, CONTRIBUTION OF SUB-FUNDS AND CLASSES OF SHARES

23.1 Liquidation of the Company

In the event of the liquidation of the Company, liquidation shall be carried out by one (1) or several liquidators (approved by the CSSF) appointed by the meeting of the Shareholders deciding such dissolution and which shall determine their powers and their compensation. The liquidators shall realise the Company's assets in the best interest of the Shareholders and shall distribute the net liquidation proceeds (after deduction of liquidation charges and expenses) to the Shareholders in proportion to their shares in the Company in cash or in kind. Any amounts not claimed promptly by the Shareholders will be deposited at the close of liquidation in escrow with the *Caisse de Consignation*. Amounts not claimed from escrow within the statute of limitations will be forfeited according to the provisions of Luxembourg law. The institution which last acted in its capacity as Depositary Bank shall take all necessary steps for the good preservation of the interests of the shareholders, including the obligation to maintain or open all accounts necessary for the safekeeping of the different assets of the Company up to the closure of the liquidation of the Company.

23.2 Termination of a Sub-Fund or a Class of Shares

A Sub-Fund or Class may be terminated by resolution of the Board of Directors of the Company if the Net Asset Value of a Sub-Fund or of a Class is below an amount as determined by the Board of Directors from time to time, or if a change in the economic or political situation relating to the Sub-Fund or Class concerned would justify such liquidation or if necessary in the interests of the Shareholders or the Company. In such event, the assets of the Sub-Fund or Class will be realised, the liabilities discharged and the net proceeds of realisation distributed to Shareholders in proportion to their holding of shares in that Sub-Fund or Class in cash or in kind. Notice of the termination of the Sub-Fund or Class will be given in writing to registered Shareholders and/or will be published in Luxembourg and in other newspapers circulating in jurisdictions in which the Company is registered as the Directors may determine.

In accordance with the provisions of the Investment Fund Law, only the liquidation of the last remaining Sub-Fund of the Company will result in the liquidation of the Company as referred to in the Investment Fund Law. In this case, and as from the event given rise to the liquidation of the Company, and under penalty of nullity, the issue of shares shall be prohibited except for the purpose of liquidation.

Any amounts not claimed by any Shareholder shall be deposited at the close of liquidation in escrow with the Caisse de Consignation.

Unless otherwise decided in the interest of, or in order to ensure equal treatment between Shareholders, the Shareholders of the relevant Sub-Fund or Class may continue to request the redemption of their shares or the conversion of their shares, free of any redemption and conversion charges (except disinvestment costs) prior the effective date of the liquidation. Such redemption or conversion will then be executed by taking into account the liquidation costs and expenses related thereto.

23.3 Merger of Sub-Funds or Class of Shares to another Sub-Fund or Class of Shares within the Company

Any Sub-Fund/Class of Shares may, either as a merging Sub-Fund/Class of Shares or as a receiving Sub-Fund/Class of Shares, be subject to merger with another Sub-Fund/Class of Shares of the Company in accordance with the definitions and conditions set out in the Investment Fund Law. The Board of Directors of the Company will be competent to decide on the effective date of such a Merger. Insofar as a Merger requires the approval of the Shareholders concerned by the Merger and pursuant to the provisions of the Investment Fund Law, the meeting of Shareholders deciding by simple majority of the votes cast by Shareholders present or represented at the meeting, is competent to approve the effective date of such a Merger. No quorum requirement will be applicable.

Notice of the Merger will be given in writing to registered Shareholders and/or will be published in newspapers circulating in jurisdictions in which the Company is registered as the Directors may determine. Each Shareholder of the relevant Sub-Funds or Classes shall be given the possibility, within a period of at least thirty days in advance, to request the redemption or conversion of its shares.

23.4 Merger of Sub-Funds or Class of Shares to another Sub-Fund or Class of Shares of another investment fund

The Company may, either as a merging UCITS or as a receiving UCITS, be subject to cross-border and domestic mergers in accordance with the definitions and conditions set out in the Investment Fund Law. The Board of Directors of the Company will be competent to decide on the effective date of such a Merger. Insofar as a Merger requires the approval of the Shareholders concerned by the Merger and pursuant to the provisions of the Investment Fund Law, the meeting of

Shareholders deciding by simple majority of the votes cast by Shareholders present or represented at the meeting is competent to approve the effective date of such a Merger. No quorum requirement will be applicable.

Notice of the Merger will be given in writing to registered Shareholders and/or will be published in any newspaper(s) in Luxembourg and in other newspapers circulating in jurisdictions in which the Company is registered as the Directors may determine. Each Shareholder of the relevant Sub-Funds or Classes shall be given the possibility, within a period of at least thirty days in advance, to request the redemption or conversion of its shares.

24. DOCUMENTS

The following documents may be consulted and obtained at the Company's registered office and at the Management Company:

- a) the Company's Prospectus;
- b) the Company's KIDs;
- c) the Company's Articles;
- d) the Management Company Services Agreement between the Company and the Management Company;
- e) the Domiciliation Agreement between the Company and Domiciliary Agent;
- f) the Central Administration Agreement between the Company, the Management Company and the Central Administration Agent;
- g) the Depositary Agreement between the Company, the Management Company and the Depositary Bank;
- h) the Investment Management Agreement between the Management Company, the Company and the Investment Manager;
- i) the Investment Advisory Agreement between the Management Company, the Company and the Investment Advisor (if any);
- j) the Distributor Agreements between the Company or the Management Company and the Distributor(s) (if any);
- k) the Company's annual and semi-annual financial reports;
- l) the conflict of interest policy of the Management Company (available at the Management Company's registered office only).

PART B: THE SUB-FUNDS

F.A.M. ELITE BOND FUND

F.A.M. ELITE BOND FUND (the “**Sub-Fund**”) was launched as from the effective date of the merger (on 14 December 2023) of the assets of “ELITE WEALTH MANAGEMENT SICAV-SIF S.A. – BOND FUND” a sub-fund of the Luxembourg specialized investment funds (SIF) “ELITE WEALTH MANAGEMENT SICAV-SIF S.A.”.

1. Investment Objective and Policy

Investment Objective

The objective of the Sub-Fund is to seek regular income and capital growth by investing the assets in bonds globally with or without investment grade, directly or through UCITS and/or UCITS compliant UCIs (including ETFs).

Investment Policy

The Sub-Fund’s assets may be invested in a wide variety of fixed income securities.

The Sub-Fund may purchase debt obligations consisting of bonds (including High Yield bonds up to 50% of the Sub-Fund’s net assets), convertible bonds, structured products (the underlying assets of which are debt securities) and notes issued or guaranteed by supranational entities or corporate entities worldwide in any freely convertible currencies.

The Sub-Fund can invest in developed markets as well as emerging countries. Investments in emerging markets cannot exceed 20% of the Sub-Fund’s net assets. For temporary defensive purposes, the Investment Manager may determine that all or part of the Sub-Fund’s investments should be made temporarily in money market instruments. The Sub-Fund may invest in deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a member State of the European Union, or if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the Luxembourg supervisory authority as equivalent to those laid down in the laws of the European Union.

The Sub-Fund may hold bank deposits at sight (such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets in order to cover current or exceptional payments, or for the time necessary for the Sub-Fund to reinvest in eligible assets. This 20% limit can be temporarily breached (i.e., the Sub-Fund may hold, up to a maximum of 100% of its net assets in bank deposits at sight) for a period of time strictly necessary in case of exceptionally unfavourable market conditions provided that such breach is justified having regard to the best interest of the Shareholders.

The Investment Manager will allocate investments among securities of particular issuers on the basis of its views as to the yield, maturity, issue classification and quality characteristics of the securities, coupled with expectations regarding the economy, movements in the general level and term of interest rates, currency values, political developments and variations in the supply of funds available for investment in the bond market relative to the demands placed upon it.

The Sub-Fund may use financial derivative instruments for hedging purposes only, such as currency SWAP, and will not invest in asset-backed securities (ABS)/mortgage-backed securities (MBS), contingent convertible bonds (Cocos) or in defaulted securities and will not enter into any efficient portfolio technique transaction.

The Sub-Fund may invest up to 100% of its assets in units/shares of UCITS and/or UCITS compliant UCIs (included ETFs) as described in art 41 (1) (e) of the 2010 Law.

The investment decisions made for the Sub-Fund do not consider the EU criteria for environmentally sustainable economic activities in the meaning of the Taxonomy Regulation.

The Sub-Fund is not exposed to direct investments in Russia.

Securities financing transactions

At the date of this Prospectus, the Sub-Fund does not enter into securities lending transaction, (reverse) repurchase agreement, buy-sell back / sell-buy back transaction and/or margin lending transaction and does not invest in Total Return Swap (“TRS”). As a result, the Sub-Fund is not subject to the CSSF Circular 14/592 and not subject to SFTR. In case the Sub-Fund intends to engage into the above-mentioned transactions and/or instruments, this Prospectus will be amended beforehand.

2. Benchmark

The Sub-Fund is actively managed without reference to a benchmark.

3. Term of the Sub-Fund

The Sub-Fund has been established for an indefinite period of time.

4. Global Risk Exposure and Risk Management

Commitment Approach will be used to compute the global risk exposure.

The Management Company, on behalf of the Sub-Fund, will employ a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the Sub-Fund.

The Commitment Approach is defined as the sum of the absolute value of the individual commitments of financial derivatives instruments, after taking into account possible effects of netting and hedging techniques.

5. Reference Currency of the Sub-Fund

The Reference Currency of the Sub-Fund is Euro (**EUR**).

6. Investment Manager of the Sub-Fund

FIDUCENTER S.A.
18 rue de l'eau
L-1449 Luxembourg

7. Investment Advisor of the Sub-Fund

None.

8. Risk Profile

The investment value of Shareholders may fall as well as rise and Shareholders may get back less than they originally invested.

The value of the portfolio may go down as well as up in response to the performance of individual contracts and behaviour of the respective underlying as well as currencies fluctuations.

Specific Sub-Fund risks:

- Interest rate risk
- Emerging markets risk
- Debt securities risk
- Credit risk
- Currency risk
- Derivatives risk
- Sustainable Risk
- Counterparty risk
- Interest rate risk
- Structured Products risk
- High Yield bonds risk

Further information about risks can be found in section 5 “Risk factors” of Part A of this Prospectus.

9. Profile of the Typical Investor

In the light of the investment objectives of the Sub-Fund, this Sub-Fund is appropriate for investors who seek to protect their interest from volatile fluctuations. The aim is to achieve a stable total return through a combination of capital appreciation and income.

10. Valuation Day

The Sub-Fund’s Net Asset Value per share is going to be valued on each Business Day of the week or on such other and/or additional day(s) that the Board of Directors may determine from time to time (the “Valuation Day”). The Sub-Fund’s Net Asset Value will be calculated on the next following Business Day in the Grand Duchy of Luxembourg (the “Calculation Day”). If the Calculation Day is a non-Business Day in the Grand Duchy of Luxembourg, then the Net Asset Value per share is going to be computed on the next Business Day.

11. Subscription

11.1. Initial subscription period

Since the Sub-Fund was launched as from the effective date of the merger (on 14 December 2023) of the assets of “ELITE WEALTH MANAGEMENT SICAV-SIF S.A. – BOND FUND” a sub-fund of the Luxembourg specialized investment funds (SIF) “ELITE WEALTH MANAGEMENT SICAV-SIF S.A.”, there was not initial issue of Shares for the classes of Shares A and B.

11.2. Subsequent subscription/cut-off time

Subscriptions of Shares

Classes of Shares	ISIN Code	Minimum initial subscription amount	Minimum subsequent subscription amount	Subscription Day and Cut-Off Time
A Retail Investors	LU2649131955	None	None	Before 3 p.m. Luxembourg time on the 1st Business Day preceding the Valuation Day
B Institutional Investors	LU2649132250	None	None	Before 3 p.m. Luxembourg time on the 1st Business Day preceding the Valuation Day

Where:

Subscriptions applications must be received before 3 p.m. Luxembourg time on a Subscription Day. If an application is received after 3 p.m., it may be processed on the next relevant Valuation Day.

Shares are issued at the relevant Net Asset Value per share on the Valuation Day. The settlement in cleared funds should be received within a period of three (3) Business Days after the Valuation Day.

The Sub-Fund may accept payment for subscriptions in the Sub-Fund in the form of securities and other assets as stipulated in Part A of this Prospectus under “Issue of Shares”.

12. Redemption/cut-off time

Redemption of Shares

Shares may generally be redeemed on each Redemption Day at a price per share based on the Net Asset Value per Share calculated on the relevant Calculation Day.

Classes of Shares	Minimum Redemption Amount	Redemption Day and Cut-Off Time	Payment Day
A Retail Investors	None	Before 3 p.m. Luxembourg time on the Business Day preceding the Valuation Day	Within 3 Business Days following the relevant Valuation Day
B Institutional Investors	None	Before 3 p.m. Luxembourg time on the Business Day preceding the Valuation Day	Within 3 Business Days following the relevant Valuation Day

Redemption applications must be received before 3 p.m. Luxembourg time on a Redemption Day. If an application is received after 3 p.m., it may be processed on the next relevant Valuation Day.

When there is insufficient liquidity in the relevant Share Class due to exceptional circumstances, the Board of Directors reserves the right to postpone the payment of redemption orders of that Class of Shares until the sale of corresponding assets has been made without delay.

The Sub-Fund may accept redemptions in specie as stipulated in Part A of this Prospectus under “Redemption of Shares”.

In the event of a compulsory redemption, the redemption price will be determined as of the close of business on the redemption date (which may be any Valuation Day) specified by the Board of Directors in its notice to the Shareholder. A shareholder whose shares are compulsorily redeemed will have no Shareholder rights after the close of business on the date on which the notice of compulsory redemption was issued.

13. Conversion/cut-off time

Conversion of shares into shares of any other Class of the same or of another Sub-Fund are not authorised.

14. Classes of Shares available

Share Class Characteristics

Classes of Shares	Pricing Currency	Dividend Policy	Hedged Share Class (against currency exposure)
A Retail Investors	EUR	Capitalisation	No
B Institutional Investors	EUR	Capitalisation	No

15. Expenses

The section “Expenses” in Part A of this Prospectus includes the list of expenses that might be borne by the Company. More details on certain of these expenses are provided below.

Expenses table

Class of Shares	Management Fee*	Management Company Fee	Central Administration Agent Fee	Depositary Bank Fee	Performance Fee Rate
A Retail investors	Max 1.9%	Max 0,10%	Max 0.08%	Max 0.08%	None
B Institutional Investors	Max 1.9%	Max 0.10%	Max 0.08%	Max 0.08%	None

**including the Investment Management Fee and fees payable to Distributor(s) (if any).*

Actual fees paid by the Sub-Fund depend on a great number of factors that cannot be defined in advance, such as, for example, the Sub-Fund’s average net assets or the number of transactions. For more details regarding fees actually invoiced to the Sub-Fund, please refer to the KIDs and the annual reports.

Management Company Fee

The Management Company will receive a “Management Company Fee” paid by the Sub-Fund, of maximum 0.10% of the Net Asset Value per annum, excluding any payments to the Investment Manager, the Central Administration Agent or appointed Distributor(s) (if any). The “Management Company Fee” is subject to a minimum of EUR 40 000 per annum per sub-fund (except for the first 12 months where a rebate of 50% will be applied on the above minimum fee).

Central Administration Agent Fee

The Central Administration Agent will receive an “Central Administration Agent Fee”, paid by the Sub-Fund, of maximum 0.08% of the Net Asset Value per annum, depending on the AuM, subject to a minimum “Central Administration Agent Fee” of EUR 50 000 per annum (except for the first 12 months where the minimum is set at EUR 20 000) which is “asset weighted” between all Sub-Funds.

Depositary Bank Fee

The Depositary Bank will receive a “Depositary Bank Fee”, paid by the Sub-Fund, of maximum 0.08% of the Net Asset Value per annum, depending on the AuM, subject to a minimum “Depositary Bank Fee” of EUR 55 000 per annum (except for the first 12 months where the minimum is set at EUR 25 000) which is “asset weighted” between all Sub-Funds.

Investment Management Fee

In consideration for its services, the Investment Manager shall be paid an “Investment Management Fee” depending on the AuM. The Investment Management Fee is paid out of the Management Fee.

Distributor(s) Fee

The Distributor(s) (if any) appointed by the Management Company or by the Company may receive a Distributor Fee paid out of the Management Fee, on top of the subscription fee below-indicated.

Subscription Fee

Classes of Shares A and B: each subscription in Classes A and B will be subject to a subscription fee of up to 2.50 % paid to the Management Company or to the Distributor.

Redemption Fee

Classes of Shares A and B: up to 3% paid to the Investment Manager.

1. Investment Objective and Policy

Investment Objective

The investment objective of F.A.M. TECHNOLOGY FUND (the “**Sub-Fund**”) is to provide mid and long term capital growth by investing mainly in a globally diversified portfolio of companies, whose main activities consist in the development, production and distribution of new and emerging technologies.

Investment Policy

For the purpose of reaching the investment objective, the Sub-Fund will mainly invest in listed equities and equity-related securities (structured products included) with no constraints in terms of market capitalisation, currency and/or geography. The Sub-Fund can invest in developed markets as well as emerging countries. Investments in emerging markets cannot exceed 20% of the Sub-Fund’s net assets, with a maximum of 15% in China.

Investment in China may involve American depositary receipts (ADR)/Global depositary receipts, in which there is no embedded derivatives, of Chinese companies, companies listed in Hong Kong – H shares, and also companies that are listed in Mainland China – A shares or B shares. The latter investments will be made through any permissible means available to the funds under prevailing laws and regulations, including the Shanghai-Hong Kong Stock Connect Program, the Shenzhen-Hong Kong Stock Connect Program, and the Qualified Foreign Institutional Investor quota.

The Sub-Fund will focus on rapidly growing sectors which benefit from megatrends, such as (this is a non-limitative list) e-commerce, artificial intelligence, robotics, IoT (Internet of things), SaaS (Software as a service), online games, online publicity, FinTech, semi-conductors, IT solutions in the healthcare sector, etc.

The companies in which the Sub-Fund invests are assessed by the Investment Manager under five (5) financial quality criteria:

- quality of management (governance, relations with stakeholders, stability and reliability of management, transparency, etc.);
- growth (growth of the company compared to that of the market, consideration of the constraints and opportunities linked to the major sustainable challenges);
- competitive advantage (offer superior to that of the competition, barriers to entry, unique added value);
- value creation (profitability); and
- financial leverage (reasonable indebtedness with regard to industry practices).

The Sub-Fund may, in aggregate, invest up to 10% of its net assets in:

- shares or units issued by other UCITS and/or UCITS compliant UCIs (including ETFs); and
- shares issued by one or more other Sub-Funds.

The Sub-Fund intends to utilise financial derivative instruments to hedge currency and market risks or for speculative purposes in line with the investment objective and policy. The financial derivative instruments that the Sub-Fund may use for these purposes shall include the following:

- futures on equities and equity indices;
- options on currencies and forward foreign exchange contracts;
- options on equities and equity indices;
- contracts for difference (“CFDs”) on equities and equity indices; and
- warrants on equities and equity indices.

Investments will be made in accordance with the investment restrictions as set out in Part A of this Prospectus.

The Sub-Fund will not invest in asset-backed securities (ABS)/mortgage-backed securities (MBS), contingent convertible bonds (Cocos) or in distressed and defaulted securities and will not enter in credit default swaps.

If the Investment Manager considers this to be in the best interest of the Shareholders, on a temporary basis and for defensive purposes, the Sub-Fund may also hold, in accordance with the risk diversification provisions as set out in the Investment Fund Law, up to 100% of its net assets, in:

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

- (ii) money market instruments and money market undertakings for collective investments, and
- (iii) government bonds to comply with prevailing diversification rules for UCITS (in case the Sub-Fund is substantially disinvested).

Moreover, the Sub-Fund may hold bank deposits at sight (such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets in order to cover current or exceptional payments, or for the time necessary for the Sub-Fund to reinvest in eligible assets. This 20% limit can be temporarily breached (i.e., the Sub-Fund may hold, up to a maximum of 100% of its net assets in bank deposits at sight) for a period of time strictly necessary in case of exceptionally unfavourable market conditions provided that such breach is justified having regard to the best interest of the Shareholders.

The investment decisions made for the Sub-Fund do not consider the EU criteria for environmentally sustainable economic activities in the meaning of the Taxonomy Regulation.

The Sub-Fund is not exposed to direct investments in Russia.

Securities financing transactions

At the date of this Prospectus, the Sub-Fund does not enter into securities lending transaction, (reverse) repurchase agreement, buy-sell back / sell-buy back transaction and/or margin lending transaction and does not invest in Total Return swap (“TRS”). As a result, the Sub-Fund is not subject to the CSSF Circular 14/592 and not subject to SFTR. In case the Sub-Fund intends to engage into the above mentioned transactions and/or instruments, this Prospectus will be amended beforehand.

2. Benchmark

The Sub-Fund is actively managed without reference to a benchmark.

3. Term of the Sub-Fund

The Sub-Fund has been established for an indefinite period of time.

4. Global Risk Exposure and Risk Management

Commitment Approach will be used to compute the global risk exposure.

The Management Company, on behalf of the Sub-Fund, will employ a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the Sub-Fund.

The Commitment Approach is defined as the sum of the absolute value of the individual commitments of financial derivatives instruments, after taking into account possible effects of netting and hedging techniques.

5. Reference Currency of the Sub-Fund

The Reference Currency of the Sub-Fund is Euro (**EUR**).

6. Investment Manager of the Sub-Fund

FIDUCENTER S.A.
18 rue de l'eau
L-1449 Luxembourg

7. Investment Advisor of the Sub-Fund

None.

8. Risk Profile

The investment value of Shareholders may fall as well as rise and Shareholders may get back less than they originally invested.

The value of the portfolio may go down as well as up in response to the performance of individual contracts and behaviour of the respective underlying as well as currencies fluctuations.

Specific Sub-Fund risks:

- Equity risk
- Currency risk
- Emerging markets risk
- Counterparty risk
- Structured Products risk
- Shenzhen and Shanghai-Hong Kong Stock Connect risks
- Sustainability risk
- Derivatives risk

Further information about risks can be found in section 5 “Risk factors” of Part A of this Prospectus.

9. Profile of the Typical Investor

The Sub-Fund is marketable to all eligible investors. The Sub-Fund may be suitable for investors who see collective investment schemes as a convenient way of participating in investment markets. They may be suitable for investors wishing to seek to achieve defined investment objectives. Such investors must have experience with, or understand, products where the capital is at risk. Investors must be able to accept some risk to their capital; thus the Sub-Fund may be suitable for investors who are looking to set aside the capital for a minimum of 5 years. If you are uncertain whether these products are suitable for you, please contact your professional adviser.

10. Valuation Day

The Sub-Fund’s Net Asset Value per share is going to be valued on each Business Day of the week or on such other and/or additional day(s) that the Board of Directors may determine from time to time (the “**Valuation Day**”). The Sub-Fund’s Net Asset Value will be calculated on the next following Business Day in the Grand Duchy of Luxembourg (the “**Calculation Day**”). If the Calculation Day is a non-Business Day in the Grand Duchy of Luxembourg, then the Net Asset Value per share is going to be computed on the next Business Day.

11. Subscription

11.1. Initial subscription period

Initial Issue of Shares

The initial subscription period in the Sub-Fund will start on 14 August 2023 and end on 28 November 2023 (or with an initial different subscription period as may be determined by the Board of Directors). During that period, shares will be offered at the initial price of 100 EUR for each Class of Shares available, indicated in the table below. Initial subscription applications must be received by the Registrar and Transfer Agent no later than 15:00 (3 pm) Luxembourg time by 13 November 2023 at the latest. The Board of Directors may decide to close the initial subscription period at an earlier date if the Sub-Fund will reach an amount considered sufficient to be effectively managed.

11.2. Subsequent subscription/cut-off time

Subscriptions of Shares

Classes of Shares	ISIN Code	Minimum initial subscription amount	Minimum subsequent subscription amount	Subscription Day and Cut-Off Time
A Retail investors	LU2649132177	None	None	Before 3 p.m. Luxembourg time on the 1st Business Day preceding the Valuation Day
B Institutional investors	LU2649132094	None	None	Before 3 p.m. Luxembourg time on the

				1st Business Day preceding the Valuation Day
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Where:

Subscriptions applications must be received before 3 p.m. Luxembourg time on a Subscription Day. If an application is received after 3 p.m., it may be processed on the next relevant Valuation Day.

Shares are issued at the relevant Net Asset Value per share on the Valuation Day. The settlement in cleared funds should be received within a period of three (3) Business Days after the Valuation Day.

The Sub-Fund may accept payment for subscriptions in the Sub-Fund in the form of securities and other assets as stipulated in Part A of this Prospectus under “Issue of Shares”.

12. Redemption/cut-off time

Redemption of Shares

Shares may generally be redeemed on each Redemption Day at a price per share based on the Net Asset Value per share calculated on the relevant Calculation Day.

Classes of Shares	Minimum Redemption Amount	Redemption Day and Cut-Off Time	Payment Day
A Retail investors	None	Before 3 p.m. Luxembourg time on the Business Day preceding the Valuation Day	Within 3 Business Days following the relevant Valuation Day
B Institutional investors	None	Before 3 p.m. Luxembourg time on the Business Day preceding the Valuation Day	Within 3 Business Days following the relevant Valuation Day

Redemption applications must be received before 3 p.m. Luxembourg time on a Redemption Day. If an application is received after 3 p.m., it may be processed on the next relevant Valuation Day.

When there is insufficient liquidity in the relevant Share Class due to exceptional circumstances, the Board of Directors reserves the right to postpone the payment of redemption orders of that Class of Shares until the sale of corresponding assets has been made without delay.

The Sub-Fund may accept redemptions in specie as stipulated in Part A of this Prospectus under “Redemption of Shares”.

In the event of a compulsory redemption, the redemption price will be determined as of the close of business on the redemption date (which may be any Valuation Day) specified by the Board of Directors in its notice to the Shareholder. A Shareholder whose shares are compulsorily redeemed will have no Shareholder rights after the close of business on the date on which the notice of compulsory redemption was issued.

13. Conversion/cut-off time

Conversion of shares into shares of any other Class of the same or of another Sub-Fund are not authorised.

14. Classes of Shares available

Share Class Characteristics

Classes of Shares	Pricing Currency	Dividend Policy	Hedged Share Class (against currency exposure)
A Retail investors	EUR	Capitalisation	No
B Institutional investors	EUR	Capitalisation	No

15.

16. Expenses

The section “Expenses” in Part A of this Prospectus includes the list of expenses that might be borne by the Company. More details on certain of these expenses are provided below.

Expenses table

Class of Shares	Management Fee*	Management Company Fee	Central Administration Agent Fee	Depository Bank Fee	Performance Fee Rate
A Retail investors	Max 2.40%	Max 0.10%	Max 0.08%	Max 0.08%	20%
B Institutional Investors	Max 2.40%	Max 0.10%	Max 0.08%	Max 0.08%	20%

**including the Investment Management Fee and fees payable to Distributor(s) (if any).*

Actual fees paid by the Sub-Fund depend on a great number of factors that cannot be defined in advance, such as, for example, the Sub-Fund’s average net assets or the number of transactions. For more details regarding fees actually invoiced to the Sub-Fund, please refer to the KIDs and the annual reports.

Management Company Fee

The Management Company will receive a “Management Company Fee”, paid by the Sub-Fund, of maximum 0.10% of the Net Asset Value per annum, excluding any payments to the Investment Manager, the Central Administration Agent or appointed Distributor(s) (if any). The “Management Company Fee” is subject to a minimum of EUR 40 000 per annum per sub-fund (except for the first 12 months where a rebate of 50% will be applied on the above minimum fee).

Central Administration Agent Fee

The Central Administration Agent will receive an “Central Administration Agent Fee”, paid by the Sub-Fund, of maximum 0.08% of the Net Asset Value per annum, depending on the AuM, subject to a minimum “Central Administration Agent Fee” of EUR 50 000 per annum (except for the first 12 months where the minimum is set at EUR 20 000) which is “asset weighted” between all Sub-Funds.

Depository Bank Fee

The Depository Bank will receive a “Depository Bank Fee”, paid by the Sub-Fund, of maximum 0.08% of the Net Asset Value per annum, depending on the AuM, subject to a minimum “Depository Bank Fee” of EUR 55 000 per annum (except for the first 12 months where the minimum is set at EUR 25 000) which is “asset weighted” between all Sub-Funds.

Investment Management Fee

In consideration for its services, the Investment Manager shall be paid an “Investment Management Fee” depending on the AuM and a Performance Fee (if any). The Investment Management Fee is paid out of the Management Fee.

Distributor(s) Fee

The Distributor(s) (if any) appointed by the Management Company or by the Company may receive a Distributor Fee paid out of the Management Fee, on top of the subscription fee below-indicated.

Subscription Fee

Classes of Shares A and B: each subscription in Classes A and B will be subject to a subscription fee of up to 2.50 % paid to the Management Company or to the Distributor.

Redemption Fee

Classes of Shares A and B: up to 3% paid to the Investment Manager.

Performance Fee

The Investment Manager will receive a performance fee, accrued on each Valuation Day, paid yearly, based on the Net Asset Value, equivalent to 20 % of the performance of the Net Asset Value per share (measured against the high-water mark (“HWM”)) over a hurdle rate of 5% p.a. pro rata temporis, calculated during the current period.

The performance fee is calculated on the basis of the Net Asset Value after deduction of all expenses, liabilities, and management fees (but not performance fee), and is adjusted to take account of all subscriptions and redemptions.

The performance fee is equal to the outperformance of the Net Asset Value per share multiplied by the number of shares in circulation during the calculation period. No performance fee will be due if the Net Asset Value per share before performance fee turns out to be below the HWM for the calculation period in question.

The Performance Reference Period is the whole life of the Sub-Fund.

The HWM is defined as the greater of the following two figures:

- The latest Net Asset Value per share after deduction of performance fee during the previous calculation period; and
- The latest HWM.

The HWM will be decreased by the dividends paid to shareholders.

Provision will be made for this performance fee on each Valuation Day. If the Net Asset Value per share decreases during the calculation period, the provisions made in respect of the performance fee will be reduced accordingly. If these provisions fall to zero, no performance fee will be payable.

If shares are redeemed on a date other than that on which a performance fee is paid while provision has been made for performance fees, the performance fees for which provision has been made and which are attributable to the shares redeemed will be paid at the end of the period even if provision for performance fees is no longer made at that date. Gains which have not been realized may be taken into account in the calculation and payment of performance fees.

In case of subscription, the performance fee calculation is adjusted to avoid that this subscription impacts the amount of performance fee accruals. To perform this adjustment, the outperformance of the Net Asset Value per share against the hurdle rate until the subscription date is not taken into account in the performance fee calculation. This adjustment amount is equal to the product of the number of subscribed shares by the positive difference between the subscription price and the HWM adjusted by the hurdle at the date of the subscription. This cumulated adjustment amount is used in the performance fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Calculation period shall correspond to each calendar year.

Performance fees are payable within 20 business days following the closing of the yearly accounts.

The formula for the calculation of the performance fee is as follows:

F	=	0
		If $[(B / E - 1) - T * G / 365] \leq 0$
F	=	$[(B / E - 1) - T * G / 365] * E * C * A$
		If $[(B / E - 1) - T * G / 365] > 0$
The new HWM	=	Max(E ; D) at the last end of period
Number of shares outstanding	=	A
Net Asset Value per share before performance	=	B
Performance fee rate (20%)	=	C
Net Asset Value per share after performance	=	D
HWM	=	E
Performance fees	=	F

Number of days since the beginning of the period = G

Hurdle rate (5%) = T

Example (with a performance fee rate equal to 20%)

Year	NAV before Perf Fee	HWM per share	NAV per share performance	Yearly hurdle performance	Perf Fee	NAV after Perf Fee
1	112.00	100.00	12.00%	5.00%	1.40	110.60
2	120.00	110.60	8.50%	5.00%	0.77	119.23
3	117.00	119.23	-1.87%	5.00%	0.00	117.00
4	121	119.23	1.49%	5.00%	0.00	121.00
5	128.00	121.00	5.79%	5.00%	0.19	127.81

Year 1: The Net Asset Value per share performance (12%) is superior to the Hurdle performance (5%). The excess of performance is 7% and generates a performance fee equal to 1.4.

Year 2: The Net Asset Value per share performance (8.5%) is superior to the Hurdle performance (5%). The excess of performance is 3.5% and generates a performance fee equal to 0.77.

Year 3: The Net Asset Value per share performance (-1,87%) is inferior to the Hurdle performance (5%). No performance fee is calculated.

Year 4: The Net Asset Value per share performance (1.49%) is inferior to the Hurdle performance (5%). No performance fee is calculated.

Year 5: The Net Asset Value per share performance (5.79%) is superior to the Hurdle performance (5%). The excess of performance is 0.79% and generates a performance fee equal to 0.19.

1. Investment Objective and Policy

Investment Objective

The investment objective of F.A.M. MASTERCLASS FUND (the “**Sub-Fund**”) is to provide mid and long term capital growth by investing in a globally diversified portfolio of companies, which have an exceptional track record of outstanding business performance. Whatever the industry, sector or sub-sector; those companies are top of the class and added together they will form a ‘masterclass’. This as to provide equity investors with a diversified set of top-notch companies, which an investor might hold on during all kind of phases in the business cycle.

Investment Policy

For the purpose of reaching the investment objective, the Sub-Fund will mainly invest in listed equities and equity-related securities (structured products included) with no constraints in terms of market capitalisation, currency and/or geography. The Sub-Fund can invest in developed markets as well as emerging countries. Investments in emerging countries cannot exceed 25% of the Sub-Fund’s net assets.

Geopolitical risk cannot be avoided, but by means of trying to optimize/lower that risk the Sub-Fund will make no investments in companies with headquarters in China, Hong Kong and Taiwan.

All kinds of fundamental and technical data will be used as to detect companies eligible to be part of the masterclass. The weighting of the different companies will be correlated to the strength of the conviction the Investment Manager has towards those different companies and typically between 25 to 40 companies will make the cut for ultimate presence in the Sub-Fund.

The Sub-Fund will focus on leading companies whose management has a history of taking excellent decisions, and are active in sectors with very promising and/or reliable growth prospects, such as (this is a non-limitative list) consumer goods (basic and/or luxury), healthcare, technology, high-end services, etc.

The companies in which the Sub-Fund invests are assessed by the Investment Manager by taking into account a broad set of qualitative and/or quantitative criteria such as:

- strategic product and/or service choices of the management;
- profitability, margins of the business;
- growth trend of the product/service;
- innovativeness;
- Research & Development level;
- Cyclicity, seasonality;
- participation in the trends of leading human and company-wise behaviour;
- mergers and acquisitions track record.

The Sub-Fund intends to utilise financial derivative instruments to hedge currency and market risks or for speculative purposes in line with the investment objective and policy. The financial derivative instruments that the Sub-Fund may use for these purposes shall include the following:

- futures on equities and equity indices;
- options on currencies and forward foreign exchange contracts;
- options on equities and equity indices;
- contracts for difference (“CFDs”) on equities and equity indices; and
- warrants on equities and equity indices.

The Sub-Fund may hedge up to 100% of its net assets in times of market stress, heightened investors’ anxiety, recession scenario’s etc. as to take on a more defensive, less volatile, less risky strategy, by making use of the above listed instruments.

The Sub-Fund may, in aggregate, invest up to 10% of its net assets in:

- shares or units issued by other UCITS and/or UCITS compliant UCIs (including ETFs); and
- shares issued by one or more other Sub-Funds.

Investments will be made in accordance with the investment restrictions as set out in Part A of this Prospectus.

The Sub-Fund will not invest in asset-backed securities (ABS)/mortgage-backed securities (MBS), contingent convertible bonds (Cocos) or in distressed and defaulted securities and will not enter in credit default swaps.

If the Investment Manager considers this to be in the best interest of the Shareholders, on a temporary basis and for defensive purposes, the Sub-Fund may also hold, in accordance with the risk diversification provisions as set out in the Investment Fund Law, up to 10% of its net assets, in:

- (i) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a member State of the European Union, or if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the Luxembourg supervisory authority as equivalent to those laid down in the laws of the European Union,
- (ii) money market instruments and money market undertakings for collective investments, and
- (iii) government bonds to comply with prevailing diversification rules for UCITS (in case the Sub-Fund is substantially disinvested).

The investment decisions made for the Sub-Fund do not consider the EU criteria for environmentally sustainable economic activities in the meaning of the Taxonomy Regulation.

The Sub-Fund is not exposed to direct investments in Russia.

Securities financing transactions

At the date of this Prospectus, the Sub-Fund does not enter into securities lending transaction, (reverse) repurchase agreement, buy-sell back / sell-buy back transaction and/or margin lending transaction and does not invest in Total Return swap (“TRS”). As a result, the Sub-Fund is not subject to the CSSF Circular 14/592 and not subject to SFTR. In case the Sub-Fund intends to engage into the above mentioned transactions and/or instruments, this Prospectus will be amended beforehand.

2. Benchmark

The Sub-Fund is actively managed without reference to a benchmark.

3. Term of the Sub-Fund

The Sub-Fund has been established for an indefinite period of time.

4. Global Risk Exposure and Risk Management

Commitment Approach will be used to compute the global risk exposure.

The Management Company, on behalf of the Sub-Fund, will employ a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the Sub-Fund.

The Commitment Approach is defined as the sum of the absolute value of the individual commitments of financial derivatives instruments, after taking into account possible effects of netting and hedging techniques.

5. Reference Currency of the Sub-Fund

The Reference Currency of the Sub-Fund is Euro (**EUR**).

6. Investment Manager of the Sub-Fund

FIDUCENTER S.A.
18 rue de l'eau
L-1449 Luxembourg

7. Investment Advisor of the Sub-Fund

None.

8. Risk Profile

The investment value of Shareholders may fall as well as rise and Shareholders may get back less than they originally invested.

The value of the portfolio may go down as well as up in response to the performance of individual contracts and behaviour of the respective underlying as well as currencies fluctuations.

Specific Sub-Fund risks:

- Equity risk
- Currency risk
- Emerging markets risk
- Counterparty risk
- Structured Products risk
- Sustainability risk
- Derivatives risk

Further information about risks can be found in section 5 “Risk factors” of Part A of this Prospectus.

9. Profile of the Typical Investor

The Sub-Fund is marketable to all eligible investors. The Sub-Fund may be suitable for investors who see collective investment schemes as a convenient way of participating in investment markets. They may be suitable for investors wishing to seek to achieve defined investment objectives. Such investors must have experience with, or understand, products where the capital is at risk. Investors must be able to accept some risk to their capital; thus the Sub-Fund may be suitable for investors who are looking to set aside the capital for a minimum of 5 years. If you are uncertain whether these products are suitable for you, please contact your professional adviser.

10. Valuation Day

The Sub-Fund’s Net Asset Value per share is going to be valued on each Business Day of the week or on such other and/or additional day(s) that the Board of Directors may determine from time to time (the “**Valuation Day**”). The Sub-Fund’s Net Asset Value will be calculated on the next following Business Day in the Grand Duchy of Luxembourg (the “**Calculation Day**”). If the Calculation Day is a non-Business Day in the Grand Duchy of Luxembourg, then the Net Asset Value per share is going to be computed on the next Business Day.

11. Subscription

11.1. Initial subscription period

Initial Issue of Shares

The initial subscription period in the Sub-Fund will start on 1 September 2024 and end on 30 September 2024 (or with an initial different subscription period as may be determined by the Board of Directors). During that period, shares will be offered at the initial price of 100 EUR for each Class of Shares available, indicated in the table below. Initial subscription applications must be received by the Registrar and Transfer Agent no later than 15:00 (3 pm) Luxembourg time by 27 September 2024 at the latest. The Board of Directors may decide to close the initial subscription period at an earlier date if the Sub-Fund will reach an amount considered sufficient to be effectively managed.

11.2. Subsequent subscription/cut-off time

Subscriptions of Shares

Classes of Shares	ISIN Code	Minimum initial subscription amount	Minimum subsequent subscription amount	Subscription Day and Cut-Off Time
A Retail investors	LU2875903002	None	None	Before 3 p.m. Luxembourg time on the 1st Business Day preceding the Valuation Day

B Institutional investors	LU2875903184	None	None	Before 3 p.m. Luxembourg time on the 1st Business Day preceding the Valuation Day
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Where:

Subscriptions applications must be received before 3 p.m. Luxembourg time on a Subscription Day. If an application is received after 3 p.m., it may be processed on the next relevant Valuation Day.

Shares are issued at the relevant Net Asset Value per share on the Valuation Day. The settlement in cleared funds should be received within a period of three (3) Business Days after the Valuation Day.

The Sub-Fund may accept payment for subscriptions in the Sub-Fund in the form of securities and other assets as stipulated in Part A of this Prospectus under “Issue of Shares”.

12. Redemption/cut-off time

Redemption of Shares

Shares may generally be redeemed on each Redemption Day at a price per share based on the Net Asset Value per share calculated on the relevant Calculation Day.

Classes of Shares	Minimum Redemption Amount	Redemption Day and Cut-Off Time	Payment Day
A Retail investors	None	Before 3 p.m. Luxembourg time on the Business Day preceding the Valuation Day	Within 3 Business Days following the relevant Valuation Day
B Institutional investors	None	Before 3 p.m. Luxembourg time on the Business Day preceding the Valuation Day	Within 3 Business Days following the relevant Valuation Day

Redemption applications must be received before 3 p.m. Luxembourg time on a Redemption Day. If an application is received after 3 p.m., it may be processed on the next relevant Valuation Day.

When there is insufficient liquidity in the relevant Share Class due to exceptional circumstances, the Board of Directors reserves the right to postpone the payment of redemption orders of that Class of Shares until the sale of corresponding assets has been made without delay.

The Sub-Fund may accept redemptions in specie as stipulated in Part A of this Prospectus under “Redemption of Shares”.

In the event of a compulsory redemption, the redemption price will be determined as of the close of business on the redemption date (which may be any Valuation Day) specified by the Board of Directors in its notice to the Shareholder. A Shareholder whose shares are compulsorily redeemed will have no Shareholder rights after the close of business on the date on which the notice of compulsory redemption was issued.

13. Conversion/cut-off time

Conversion of shares into shares of any other Class of the same or of another Sub-Fund are not authorised.

14. Classes of Shares available

Share Class Characteristics

Classes of Shares	Pricing Currency	Dividend Policy	Hedged Share Class (against currency exposure)
A Retail investors	EUR	Capitalisation	No
B Institutional investors	EUR	Capitalisation	No

15. Expenses

The section “Expenses” in Part A of this Prospectus includes the list of expenses that might be borne by the Company. More details on certain of these expenses are provided below.

Expenses table

Class of Shares	Management Fee*	Management Company Fee	Central Administration Agent Fee	Depository Bank Fee	Performance Fee Rate
A Retail investors	Max 2.40%	Max 0.10%	Max 0.08%	Max 0.08%	15%
B Institutional Investors	Max 2.40%	Max 0.10%	Max 0.08%	Max 0.08%	15%

**including the Investment Management Fee and fees payable to Distributor(s) (if any).*

Actual fees paid by the Sub-Fund depend on a great number of factors that cannot be defined in advance, such as, for example, the Sub-Fund’s average net assets or the number of transactions. For more details regarding fees actually invoiced to the Sub-Fund, please refer to the KIDs and the annual reports.

Management Company Fee

The Management Company will receive a “Management Company Fee”, paid by the Sub-Fund, of maximum 0.10% of the Net Asset Value per annum, excluding any payments to the Investment Manager, the Central Administration Agent or appointed Distributor(s) (if any). The “Management Company Fee” is subject to a minimum of EUR 40 000 per annum per sub-fund (except for the first 12 months where a rebate of 50% will be applied on the above minimum fee).

Central Administration Agent Fee

The Central Administration Agent will receive an “Central Administration Agent Fee”, paid by the Sub-Fund, of maximum 0.08% of the Net Asset Value per annum, depending on the AuM, subject to a minimum “Central Administration Agent Fee” of EUR 50 000 per annum (except for the first 12 months where the minimum is set at EUR 20 000) which is “asset weighted” between all Sub-Funds.

Depository Bank Fee

The Depository Bank will receive a “Depository Bank Fee”, paid by the Sub-Fund, of maximum 0.08% of the Net Asset Value per annum, depending on the AuM, subject to a minimum “Depository Bank Fee” of EUR 55 000 per annum (except for the first 12 months where the minimum is set at EUR 25 000) which is “asset weighted” between all Sub-Funds.

Investment Management Fee

In consideration for its services, the Investment Manager shall be paid an “Investment Management Fee” depending on the AuM and a Performance Fee (if any). The Investment Management Fee is paid out of the Management Fee.

Distributor(s) Fee

The Distributor(s) (if any) appointed by the Management Company or by the Company may receive a Distributor Fee paid out of the Management Fee, on top of the subscription fee below-indicated.

Subscription Fee

Classes of Shares A and B: each subscription in Classes A and B will be subject to a subscription fee of up to 2.50 % paid to the Management Company or to the Distributor.

Redemption Fee

Classes of Shares A and B: up to 3% paid to the Investment Manager.

Performance Fee

The Investment Manager will receive a performance fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value, equivalent to 15 % of the performance of the Net Asset Value per share (measured against the high-water mark (“HWM”)) calculated during the current period.

The performance fee is calculated on the basis of the Net Asset Value after deduction of all expenses, liabilities, and management fees (but not performance fee), and is adjusted to take account of all subscriptions and redemptions.

The performance fee is equal to the outperformance of the Net Asset Value per share multiplied by the number of shares in circulation during the calculation period. No performance fee will be due if the Net Asset Value per share before performance fee turns out to be below the HWM for the calculation period in question.

The Performance Reference Period is the whole life of the Sub-Fund.

The HWM is defined as the greater of the following two figures:

- The latest Net Asset Value per share after deduction of performance fee during the previous calculation period; and
- The latest HWM.

The HWM will be decreased by the dividends paid to shareholders.

Provision will be made for this performance fee on each Valuation Day. If the Net Asset Value per share decreases during the calculation period, the provisions made in respect of the performance fee will be reduced accordingly. If these provisions fall to zero, no performance fee will be payable.

If shares are redeemed on a date other than that on which a performance fee is paid while provision has been made for performance fees, the performance fees for which provision has been made and which are attributable to the shares redeemed will be paid at the end of the period even if provision for performance fees is no longer made at that date. Gains which have not been realized may be taken into account in the calculation and payment of performance fees.

In case of subscription, the performance fee calculation is adjusted to avoid that this subscription impacts the amount of performance fee accruals. To perform this adjustment, the outperformance of the Net Asset Value per share against the HWM until the subscription date is not taken into account in the performance fee calculation. This adjustment amount is equal to the product of the number of subscribed shares by the positive difference between the subscription price and the HWM at the date of the subscription. This cumulated adjustment amount is used in the performance fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Calculation period shall correspond to each quarter.

Performance fees are payable within 20 business days following the closing of the quarterly accounts.

The formula for the calculation of the performance fee is as follows:

F	=	0 If $[(B / E - 1) \leq 0]$
F	=	$[(B / E - 1) * E * C * A]$
The new HWM	=	if $F > 0$; D if $F = 0$; E
Number of shares outstanding	=	A
Net Asset Value per share before performance	=	B
Performance fee rate (15%)	=	C
Net Asset Value per share after performance	=	D
HWM	=	E
Performance fees	=	F

Example (with a performance fee rate equal to 15%)

Quarter	NAV before Perf Fee	HWM per share	Quarterly NAV per share performance	NAV per share performance / HWM	Perf Fee	NAV after Perf Fee
Quarter 1	110	100	10.00%	10.00%	1.50	108.5
Quarter 2	115	108.5	5.99%	5.99%	0.98	114.03
Quarter 3	108	114.03	-5.28%	-5.28%	0.00	108
Quarter 4	112	114.03	3.70%	-1.78%	0.00	112
Quarter 5	118	114.03	5.36%	3.49%	0.60	117.40

Quarter 1: The Net Asset Value per share performance is 10%. The excess of performance over the HWM is 10% and generates a performance fee equal to 1.5.

Quarter 2: The Net Asset Value per share performance is 5.99%. The excess of performance over the HWM is 5.99% and generates a performance fee equal to 0.98.

Quarter 3: The Net Asset Value per share performance is -5.28%. The underperformance over the HWM is -5.28%. No performance fee is calculated.

Quarter 4: The Net Asset Value per share performance is 3.70%. The underperformance over the HWM is -1.78%. No performance fee is calculated.

Quarter 5: The Net Asset Value per share performance is 5.36%. The excess of performance over the HWM is 3.49% and generates a performance fee equal to 0.60.