

ERSEL SICAV

*Investment Company
with variable capital*
5, allée Scheffer
L-2520 Luxembourg

CACEIS BANK, LUXEMBOURG BRANCH

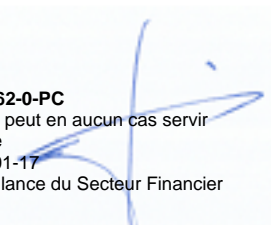
PROSPECTUS

December 2017

This Prospectus may be distributed only if it is accompanied by the latest annual report of ERSEL SICAV (hereinafter referred to as the "**SICAV**") containing the audited accounts, and the semi-annual report if it is more recent than the annual report. These documents as well as any other document relating to the SICAV and available to the public, may be obtained free of charge from *CACEIS Bank, Luxembourg Branch*, 5 Allée Scheffer, L-2520 Luxembourg.

VISA 2018/111048-2662-0-PC

L'apposition du visa ne peut en aucun cas servir
d'argument de publicité
Luxembourg, le 2018-01-17
Commission de Surveillance du Secteur Financier



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INTRODUCTION	3
1. AVAILABLE SUB-FUNDS	5
2. ADMINISTRATION OF THE SICAV	13
3. GENERAL RULES	14
4. INVESTMENT POLICY AND OBJECTIVES	16
5. FINANCIAL TECHNIQUES AND INSTRUMENTS	17
6. INVESTMENT RESTRICTIONS	25
7. MANAGER / INVESTMENT MANAGER(S)	26
8. DEPOSITARY BANK AND CENTRAL ADMINISTRATION.....	28
9. SHARES.....	31
10. NET ASSET VALUE.....	32
11. SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE, AND OF THE ISSUANCE, CONVERSION AND REDEMPTION OF THE SHARES	35
12. ISSUANCE OF SHARES AND SUBSCRIPTION AND PAYMENT PROCEDURE	36
13. CONVERSION OF SHARES	38
14. REDEMPTION OF SHARES	40
15. TAXATION	41
16. CHARGES AND COSTS	43
17. GENERAL MEETINGS OF SHAREHOLDERS	44
18. LIQUIDATION	45
19. MERGER BY TAKEOVER	46
20. INFORMATION FOR SHAREHOLDERS	47
21. CO-MANAGEMENT	49
22. CONFLICTS OF INTEREST	51
23. JURISDICTION, APPLICABLE LAW AND ENFORCEMENT	52

INTRODUCTION

ERSEL SICAV is an investment company with variable capital (SICAV) of Luxembourg law with multiple sub-funds which can invest in any and all assets, in securities and property, which may but need not be quoted on a stock exchange, in accordance with the investment policy specific to each sub-fund.

The SICAV is registered in the official list of undertakings for collective investment in accordance with Part II of the Law of 17 December 2010 ("**2010 Law**"). This registration may not be interpreted as a positive assessment, by the supervisory authority, of the contents of this Prospectus, or of the quality of the securities offered and held by the SICAV. Statements to the contrary would not be authorised and would be illegal.

The SICAV qualifies as an alternative investment fund within the meaning of the Luxembourg Law of 12 July 2013 on alternative investment fund managers.

This Prospectus may not be used for the purposes of offering and soliciting sales in any country or in any circumstance where such an offer or solicitation is not authorised. In particular, the shares of the SICAV have not been registered in accordance with any legislative provision of the United States on transferable securities and may not be offered in the United States or in any of its territories or possessions, or in any regions under its jurisdiction.

No one may cite information other than that contained in this Prospectus and in the documents mentioned therein, which may be consulted by the public. The Board of Directors of the SICAV shall be liable for the accuracy of the information contained in this Prospectus on the date of publication thereof.

This Prospectus may be updated to take into account the addition or discontinuation of sub-funds as well as any major changes made to this document. Subscribers are accordingly advised to inquire at the SICAV as to whether a more recent prospectus has been published.

Subscribers should seek advice on the laws and regulations (on taxation and exchange controls) applicable to the subscription, acquisition, holding and realisation of shares in their place of origin, residence and domicile.

Investors should have the financial ability and willingness to accept the risks of investing in the SICAV (**including, without limitation, the risk of loss of their entire investment**) and accept that they will have recourse only to the assets of the sub-fund in which they invest as these will exist at any time. Additionally, there will be no public market for the shares.

Certain statements contained in this Prospectus are forward-looking statements. These forward-looking statements are based on current expectations, estimates and projections about the markets in which the SICAV will operate, and the beliefs and assumptions of the SICAV. Words such as "expects", "anticipates", "should", "intends", "plans", "believes", "seeks", "estimates", "forecasts", "projects", variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements.

An investment in the SICAV involves significant risks, including the risk of loss of the entire amount invested

and there can be no assurance or guarantee as to a positive return on any of the SICAV's investments or that there will be any return on invested capital. Potential investors should in particular refer in this Prospectus to the particular risk warnings detailed in Chapter 1 containing the specific rules for each sub-fund. The investment objectives are based on a number of assumptions which the SICAV believes reasonable, but there is no assurance that the investment objectives will be realised.

Any reference to "EUR" in the Prospectus refers to the currency that has legal tender in the countries of the European Union that adopt the euro.

Any reference to "USD" in the Prospectus refers to the dollar of the United States of America.

This Prospectus is valid only if it is accompanied by the latest annual report available, and the semi-annual report if it is more recent than the annual report. These documents constitute an integral part of this Prospectus.

Investors should take due note of the structure of this Prospectus, which comprises two major parts: Chapter 1, and Chapters 2 to 20. Chapter 1 contains the specific rules for each sub-fund as well as exceptions made to the other Chapters. Chapters 2 to 20 contain the general rules and regulations applicable to the SICAV and each of its sub-funds.

1. AVAILABLE SUB-FUNDS

SPECIFIC FEATURES OF AND EXCEPTIONS FROM THE GENERAL RULES AND REGULATIONS

Unless stipulated otherwise in the summary tables below, each sub-fund of the SICAV will be subject to the general rules and regulations set out in Chapters 3 of this Prospectus.

The ERSEL SICAV – High Growth sub-fund differs in terms of the distinct profiles of its respective target clientele and may entail a considerably different risk management in practice.

	Sub-fund ERSEL SICAV – High Growth
Investment policy	<p>The aim of this sub-fund is to obtain maximum yield on the invested capital through a diversified portfolio management, by investing mainly in Undertakings for Collective Investment of shares, bonds, monetary securities in all currencies, open-end and closed-end, using alternative management techniques (hedge funds). The sub-fund may also invest, in an ancillary capacity, in shares and bonds. With a view to sound portfolio management, the sub-fund may resort to “Financial Techniques and Instruments” intended to hedge risks associated with stock market trends, interest rate fluctuations, and exchange rates in compliance with the provisions of Chapter 5: “Financial Techniques and Instruments” of this Prospectus. The sub-fund may also use “Financial Techniques and Instruments” for purposes other than hedging. Underlying UCIs may have been established not only in regulated markets (EU countries, the United States, Japan, Hong Kong, Switzerland), but also in non-regulated markets such as the islands of the Caribbean (the Bahamas, the British Virgin Islands and the Cayman Islands), Bermuda, the Channel Islands or the Isle of Man.</p> <p>Investing in Hedge Funds can yield results characterised by reduced volatility and a lesser correlation with the market rates. Some target funds may have longer reimbursement periods than the sub-fund itself.</p> <p>The sub-fund may hold liquid assets in a subsidiary capacity.</p> <p>Investment in UCIs which are themselves geared to investing their assets in other units of UCIs must not exceed 50%.</p> <p>The sub-fund may not acquire more than 20% of the securities issued by the same UCI. For the application of this 20% limit, each sub-fund of a target UCI with multiple sub-funds is considered as a separate UCI, provided that the principle of segregation of commitments of the different sub-funds is insured in relation to third parties.</p> <p>The sub-fund may hold more than 50% of the securities of a target UCI, provided that the target UCI is a UCI with multiple sub-funds, and that the sub-fund’s investment in the legal entity constituted by the target UCI is less than 50% of the sub-fund’s net assets.</p> <p>These restrictions do not apply to the acquisition of units of open-end target funds when such target UCIs are subject to risk distribution requirements comparable to those that fall under Part II of the 2010 Law, and if said target UCIs are subject to permanent supervision in their State of origin, exercised by a supervisory authority as provided by law to ensure the protection of investors. This exemption should not result in excessive concentration of the sub-fund’s investment in a single target UCI. Each sub-fund of a target UCI with multiple sub-funds is to be considered as a separate target sub-fund, provided that the principle of segregation of commitments of the different sub-funds is insured in</p>

	<p>relation to third parties.</p> <p>The sub-fund may borrow up to 25% of its net assets.</p>
<p>Warnings</p>	<p>No regulatory supervision:</p> <p>The sub-fund may invest in Hedge Funds which can, from a global point of view, be classified in the following categories based on their investment strategy: Market Neutral, Relative Value, Event Driven, Equity Hedge, Emerging Market, Global Macro, CTA.</p> <p>Market Neutral:</p> <p>The aim of Market Neutral funds is to neutralise the exposure to the fluctuations of the financial markets. Investments in such funds consist essentially of purchased securities, as well as of similar securities sold short for an essentially equal amount. The offset between the buy and sell position, carried out generally by using quantitative and qualitative models, protects the portfolios concerned from fluctuations on the financial markets. The yields of these funds consequently depend on the capacity of managers to select adequate financial instruments, rather than on trends on the financial markets themselves.</p> <p>Relative Value:</p> <p>Relative Value funds capitalise on the opportunities created by certain inefficiencies on financial markets, such as price differences for certain fixed rate bonds, in what are known as Fixed Income Arbitrage strategies. These funds may also capitalise on opportunities created by price differences between convertible bonds and underlying shares, in what are known as Convertible Arbitrage strategies.</p> <p>Event Driven:</p> <p>Event Driven funds take advantage of significant events in the life of companies, such as bankruptcies, financial restructuring, demergers, mergers, etc. A difference between the break-even point and the actual quotation of share prices for these companies may then be observed. Managers of such funds use their specific knowledge of company law and fundamental analyses of companies and sectors to generate gains on their investments, through price distortions affecting companies which though solid do not have an optimal asset structure.</p> <p>Equity Hedge:</p> <p>Equity Hedge funds are characterised by investments in the form of buy and sell position, short selling, and quoted shares. Managers of these funds tend to buy shares considered undervalued and to sell overvalued shares. The net position of these funds may be long or short, depending on the conditions of the market. Long net positions will naturally occur during a bull market. These positions will be reduced during bear market phases, when short net positions will even be</p>

observed. The portfolio yields concerned will be relatively correlated to the overall trends on the reference markets. The use of financial levers is relatively reduced under this strategy.

Emerging Market:

Emerging Market funds invest mainly in financial instruments of companies belonging to emerging financial markets. Managers of such funds take advantage of their specific knowledge of these markets, characterised by incomplete, not widely disseminated information, and their direct presence thereon. They can also capitalise on undervaluations due to inefficiency on such emerging markets.

Global Macro:

The aim of Global Macro funds is to generate profit from wide price differences on the world markets. To identify these price differences, managers use an approach based on forecasts relating to the impact of macro-economic events on financial indices (interest rates, exchange rates, stock markets, etc.). These funds generate a profit when their price fluctuation forecasts turn out to be correct and if they manage to use flexibly all the techniques that enable them to capitalise on the inefficiencies of a given index. These funds often tend to use derivative instruments and financial levers.

CTA:

Commodity Trading Advisor (CTA) funds have an investment policy geared to trading positions and resort to financial levers. They use mainly derivative instruments in commodities, rates, indices and currencies. Given the nature of these investments, these funds normally introduce very precise risk management systems.

An investment in a Hedge Fund entails exposure to the following market risks: Volatility, Leverage, Liquidity, Short Sales, Systemic Risk.

Market Volatility:

The fund's yield depends on the precise choices of the manager of the Hedge Fund, based on his assessment of the future prices of shares, bonds, options, rates and future contracts on financial indices. There is no certainty of success for these forecasts.

Leverage:

The selected Hedge Fund managers may also use a leverage effect. To this end, they will resort to credit or derivative instruments. They may moreover sell short. These investment strategies and techniques can obtain high yields, but can also increase the risk of loss. The general level of interest rates may also influence the fund's yields.

Liquidity:

Due account must also be taken of the fact that the management of these Hedge Funds can use financial instruments quoted on the official markets but also non-quoted and illiquid instruments. Lack of liquidation of an instrument may have a negative effect on the realisation price of the fund's positions and lead to significant losses at a time when the Manager is obliged to liquidate rather illiquid positions in repeated changes of market conditions or margin calls.

Short Sales:

Hedge Fund managers may moreover set up short selling operations. These operations entail higher risks than those entailed by the purchase of securities. Short selling actually engenders a risk of unlimited loss in theory. Short selling is moreover subject to the risk of early closure of loan stock operations.

Systemic Risk:

World events can have a major impact when Hedge Fund management techniques are used.

The sub-fund will invest in UCIs established in markets where an authority exercises only limited supervision, or where no regulatory supervision is exercised, entailing less efficient protection of the interests of shareholders than in the case where regulatory supervision is exercised. Furthermore, the efficacy of any supervision or any other protective measure may be affected by a lack of precision in the investment and diversification directives applicable to such UCIs and the flexibility of the investment policies pursued by the latter.

Lack of liquidity of the underlying UCIs:

Although the sub-fund invests mainly in UCIs that confer a right to redeem shares or units within a reasonable period, there is no guarantee that the liquidity of investments in such UCIs will always be sufficient to comply with redemption requests at the precise time that they are made. Any lack of liquidity in an underlying fund may have an impact on the liquidity of the sub-fund's shares and the value of its investments. For this reason, the processing of redemption requests may be postponed under exceptional circumstances, including when liquidity is lacking, as this may make it difficult to determine the net asset value of the sub-fund's shares and consequently lead to issues and reimbursements of the sub-fund's shares being deferred. The sub-fund will spare no effort to meet redemption requests if an underlying fund is lacking liquidity.

Valuation method:

Investors should be aware that investments in UCIs do not enable the fund's board of directors to have any influence on the method used to value units of these UCIs.

Commission structure:

This sub-fund assumes the fees paid to the Manager, the advisor and the Depositary Bank, as well as a proportional part of the commissions paid to the advisors, managers or other service providers of the UCIs in which this sub-fund invests. Furthermore, when the underlying UCIs of this sub-fund invest in turn in other target UCIs, the sub-fund likewise assumes the proportional part of fees paid by said target UCIs to their advisors, managers and other service providers.

Potential investors must be aware that the fees payable to the Manager are added to the commissions paid by the underlying UCIs to their managers or advisors and, where applicable, to the fees paid by the target UCIs of the underlying UCIs. Double or triple fees may consequently be collected. The sub-fund's overall operating costs may therefore be higher, in percentage of the net asset value, than those that could be incurred in other investment vehicles.

Securities Lending, Repurchase Agreements and Reverse Repurchase Transactions

In relation to repurchase transactions, investors must notably be aware that (A) in the event of the failure of the counterparty with which cash of a sub-fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) (i) locking cash in transactions of excessive size or duration, (ii) delays in recovering cash placed out, or (iii) difficulty in realising collateral may restrict the ability of the sub-fund to meet redemption requests, security purchases or, more generally, reinvestment; and that (C) repurchase transactions will, as the case may be, further expose a sub-fund to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described in other sections of the Prospectus.

In relation to securities lending transactions, investors must notably be aware that (A) if the borrower of securities lent by a sub-fund fail to return these there is a risk that the collateral received may realise less than the value of the securities lent out, whether due to inaccurate pricing, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) in case of reinvestment of cash collateral such reinvestment may (i) create leverage with corresponding risks and risk of losses and volatility, (ii) introduce market exposures inconsistent with the objectives of the Sub-Fund, or (iii) yield a sum less than the amount of collateral to be returned; and that (C) delays in the return of securities on loans may restrict the ability of a sub-fund to meet delivery obligations under security sales.

A sub-fund may also incur a loss in reinvesting cash collateral received. Such a loss may arise due to a decline in the value of the investments made. A decline in the value of such investments would reduce the amount of collateral available to

	<p>be returned by the sub-fund to the counterparty as required by the terms of the transaction. The sub-fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the sub-fund.</p>
Manager	<p>Ersel Gestion Internationale S.A., public limited company of Luxembourg law having its registered office at 17, rue Jean l'Aveugle, L-1148 Luxembourg.</p>
Shares, currency and valuation dates	<p>All the shares of this sub-fund will be registered capitalisation shares denominated in EUR.</p> <p>The weekly valuation day of this sub-fund will be Tuesday.</p>
Initial subscription period and notice for any subsequent subscription and redemption	<p>Subscription:</p> <p>The minimum subscription amount is EUR 150,000.00.</p> <p>Any subsequent subscription must amount to at least EUR 25,000.00.</p> <p>The subscription periods must be observed, unless an exemption is granted by the SICAV's board of directors.</p> <p>Unless exemption is granted by the SICAV's board of directors, all subsequent redemption orders must be received at the SICAV's registered office at least 15 days before the next valuation day. If this day is not a banking day in Luxembourg, the subscription or redemption order must reach the SICAV's registered office on the banking day in Luxembourg before that day. Payments subsequent to the redemption will be made 20 days maximum after the valuation date relating to the redemption. If this day is not a banking day in Luxembourg, payment will be made on the banking day in Luxembourg following that day.</p>
Fees	<p><u>Management fee:</u> The sub-fund will pay the Manager a maximum management fee of 0.35% per annum, payable quarterly and calculated on the average of the net assets of the sub-fund during the quarter considered. Nevertheless, if the sub-fund invests in the UCI units of the same promoter, no double commission will be paid. Subscribers are advised that the funds in which all or part of the assets of this sub-fund will be invested are often themselves liable for a consultancy or management fee to their advisor and/or manager, whence the risk of double or triple management costs.</p> <p><u>Subscription fee:</u> None. Subscribers are nonetheless advised that the funds in which part of the assets of this sub-fund will be invested may charge subscription fees.</p> <p><u>Redemption fee:</u> None.</p> <p>Subscribers are nonetheless advised that the funds in which part of this sub-</p>

	<p>fund's assets is invested may charge redemption fees.</p> <p>Conversion fee: None. Subscribers are nonetheless advised that the funds in which part of the assets of this sub-fund will be invested may charge conversion fees.</p>												
Listing	The shares of this sub-fund will not be quoted on the Luxembourg Stock Exchange.												
Use of SFT and TRS	<p>There are currently no assets under management that will be subject to SFT and TRS, as the Sub-Fund does not contemplate to make use of SFT and TRS within its structural investment strategy. However, in exceptional circumstances the maximum proportion of assets under management of the sub-fund that can be subject to SFT and TRS will be as follows:</p> <table border="1"> <tr> <td>Securities lending</td> <td>10%</td> </tr> <tr> <td>Securities borrowing</td> <td>10%</td> </tr> <tr> <td>Repurchase agreements</td> <td>10%</td> </tr> <tr> <td>Reverse repurchase</td> <td>10%</td> </tr> <tr> <td>TRS</td> <td>30%</td> </tr> <tr> <td>Liquidity swaps</td> <td>10%</td> </tr> </table>	Securities lending	10%	Securities borrowing	10%	Repurchase agreements	10%	Reverse repurchase	10%	TRS	30%	Liquidity swaps	10%
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Historical Performance	<p>A chart of the past performance of the sub-fund may be found in the KIID which itself is available on the internet site at https://www.ersel.it/Ersel_EN/Prodotti/Funds-documents.html.</p>												
Leverage	This sub-fund may as a rule not incur indebtedness (whether secured or unsecured) which would cause the value of total indebtedness of the sub-fund to exceed 30% of the net asset value of the sub-fund.												

2. ADMINISTRATION OF THE SICAV

BOARD OF DIRECTORS

Members of the Board of Directors

HENRI NINOVE
Head of the Luxembourg Office
Ersel Gestion Internationale S.A.

PAOLO CROZZOLI
Independent Director

JEAN MARTIN STOFFEL
Independent Director

DEPOSITARY BANK, CENTRAL ADMINISTRATION, REGISTRAR AND TRANSFER AGENT AND PAYING AGENT

CACEIS BANK, LUXEMBOURG BRANCH
5, allée Scheffer
L-2520 Luxembourg

MANAGER

Ersel Gestion Internationale S.A.
17, rue Jean l'Aveugle,
L-1148 Luxembourg

AUDITOR

ERNST & YOUNG S.A.
35E, Avenue John F. Kennedy
L-1855 Luxembourg

LEGAL ADVISOR

BONN STEICHEN & PARTNERS
2, rue Peternelchen
L-2370 Howald – Luxembourg

3. GENERAL RULES

ERSEL SICAV, the “SICAV,” is an investment company with variable capital, established for an unspecified period in Luxembourg on 13 December 1999, in accordance with the provisions of the 2010 Law and with the Trading Companies Law of 10 August 1915. It is subject in particular to the provisions of part II of the Law inasmuch as it is part of undertakings for collective investment that raise capital without promoting the sale of their shares among the public in the European Union.

The SICAV is an investment vehicle with multiple sub-funds, i.e. its liabilities consist of several classes of shares, each of which represent a set of specific assets and commitments corresponding to a distinct investment policy, which may be subject to specific investment restrictions depending on the case. The SICAV is the sole legal entity whose assets constitute the common pledge of creditors.

The SICAV qualifies as an alternative investment fund (“AIF”) within the meaning of the Luxembourg Law of 12 July 2013 on alternative investment fund managers (“AIFM Law”).

The SICAV has appointed Ersel Gestion Internationale S.A. (the “**Manager**”) as its alternative investment fund manager (“AIFM”) under the AIFM Law.

As further detailed in Chapter 7 below, Ersel Gestion Internationale S.A. has been authorised by the Luxembourg Financial Supervisory Authority (“CSSF”) as an alternative investment fund manager, under chapter 2 of the AIFM Law.

Ersel Gestion Internationale S.A. is therefore authorised to perform the portfolio and risk management activities stated in Annex I of the AIFM Law.

The Manager and the SICAV are fully compliant with the AIFM Law.

The Board of Directors may at all times launch other sub-funds whose policy investment and terms of offer will be communicated when the time comes by updating this Prospectus. Furthermore, investors can be kept informed through the press if the Board of Directors should deem it advisable. Similarly, pursuant to the provisions under the Chapter 18 entitled “Liquidation” infra, the Board of Directors may discontinue certain sub-funds.

The articles of association of the SICAV were published in ‘*Mémorial C, Recueil des Sociétés et Associations*’ (hereinafter referred to as the “Official Gazette”) on 7 February 2000. These articles of association, as well as a legal notice relating to the issuance of the SICAV’s shares were filed with the registrar of the Luxembourg District Court, where they are available for perusal. Copies may also be obtained upon request against payment of the relevant court fees. The SICAV is registered in the Luxembourg Companies Register under number B73017. The SICAV’s registered office is located at 5, Allée Scheffer, L-2520 Luxembourg.

The SICAV’s articles of association were altered on 3 March 2004, published in the Official Gazette on 25 March 2004, altered on 5 March 2012, published in the Official Gazette on 11 June 2012, altered on 15 July 2014, and published in the Official Gazette on 14 October 2014.

The minimum capital of the SICAV is EUR 1,250,000. The capital of the SICAV is at all times equal to all the net assets of the different sub-funds and represented by shares issued without par value and fully paid up. Variations in the amount of capital occur automatically and without any measures for advertising or

registration in the Companies Register as provided for the increase or decrease of capital of public limited companies.

The SICAV's Board of Directors reserves the right not to launch the SICAV if the capital raised at the end of the initial subscription period did not reach the sum of EUR 5,000,000.

The Manager shall be responsible for the functions pertaining to its status as sponsoring entity of the SICAV within the meaning of the United States Foreign Account Tax Compliance Act ("FATCA").

4. INVESTMENT POLICY AND OBJECTIVES

With due regard to the Law and the investment restrictions, and without prejudice to the particular rules specified for each sub-fund, the aim of the SICAV is to invest the funds at its disposal into liquid assets or similar instruments, in any and all transferable securities or property, quoted or not quoted, so that its shareholders may benefit from the results of the management of its assets. To this end, the SICAV may take such measures and in general carry out such operations as it may deem necessary or simply useful to achieve its objectives, within the broadest meaning authorised by the Law.

5. FINANCIAL TECHNIQUES AND INSTRUMENTS

Without prejudice to what might be stipulated for one or more particular sub-funds, the SICAV is authorised for each sub-fund, in accordance with the procedures set out below, (i) to resort to techniques and instruments aimed at transferable securities, on condition that such techniques and instruments are used for the purpose of sound portfolio management, and (ii) to resort to techniques and instruments intended to hedge the exchange risks under the management of their assets.

TECHNIQUES AND INSTRUMENTS AIMED AT TRANSFERABLE SECURITIES

For the sake of sound portfolio management, the SICAV and/or each sub-fund may intervene in (1) operations pertaining to options, (2) operations pertaining to forward contracts on financial instruments and to options on such contracts, (3) lending against securities transactions, and (4) redemption operations.

1. Transactions relating to options on transferable securities

The SICAV and/or each sub-fund may buy and sell both call and put options provided that such options are traded on a regulated market, regularly functioning, recognised and open to the public and/or “over-the-counter”. When engaging in such transactions, the SICAV and/or each sub-fund must comply with the following rules:

1.1. Rules applicable to the purchase of options

The aggregate of the premiums paid to buy the call and put options referred to here, together with the aggregate of the premiums paid to purchase call and put options referred to under point 3 below may not exceed 15% of the net asset value of each sub-fund.

1.2. Rules designed to hedge financial commitments resulting from option dealings

When selling call options, the SICAV and/or each sub-fund concerned must hold the underlying securities, or equivalent call options or other instruments that can provide adequate cover for the commitments resulting from the contracts concerned, such as warrants. Securities underlying call options sold may not be sold during the life of those options unless they are covered by options of the opposite sense or by other instruments that may be used for such purpose. The same applies to equivalent call options or to other instruments which the SICAV and/or each sub-fund concerned is required to hold if it does not own the underlying securities at the time the relevant options are sold.

Notwithstanding that rule, the SICAV and/or each sub-fund may sell call options relating to securities it does not possess at the time of conclusion of the option contract if the following conditions are met: (a) the strike price of the call options thus sold may not exceed 25% of the net asset value of each sub-fund; (b) the SICAV and/or each sub-fund must be in a position at any time to guarantee cover for the positions taken within the context of those sales. When selling put options, the SICAV and/or each sub-fund must hold, throughout the tenor of the option contract, the amount of cash that may be necessary to pay for the securities delivered to it, in the event the counterparty exercises its option.

1.3. Conditions and restrictions on the sale of call and put options

The aggregate of the commitments resulting from the sale of call options and from the sale of put options (excluding sale of call options for which the SICAV and/or each sub-fund concerned is adequately covered), together with the aggregate of the commitments resulting from the transactions referred to in point 2.3 below, may at no time exceed the net asset value of the SICAV and/or each sub-fund. Against this background, a commitment on purchase and sale contracts sold is equal to the sum of the exercise prices of the options.

2. Transactions pertaining to forward contracts and option contracts on financial instruments

With the exception of transactions by mutual agreement referred to in point 2.2 infra, the transactions referred to here may pertain only to contracts which are negotiated on a regulated, regularly functioning and recognised market that is open to the public. Subject to the conditions specified below, such transactions can be processed for hedging or other purposes.

2.1 Transactions intended to hedge risks associated with stock market trends

In order to provide overall protection against the risk of stock market downturns, the SICAV and/or each sub-fund may sell financial futures on stock market indices. For the same purpose, it may also sell call options or buy put options on stock market indices. Since these transactions are intended to hedge risks, there must be a sufficiently close relationship between the composition of the index used and that of the corresponding portfolio. In principle, the aggregate of all commitments regarding forward contracts and stock market index-based option contracts must not exceed the total value of the securities held by the SICAV and/or each sub-fund in the market corresponding to that index.

2.2 Transactions intended to hedge risks related to interest rate fluctuations

In order to provide overall protection against the risks of interest rate fluctuations, the SICAV and/or each sub-fund may sell interest rate futures. For the same purpose, it may also sell call options or buy put options on interest rates or enter into interest rate swaps as part of “over-the-counter” transactions with first class financial institutions specialising in this type of operation. In principle, the aggregate of commitments regarding financial futures, option dealings and interest swaps must not exceed the total value of the assets to be hedged held by the SICAV and/or each sub-fund, in the currency of the contracts concerned.

2.3 Transactions intended to hedge risks related to exchange rate fluctuations

In order to provide overall protection against foreign exchange rate fluctuations, the SICAV and/or each sub-fund may engage in transactions to sell forward currency contracts. For the same purpose, the SICAV may sell/buy call options or put options on currencies. The transactions referred to here are contracts traded on a regulated market which functions regularly and is recognised and open to the public or “over-the-counter” transactions with first class financial institutions specialising in this type of operation.

In principle, the aggregate of commitments regarding financial futures, options contracts may not exceed the total value of the assets to be hedged, held by the SICAV and/or each sub-fund in the currency of the contracts in question.

3. Transactions for purposes other than hedging

The markets of forward contracts and options are extremely volatile and the risk of loss is very high.

The SICAV and/or each sub-fund may, for purposes other than hedging, buy and sell forward contracts and option contracts on all types of financial instruments on condition that the sum of the commitments arising out of these accumulated purchase and sale transactions, plus the sum from commitments arising out of sales of purchase options and sales options on transferable securities at no time exceeds the value of the net asset of the SICAV and/or each sub-fund. Sales of purchase options on transferable securities for which the SICAV and/or each sub-fund has adequate hedging do not enter into consideration for the calculation of the sum of commitments referred to above. It should be noted that the aggregate of the premiums paid for the acquisition of the call and put options referred to here, together with the aggregate of the premiums paid for the acquisition of the call and put options on securities referred to under point 1.1 above, may not exceed 15% of the net asset value of each sub-fund.

Accordingly, financial commitments resulting from operations that do not relate to options on transferable securities are assessed as follows: (a) the commitment resulting from futures contracts is equal to the settlement value of the net positions of contracts relating to financial instruments with identical underlying asset, after set-off between buying and selling positions, without taking their respective maturity dates into account; (b) the commitment resulting from option contracts bought and sold is equal to the aggregate of the strike prices of the options making up the net selling positions related to the same underlying asset, without taking into account their respective maturity dates.

4. Credit Default Swaps (CDS)

Each sub-fund may use Credit Default Swaps (“CDS”). A CDS is a bilateral financial contract according to which one counterparty (the protection buyer) pays a periodic fee in return for a contingent payment by the protection seller upon the occurrence of a credit event affecting the reference issuer. The protection buyer must either sell specific bonds issued by the reference issuer at their par value (or at other pre-established references or strike price) when a credit event occurs, or receive a cash payment based on the difference between the market price and the reference price or strike price. A credit event is usually defined as bankruptcy, insolvency, winding up ordered by a court, a legal settlement, a rescheduling of the debt or a failure to comply with scheduled repayment obligations. The ISDA (International Swaps and Derivatives Association) has issued standard documentation for this type of transactions, the “ISDA Master Agreement”.

Each sub-fund may use CDS to hedge the risk of a specific credit related to the issuers in its portfolio, by purchasing a protection.

Furthermore, each sub-fund may, provided this is in the exclusive interest of its shareholders, purchase CDS protection without holding the underlying securities, provided that the aggregate of the premiums paid together with the present value of the aggregate of the premiums outstanding on CDS purchased previously and the aggregate of the premiums paid in respect to the purchase of options on securities or on financial instruments for a purpose other than hedging, may not, in any case, exceed 15% of the net assets of the sub-fund concerned.

In the exclusive interest of shareholders, each sub-fund may sell the protection of a CDS, in order to acquire a specific credit exposure.

Each sub-fund may engage in CDS transactions with first rate financial institutions specialised in operations

of this type and only in accordance with the standard terms established by the ISDA. Furthermore, the use of CDS must comply with the investment objectives, policy and risk profile of the sub-fund concerned.

Until 8 June 2012, the aggregate commitments on all CDS did not exceed 20% of net assets of the sub-fund.

As from 11 June 2012, aggregate commitments deriving from the use of CDS together with the aggregate commitments deriving from the use of other derivative instruments may not, in any case, exceed the net asset value of the sub-fund concerned.

The aggregate commitments deriving from the use of CDS together with the aggregate commitments deriving from the use of other derivative instruments may not, in any case, exceed the net asset value of the sub-fund concerned.

Each sub-fund will ensure that it has, at any time, the assets necessary to pay the proceeds of the repurchase resulting from repurchase requests and also that it complies with its obligations deriving from CDS and other techniques and instruments.

Each sub-fund may not:

- invest more than 10% of its net assets in transferable securities not listed on a stock exchange or not traded on another regulated market, regularly functioning, recognised and open to the public;
- purchase more than 10% of securities of the same type issued by the same issuer;
- invest more than 10% of its net assets in securities of the same issuer.

The above investment limits apply to CDS issuers and also the final debtor risk of the CDS (“underlying”).

When these transactions are used to eliminate a credit risk concerning the issuer of a security, the SICAV will assume a counterparty risk concerning the protection seller.

This risk is nonetheless mitigated by the fact that the SICAV will commit itself in CDS transactions exclusively with first rate institutions.

CDS used for a purpose other than hedging, such as an efficient portfolio management, may entail a liquidity risk if this position must be paid prior to its maturity, for any reason. The SICAV will attenuate this risk by limiting the use of this type of transaction in an appropriate manner.

Lastly, valuation of CDS may give rise to the usual difficulties that characterise the valuation of «over-the-counter» contracts.

5. SFT and TRS

General provisions related to SFT and total return swap (“TRS”)

The sub-funds may invest in securities financing transaction (“SFT”) within the meaning of the EU Regulation 2015/2365 on transparency of securities financing transactions and of reuse of 25 November 2015 (“SFTR”).

For the purposes of the SFTR, SFT shall include:

- a) a repurchase transaction;

- b) securities or commodities lending and securities or commodities borrowing;
- c) a buy-sell back transaction or sell-buy back transaction;
- d) a margin lending transaction.

The SICAV may make use of the following SFT:

- securities lending and borrowing;
- repurchase transactions;
- buy-sell back transactions;
- sell-buy back transactions;
- margin lending transactions.

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

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

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

The assets that may be subject to SFT are limited to:

- short term bank certificates or money market instruments such as defined within Directive 2007/16/EC of 19 March 2007 implementing Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to certain UCITS as regards the clarification of certain definitions;
- bonds issued or guaranteed by a Member State of the OECD or by their local public authorities; or by supranational institutions and undertakings with EU, regional or world-wide scope;
- shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;
- bonds issued by non-governmental issuers offering an adequate liquidity;
- shares quoted or negotiated on a regulated market of a European Union Member State or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

The maximum proportion of assets under management of the SICAV that can be subject to SFT as well as the current expected proportion of assets under management that will be subject to SFT and TRS will be disclosed in the relevant sub-fund schedule.

The counterparties to the SFT will be selected on the basis of very specific criteria taking into account notably their legal status, country of origin, and minimum credit rating. The SICAV will therefore only enter into SFT with such counterparties that are subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law and approved by the board of directors, and who are based on a regulated market of a European Union Member State or on a stock exchange of a Member State of the OECD.

The SICAV will collateralize its SFT pursuant to the provisions set forth hereunder in section “Management of collateral”.

The risks linked to the use of SFT as well as risks linked to collateral management, such as operational, liquidity, counterparty, custody and legal risks and, where applicable, the risks arising from its reuse are further described in the relevant sub-fund schedule.

Assets subject to SFT will be safe-kept by the Depositary Bank.

Management of collateral

In the context of OTC financial derivative transactions and efficient portfolio management techniques, the SICAV may receive collateral with a view to reduce its counterparty risk.

This guarantee must be given in the form of cash and/or securities issued or guaranteed by Member States of the OECD or by local territorial authorities thereof or by Community, regional or world supranational institutions or bodies.

Where there is a title transfer, the collateral received should be held by the Depositary Bank of the SICAV.

Collateral received must at all times meet with the following criteria:

- Liquidity: collateral must be sufficiently liquid in order that it can be sold quickly at a robust price that is close to its pre-sale valuation.
- Valuation: collateral must be capable of being valued on at least a daily basis and must be marked to market daily it being understood that the SICAV (does not intend to make use/ will make use of) will make use of daily variation margins within the key elements disciplined in each ISDA and CSA agreement in place with the various counterparties.
- Issuer credit quality: the SICAV will ordinarily only accept very high quality collateral.
- Correlation: collateral received by the Fund should all be issued by an entity that is independent from the counterparty in order to avoid a high correlation with the performance of the counterparty.
- Safe-keeping: collateral must be transferred to the Depositary Bank or its agent.
- Enforceable: collateral must be immediately available to the SICAV without recourse to the counterparty, in the event of a default by that entity.

- Maturity: collateral must have a maturity sufficiently short in order to limit interest rate volatility.

Non-Cash collateral:

- cannot be sold, pledged or re-invested;
- must be issued by an entity independent of the counterparty; and
- must be diversified to avoid concentration risk in one issue, sector or country.

Cash Collateral can only be:

- 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 SICAV is able to recall at any time the full amount of cash on accrued basis;
- Invested in short-term money market funds.

Reinvested cash collateral should be diversified in accordance with the diversification requirements set forth in sections “INVESTMENT POLICY AND OBJECTIVES” and “INVESTMENT RESTRICTIONS”.

Policy on sharing of return generated by SFT

All revenues arising from SFT, net of direct and indirect operational costs and fees, will be returned to the SICAV. In particular, fees and cost may be paid to agents of the SICAV and other intermediaries providing services in connection with SFT as normal compensation of their services. Such fees may be calculated as a percentage of gross revenues earned by the SICAV through the use of such techniques and transactions. Information on the identity of the entities to which such costs and fees are paid will also be available in the annual report of the SICAV.

These parties are not related parties to the Investment Manager or the AIFM.

Security lending transactions

The SICAV and/or each sub-fund may engage in security lending operations only if it complies with SFTR and the provisions set forth in CSSF’s Circular 08/356, CSSF’s Circular 14/592 and ESMA Guidelines 2014/937 as follows:

(i) Rules designed to assure the positive conclusion of loan operations

The SICAV and/or each sub-fund may lend securities only in the framework of a standardised lending system organised by a recognised security clearing body or by a first-class financial institution specialising in this type of operation. When entering into such lending transactions, the SICAV and/or each sub-fund must in principle receive a guarantee, the value of which, at the time of conclusion of the loan contract, is at least equal to the total value of the securities lent. This guarantee must be given in the form of cash and/or securities issued or guaranteed by Member States of the OECD or by local territorial authorities thereof or by Community, regional or world supranational institutions or bodies and be blocked in the name of the SICAV and/or each sub-fund until expiry of the loan contract.

(ii) **Conditions and restrictions on loan operations**

Lending transactions may not be entered into for more than 50% of the total value of the securities held in the portfolio of a sub-fund. Such limitation shall not apply if the SICAV and/or each sub-fund has the right at any time to terminate the contract and recover immediately the securities lent.

Repurchase transactions

Unless provided otherwise in Chapter 1, the SICAV and/or each sub-fund may occasionally engage in repurchase or reverse repurchase transactions, which consist in purchases and sales of securities whose clauses envisage the seller's right to repurchase the securities from the buyer at such price and term as agreed between the two parties at the time the contract is concluded. The SICAV and/or each sub-fund may engage in repurchase or reverse repurchase transactions either as buyer or seller in order to achieve a positive return in absolute terms.

Repurchase agreement and reverse repurchase agreements will generally be collateralized as further described hereunder in section "Management of collateral" above, at any time during the lifetime of the agreement, at least their notional amount.

Nevertheless, its participation in such transactions shall be subject to the following rules: (a) the SICAV and/or each sub-fund may buy or sell repurchasable securities only if the counterparties to such transactions are first-class financial institutions specialising in this type of transaction; and (b) throughout the duration of a contract for the purchase of repurchasable securities, the SICAV and/or sub-fund may not sell the securities to which the contract relates before the counterparty has exercised its right to repurchase the securities or before the period within which such right has to be exercised has expired. The SICAV and/or each sub-fund must seek to keep repurchase transactions at such a level as to enable it at all times to meet its repurchase obligations.

Disclosure to Investors

In connection with the use of techniques and instruments the SICAV will, in its financial reports, disclose the following information:

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

6. INVESTMENT RESTRICTIONS

The investment restrictions listed below apply to each sub-fund of the SICAV. The Board of Directors may nonetheless define rules to curtail or extend these restrictions for one or more particular sub-funds in strict compliance with the Law. These rules, which depart from the basic rules and regulations set out below, will be specified in the Chapter 1 entitled "Available Sub-funds".

In light of the foregoing:

- (1) Each sub-fund may not invest more than 10% of its net assets in transferable securities not listed on a stock exchange or not traded on another regulated market, regularly functioning, recognised and open to the public;
- (2) The SICAV may not acquire more than 10% of the securities of the same nature issued by the same entity or by the same Undertaking for Collective Investment (UCI);
- (3) Each sub-fund may not invest more than 10% of its nets assets in securities of the same entity.

The restrictions listed in the preceding paragraph do not apply to securities issued or guaranteed by OECD Member States or by their territorial public authorities or by supranational institutions and undertakings of a community, regional or international nature.

Each sub-fund may be authorised to invest in other undertakings for collective investment. If such is the case, such authorisation will have to be expressly stipulated in Chapter 1 and be accompanied by conditions imposed on these investments.

By way of derogation to the Luxembourg Civil Code, the assets of a sub-fund are only subject to the liabilities of that sub-fund (i.e. segregation of liabilities and assets on a sub-fund basis). Therefore, for the purpose of fixing in Chapter 1 percentage limits on investments in UCI's or UCIT's, each sub-fund of an umbrella fund shall be considered as a separate entity. Therefore the limit shall be understood as applying at the level of each sub-fund and not to the entire umbrella fund.

Each sub-fund may take out loans up to 25% of its net assets, without limitations as to its purpose.

7. MANAGER / INVESTMENT MANAGER(S)

The Board of Directors of the SICAV is responsible for the sub-funds' investment policy.

To determine the specific policy of each sub-fund, the Board of Directors will be assisted by the Manager.

According to an alternative investment fund management agreement dated 12 December 2014 as may be further amended, Ersel Gestion Internationale S.A. (the "**Manager**") has been appointed by the Board of Directors as AIFM of the SICAV. The aforesaid agreement is for an indefinite period of time and may be terminated by either party with 3 months' written notice.

The Manager was established on 18 April 1989. It is registered with the *Registre de Commerce et des Sociétés* under number B30350 where copies of its articles of association are available for inspection and can be received upon request. The Manager is established for an undetermined period of time.

The Manager is authorised as AIFM under chapter 2 of the AIFM Law and registered on the official list of Luxembourg alternative investment fund managers.

The Manager shall provide portfolio management and risk management services within the meaning of Annex I of the AIFM Law, to the sub-funds of the SICAV.

In compliance with article 8(7) of the AIFM Law, the Manager holds additional own funds in order to cover potential professional liability risks arising from professional negligence within the frame of the Manager's activity as AIFM.

The Manager will proceed to manage the assets of the sub-funds under the supervision and responsibility of the Board of Directors.

The valuation of assets of the sub-funds shall be performed by the Manager. Such valuation shall be performed impartially and with all due skill, care and diligence. The valuation task within the Manager is functionally independent from the portfolio management and the remuneration policy. In this context, the Manager ensures that conflicts of interest are mitigated and that undue influence upon the employees is prevented.

The Manager ensures the fair treatment of investors, through its decision-making procedures and its organisational structure. Any preferential treatment accorded by the Manager shall not result in an overall material disadvantage to other investors.

In order to ensure the fair treatment of investors, the Manager ensures that the SICAV has not entered into and does not intend to enter into a side letter (or any other collective bargaining agreement) with prospective or current investors.

In return for the services described above, the Manager will receive a fee, calculated, in principle, on the basis of the net assets of the sub-fund for which the Manager is in charge over a specified period.

The amount of fees to which the Manager is entitled is further specified in Chapter 1 entitled "Available Sub-funds".

The Manager may also be paid a performance fee under the conditions defined in Chapter 1. This fee will be calculated on the basis of the sub-fund's yield that exceeds the index or value of reference during the period considered, with no offsetting with any counter-performance registered in the previous years.

The Manager may under its control and supervision appoint one or more investment managers ("Investment Managers") to provide investment management services, in respect to the portfolio of the sub-funds.

The names and presentations of the Investment Managers, if any, the references of the management contracts, and the amount of fees are specified in Chapter 1 entitled "Available Sub-funds".

8. DEPOSITARY BANK AND CENTRAL ADMINISTRATION

8.1. Depositary Bank

CACEIS Bank, Luxembourg Branch, established at 5, allée Scheffer, L-2520 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B209310 is acting as depositary of the SICAV (the "**Depositary Bank**") in accordance with a depositary agreement dated 17 June 2016 as amended from time to time (the "**Depositary Agreement**") and the relevant provisions of the 2010 Law and "UCITS Rules" (this term refers to the set of rules formed by the UCITS V Directive, the 2010 Law, the Commission Delegated Regulation (EU) 2016/438 of 17 December 2015 supplementing the UCITS V Directive, CSSF Circular 16/644 and any derived or connected EU or national act, statute, regulation, circular or binding guidelines).

CACEIS Bank, Luxembourg Branch is acting as a branch of CACEIS Bank, a public limited liability company (*société anonyme*) incorporated under the laws of France, having its registered office located at 1-3, place Valhubert, 75013 Paris, France, registered with the French Register of Trade and Companies under number 692 024 722 RCS Paris.

CACEIS Bank is an authorised credit institution supervised by the European Central Bank ("ECB") and the *Autorité de contrôle prudentiel et de résolution* ("ACPR"). It is further authorised to exercise through its Luxembourg branch banking and central administration activities in Luxembourg.

Investors may consult upon request at the registered office of the SICAV, the Depositary Agreement to have a better understanding and knowledge of the limited duties and liabilities of the Depositary Bank.

The Depositary Bank has been entrusted with the custody and/or, as the case may be, recordkeeping and ownership verification of the sub-funds' assets, and it shall fulfil the obligations and duties provided for by Part I of the 2010 Law. In particular, the Depositary Bank shall ensure an effective and proper monitoring of the SICAV's cash flows.

In due compliance with the UCITS Rules the Depositary Bank shall:

- (i) ensure that the sale, issue, re-purchase, redemption and cancellation of shares of the SICAV are carried out in accordance with the applicable national law and the UCITS Rules or the articles of association;
- (ii) ensure that the value of the shares is calculated in accordance with the UCITS Rules, the articles of association and the procedures laid down in the UCITS V Directive;
- (iii) carry out the instructions of the SICAV, unless they conflict with the UCITS Rules, or the articles of association;
- (iv) ensure that in transactions involving the SICAV's assets any consideration is remitted to the SICAV within the usual time limits; and
- (v) ensure that an SICAV's income is applied in accordance with the UCITS Rules and the articles of association.

The Depositary bank may not delegate any of the obligations and duties set out in (i) to (v) of this clause.

In compliance with the provisions of the UCITS V Directive, the Depositary Bank may, under certain conditions, entrust part or all of the assets which are placed under its custody and/or recordkeeping to correspondents/ third party custodians as appointed from time to time. The Depositary Bank's liability shall not be affected by any such delegation, unless otherwise specified, but only within the limits as permitted by the 2010 Law.

A list of these correspondents/third party custodians is available on the website of the Depositary Bank (www.caceis.com, section "veille réglementaire"). Such list may be updated from time to time. A complete list of all correspondents/third party custodians may be obtained, free of charge and upon request, from the Depositary Bank. Up-to-date information regarding the identity of the Depositary Bank, the description of its duties and of conflicts of interest that may arise, the safekeeping functions delegated by the Depositary Bank and any conflicts of interest that may arise from such a delegation are also made available to investors on the website of the Depositary Bank, as mentioned above, and upon request. There are many situations in which a conflict of interest may arise, notably when the Depositary Bank delegates its safekeeping functions or when the Depositary Bank also performs other tasks on behalf of the SICAV, such as administrative agency and registrar agency services. These situations and the conflicts of interest thereto related have been identified by the Depositary Bank. In order to protect the SICAV's and its shareholders' interests and comply with applicable regulations, a policy and procedures designed to prevent situations of conflicts of interest and monitor them when they arise have been set in place within the Depositary Bank, aiming namely at:

- (i) identifying and analyzing potential situations of conflicts of interest;
- (ii) recording, managing and monitoring the conflict of interest situations either in:
- (iii) relying on the permanent measures in place to address conflicts of interest such as maintaining separate legal entities, segregation of duties, separation of reporting lines, insider lists for staff members; or
- (iv) implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall, making sure that operations are carried out at arm's length and/or informing the concerned shareholders of the SICAV, or (ii) refuse to carry out the activity giving rise to the conflict of interest.

The Depositary Bank has established a functional, hierarchical and/or contractual separation between the performance of its UCITS depositary functions and the performance of other tasks on behalf of the SICAV, notably, administrative agency and registrar agency services.

The SICAV and the Depositary Bank may terminate the Depositary Agreement at any time by giving ninety (90) days' notice in writing. The SICAV may, however, dismiss the Depositary Bank only if a new depositary bank is appointed within two months to take over the functions and responsibilities of the Depositary Bank. After its dismissal, the Depositary Bank must continue to carry out its functions and responsibilities until such time as the entire assets of the sub-funds have been transferred to the new depositary bank.

The Depositary bank has no decision-making discretion nor any advice duty relating to the SICAV's investments. The Depositary Bank is a service provider to the SICAV and is not responsible for the preparation of this Prospectus and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus or the validity of the structure and investments of the SICAV.

1.2. Central Administration:

CACEIS Bank, Luxembourg Branch, established at 5, allée Scheffer, L-2520 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 209.310 is acting as central administration agent of the SICAV (the "**Administration Agent**") in accordance with a Central Administration Services Agreement dated 15 November 2010 as amended from time to time (the "**Central Administration Services Agreement**") and the relevant provisions of the 2010 Law and the UCITS Rules.

CACEIS Bank, Luxembourg Branch is acting as a branch of CACEIS Bank, a public limited liability company (société anonyme) incorporated under the laws of France, having its registered office located at 1-3, place Valhubert, 75013 Paris, France, registered with the French Register of Trade and Companies under number 692 024 722 RCS Paris.

CACEIS Bank is an authorised credit institution supervised by the European Central Bank ("ECB") and the Autorité de contrôle prudentiel et de résolution ("ACPR"). It is further authorised to exercise through its Luxembourg branch banking and central administration activities in Luxembourg.

This Central Administration Services Agreement has been concluded for an indefinite duration and may be terminated by either party in writing with three months' notice.

In its capacity as Administration Agent, CACEIS Bank, Luxembourg Branch shall notably perform the calculation of the net asset value of shares for each existing Class or Compartment of the SICAV, management of accounts, the preparation of the annual and semi-annual financial statements and execute all tasks required as central administration.

In its capacity as the transfer and registration agent, CACEIS Bank, Luxembourg Branch shall in particular reconcile subscription, redemption and conversion applications and keep and maintain the register of shareholders of the SICAV. In such capacity it is also responsible for supervising anti-money laundering measures under the AML Regulations. CACEIS Bank, Luxembourg Branch may request documents necessary for identification of investors.

For its services, CACEIS Bank, Luxembourg Branch shall receive remuneration as detailed in the Central Administration Services Agreement.

9. SHARES

As indicated above, the Board of Directors may create as many sub-funds as necessary, in accordance with such criteria and procedures as it will define. The Board of Directors will have the option of creating as many categories and/or sub-categories of shares within each sub-fund (hereinafter referred to as “Categories” and “Sub-Categories”) which could differ in terms of their distribution policy (distribution and/or capitalisation shares), the currency in which they are denominated, the applicable fees, their charge rates, marketing policy and/or any other criterion defined by the Board of Directors. This information must be entered in the Prospectus and communicated to the investors.

Without prejudice to the specific features of one or more sub-funds, capitalisation and distribution shares are distinguished mainly in that the former keep their revenues for reinvestment. Conversely, the general meeting of investors who hold distribution shares in each of the sub-funds concerned will decide every year, on the proposals of the Board of Directors, to pay out a dividend, calculated within the legal and statutory limits set for that purpose. It will be up to the Board of directors to determine how dividends decided upon are to be paid out. Dividends not claimed within ten years as of their authorised date of payment will be foreclosed for the beneficiaries and returned to the sub-fund concerned. The Board of Directors may, as and when it should deem it advisable, distribute interim dividends and proceed to pay advances on dividends.

A decision may be taken in exceptional cases to pay out a dividend on capitalisation shares.

The shares of each sub-fund, category and/or sub-category may be issued only as registered shares. The investors’ register is kept in Luxembourg by the register keeper. Unless otherwise established, investors who have requested a nominative registration in the register will not receive representative certificates of their shares. Instead of the certificate, a confirmation of registration in the register will be issued.

The shares must be fully paid up. They are issued without indication of value. Unless specified otherwise, there is no limit to the number of shares issued. The rights attached to the shares are those set out in the Luxembourg Trading Companies Law of 10 August 1915 and its amendments, provided that no exemption is made by the Law. Fractions of registered shares may be issued up to one ten thousandth of a share. All full shares of the SICAV, irrespective of their value, have an equal voting right. The shares of each sub-fund and/or each category and/or sub-category have an equal right to the liquidation proceeds of the sub-fund and/or each category and/or sub-category concerned.

Detailed information on the different categories and/or sub-categories of shares issued as well as the form in which they are issued is contained in the description of each sub-fund.

10. NET ASSET VALUE

Each calculation of the net asset value will be carried out in compliance with the principles and procedures stipulated in the paragraphs below, without prejudice to the applicable provisions in the AIFM Law and the Delegated Regulation.

1 - The net asset value per share of each sub-fund will be calculated under the responsibility of the Manager at least once per month. In the same way, if the Board of Directors has decided to create several categories and/or sub-categories of shares per sub-fund, a net asset value per specific share in each of these categories and/or sub-categories will be calculated under the responsibility of the Manager at least twice per month. Detailed information relating to the specific valuation dates for the different shares issued (hereinafter referred to as the “valuation date”) is contained in the description of each sub-fund.

2 - The calculation of the net asset value per share will be based on the total net assets of the corresponding sub-fund, the category and/or the sub-category. The total net assets of each sub-fund, category and/or sub-category will be calculated by adding all the assets held by each of them (including the entitlements or percentages held in certain Internal Pools as described under 4, *infra*) less their specific debt and commitments – all in accordance with the provisions of point 6, *infra*.

3 - The net asset value per share of each sub-fund, category and/or sub-category will be calculated by dividing its respective total net assets by the number of shares in circulation.

4 - To ensure the overall financial and administrative management of assets belonging to several sub-funds in-house, the Board of Directors may create as many Internal Pools as there are such assets to manage (hereinafter referred to as “Internal Pools”). Thus, several sub-funds that have fully or partially the same investment policy could put assets acquired by each of them under this investment policy in a Pool created for that purpose. The portion held by each sub-fund in each of the Internal Pools could be expressed in terms of percentages or entitlements, as specified in the two paragraphs which follow. The sole aim of creating an Internal Pool will be to facilitate the administrative and financial management of the SICAV.

The holding percentages will be established solely on the basis of the contribution ratio to the assets of a given Internal Pool. The entitlements held by each of the participants in a given Pool pertain to a percentage of each line of the Pool in question, according to the portion held in the Pool. These holding percentages will be recalculated on each valuation date to take account of redemptions, issues, conversions, distributions or any other event that occurs in any of the sub-funds, categories and/or sub-categories concerned, which are of such nature as to increase or reduce their stake in the Internal Pool concerned.

The entitlements issued by a given Internal Pool will be assessed at a frequency and in accordance with the same procedures (subject to the necessary changes) as those mentioned under points 1, 2 and 3 *supra*. The total number of entitlements issued will vary depending on the distributions, redemptions, issues, conversions or any other event in any of the Sub-funds, Categories and/or Sub-categories of shares concerned, which are of such nature as to increase or reduce their stake in the Internal Pool concerned.

The pooled assets may be segregated at all times.

5 - Irrespective of the number of Categories and/or Sub-Categories created within a given Sub-fund, the total net assets of that Sub-fund must be calculated at the frequency specified by the Law, the articles of association and/or the Prospectus. The total net assets of each Sub-fund will be calculated by adding the total net assets of each Category and/or Sub-category created within that Sub-fund and will be denominated in the currency of that Sub-fund.

6 - Without prejudice to what is stipulated under point 4 supra concerning holding percentages and entitlements, and without prejudice to the particular rules that could be set for one or more particular sub-funds, the net assets of the different Sub-funds will be assessed in accordance with the rules stipulated below.

I. The SICAV's assets will include in particular: (1) all cash in bank and at hand, including interest due but not yet collected, and interest accrued on deposits up to the valuation date; (2) all notes and bills of exchange payable on demand and accounts receivable (including the proceeds from the sale of securities, the price for which has not yet been collected); (3) all securities, units, shares, bonds, options or warrants and other investments and transferable securities that are the property of the SICAV; (4) all dividends and sums receivable by the SICAV in cash or in securities, insofar as the SICAV was aware thereof; (5) all interest due but not yet collected and all interest accrued up to the valuation date on securities owned by the SICAV, except if said interest is included in the principal of these assets; (6) the SICAV's formation expenses, insofar as they have not been written off yet; (7) all other assets of whatever nature, including expenses paid in advance.

The value of these assets will be determined as follows:

- (a) The value of cash in bank or in hand, notes and bills of exchange payable on demand and accounts receivable, expenses paid in advance and dividends and interest pending or due, but not yet collected, will consist of the nominal value of these assets, unless it should seem unlikely that this value can be collected; in the latter case, the value will be determined by discounting such an amount as the SICAV will deem appropriate to reflect the actual value of these assets.
- (b) The assessment of any security quoted officially or on any other regulated, regularly functioning, recognised market that is open to the public is based on the last price known in Luxembourg, on the valuation date, and if this security is traded on several markets, based on the last known price of its main market; if, however, this last known price is not representative, the assessment will be based on the probable realisation value that the Manager will estimate with caution and in good faith, or for units of funds open to redemption, on the last known net asset value; when the calculation date of this net asset value does not coincide with the calculation date of the SICAV, and this value appears to have varied substantially since the date when it was calculated, the value taken into account may be adjusted accordingly by the Manager with caution and in good faith.
- (c) Securities not quoted or not traded on a stock market or any other regulated, regularly functioning and recognised market open to the public, will be assessed on the basis of the probable realisation value estimated with caution and in good faith, or, for units of funds open to redemption, on the last known net asset value; in the event of a gap between the valuation date of a fund in which it is invested and the valuation date of the SICAV, the afore-stated principles may apply. Securities denominated in a currency other than that of the sub-fund concerned will be converted on the basis of the exchange rate applicable on the valuation date.

II. The SICAV's commitments will include in particular: (1): all loans, bills due and accounts payable; (2)

all known bonds, due or otherwise, including all contractual bonds that have become due and are geared to payments in cash or in kind (including the amount of dividends announced by the SICAV but not yet paid out); (3) all reservations, authorised or approved by the Board of Directors, in particular those set up to deal with a potential loss on certain investments of the SICAV; (4) any other commitment of the SICAV, of whatever nature, except those represented by the SICAV's own means. To assess the amount of these other commitments, the SICAV will take into consideration all the expenses it will have to incur, including, without limitation, the expenses for the drawing up and subsequent alteration of the articles of association, fees and expenses payable to investment advisors, the Manager, Investment Managers, accountant, Depositary Bank and corresponding agents, domiciliation agent, administrative agent, transfer agent, paying agent and other authorised agents and employees of the SICAV as well as its permanent representatives in countries where it is required to register, expenses for legal assistance and the auditing of the SICAV's annual accounts, promotion costs and expenses for printing and publishing share selling documentation, the printing costs for the annual and interim financial reports, the expenses for holding General Meetings of shareholders and meetings of the Board of Directors, reasonable travel expenses of directors and managers, attendance fees, expenses for registration statements, all taxes and duties levied by the governmental authorities and stock exchanges, costs for the publication of issue and redemption prices as well as all other operating including financial, banking or brokerage expenses incurred during the purchase or sale of assets or otherwise, and all other administrative expenses. To assess the amount of these commitments, the SICAV will take into consideration, pro rata temporis, administrative and other expenses of a regular or periodic nature.

If a debt or a commitment or obligation incurred by the SICAV pertains to the assets of a sub-fund in particular or to any activity pertaining to the assets of a sub-fund in particular, only the assets of that sub-fund may be used for that debt, commitment or obligation. Recourse to third creditors is limited to the assets of the sub-fund to which the debt, commitment or obligation pertains.

Assets, commitments, charges and expenses not attributable to a sub-fund will be imputed to the different sub-funds equally or, if justified by the amounts at issue, in proportion to their respective net assets.

III. Each share of the SICAV about to be redeemed shall be considered as a share issued and existing up to the closing of the valuation date that applies to the redemption of that share, and its price will be considered, as of the closing on that day and up to the time that it is paid, as a commitment of the SICAV. Each share to be issued by the SICAV in compliance with the subscription requests received will be treated as being issued as of the closing of the valuation date of its issue price, and its price will be treated as an amount payable to the SICAV until it has been received by it.

IV. Insofar as possible, due account will be taken of any investment or divestment decided by the SICAV up to the valuation date.

11. SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE, AND OF THE ISSUANCE, CONVERSION AND REDEMPTION OF THE SHARES

The Board of Directors is authorised to suspend temporarily the calculation of the net asset value of one or more sub-funds of the SICAV, as well as the issues, conversions or redemptions of shares in the following cases: (a) during any period when a market or stock exchange, which is the main market or stock exchange where a substantial portion of the SICAV's investments is quoted at a given moment, is closed, except on the usual closing days, or when trading is suspended or subject to important restrictions; (b) when the political, economic, military, monetary, or social situation, or any event of force majeure, beyond the control or the responsibility of the SICAV, makes it impossible to dispose of its assets through normal and reasonable means, without causing serious harm to the interests of the shareholders; (c) during any interruption of communications normally used to determine the price of any investment of the SICAV or the current prices on any market or stock exchange; (d) when exchange or capital movement restrictions stand in the way of transactions for the account of the SICAV or when buying and selling transactions for the SICAV's assets cannot be carried out at normal exchange rates; (e) upon the convening of a Meeting where the dissolution of the SICAV will be proposed.

In exceptional circumstances that can have a negative impact on the interests of the shareholders, or in case of redemption requests that exceed 10% of the net assets of a sub-fund, the Board of Directors of the SICAV reserves the right to fix the value of a share only after it has proceeded to such sales of transferable securities as required as soon as possible for the account of the sub-fund. In this case, the subscriptions, conversions, and redemption requests being processed will be treated on the basis of the net value thus calculated.

Subscribers and shareholders with shares to be redeemed will be informed that the calculation of the net asset value has been suspended. Suspended subscriptions and redemption requests may be withdrawn by means of written notice, provided that said notice is received by the SICAV before the suspension has been lifted. Suspended subscriptions and redemptions will be taken into consideration on the first valuation date after the suspension has been lifted. The term valuation date refers to the day referred to in Chapter 1 *supra*.

12. ISSUANCE OF SHARES AND SUBSCRIPTION AND PAYMENT PROCEDURE

Unless stipulated otherwise in the Chapter 1 entitled "Available Sub-funds", the Board of Directors is authorised to issue shares of each sub-fund and each category at all times and without limitation. The Board of Directors is authorised to fix minimum subscription amounts for each sub-fund.

Initial subscription

The initial subscription period as well as its procedures are specified for each sub-fund in the Chapter 1 entitled "Available Sub-funds".

Current subscription

At the end of the initial subscription period, the shares will be issued at a price corresponding to the net asset value per share, plus, where necessary, a specific entry fee for each sub-fund which will be calculated on the total subscribed amount. The amount of this entry fee is specified, where necessary, in the description of each sub-fund.

Procedure

Unless stipulated otherwise in the Chapter 1 entitled "Available Sub-funds", subscription requests received by the SICAV before 5:00 PM the day before a given valuation day will, if accepted, be processed on the basis of the net asset value of the reference valuation day. Requests received after this time limit, will be processed on the subsequent valuation date. Unless stipulated otherwise in the Chapter 1 entitled "Available Sub-funds", the subscription price of each share is payable within two banking days after the valuation date.

The SICAV reserves the right to postpone subscription requests if it were uncertain that the payment pertaining thereto can reach the Depositary Bank within the time limit for payment stipulated above. Shares will then be distributed only after the subscription request has been received, accompanied by payment or a document irrevocably attesting to payment, within two banking days after the valuation date. If payment is made by cheque, the shares will be attributed once confirmation has been received that the cheque has been cleared.

In connection with the prevention of money laundering and in accordance with the Luxembourgish and international regulations on the matter, subscribers must identify themselves with the SICAV or the financial institution which will collect their subscription. When the bank that initiates the subscriber's payment is not domiciled in a country that adheres to the regulations of the Financial Action Task Force (FATF), the subscription may be accepted only if it is accompanied by the investor's identification documents duly certified by the local authorities (copy of the passport or identity card for natural persons, copy of formation documents, the Companies Register, the latest published accounts, and identification of the economic beneficiary for legal persons).

The SICAV reserves the right (a) to refuse all or part of the subscription request; and (b) to redeem at all times shares held by persons who are not authorised to buy or to hold shares of the SICAV.

The Board of Directors may accept subscriptions by means of an existing portfolio, as provided by the Law of 10 August 1915 as amended, on condition that the securities of this portfolio meet the objectives and

restrictions of the SICAV and that said transferable securities are quoted on an official stock exchange or traded on a regulated, regularly functioning, and recognised market open to the public, which offers similar guarantees. Such a portfolio must be easily assessable. An assessment report will be drawn up by the auditor in accordance with Article 26-1(2) of the Trading Companies Law of 10 August 1915 (as amended) and will be filed with the Registry.

Pursuant to CCSF (supervisory authority) Circular 04/146 aimed at protecting Undertakings for Collective Investment (UCIs) and their investors against Late Trading and Market Timing practices, the SICAV may not accept any such practices.

By *Market Timing*, the circular refers to the arbitrage technique whereby an investor subscribes and redeems or converts systematically units or shares of the same UCI in a short period of time, taking advantage of time differences and/or flaws or deficiencies in the system used to determine the UCI's net asset value.

By *Late Trading*, the circular refers to the acceptance of a subscription, conversion or redemption order received after the cut-off time for acceptance of orders on the transaction day considered and its execution at the price based on the net asset value applicable on that same day.

The Board of Directors reserves the right to reject subscription orders from an investor that the UCI suspects of resorting to such practices and, where appropriate, take such measures as necessary to protect the other investors of the UCI.

The SICAV will not accept subscription or redemption orders received after the cut-off time for the acceptance of orders on the transaction day considered and its execution at the price based on the net asset value applicable on that same day.

Subscription, redemption and conversion are carried out at unknown NAV.

13. CONVERSION OF SHARES

Without prejudice to any provisions in the Chapter 1 entitled "Available Sub-funds," any shareholder may request to have all or part of his shares converted into another class of shares at a price equal to the respective net value of the shares of different sub-funds. The Board of Directors is authorised to fix minimum conversion funds for each sub-fund.

When shares of several categories and/or sub-categories in one or more sub-funds are issued and are in circulation, the holders of shares of one category or sub-category may be granted the right to convert them, in whole or in part, into shares of another category or sub-category, and vice-versa, at a price equal to the respective net value established on the same valuation day, less a fee, where necessary, within the same sub-fund, or from one sub-fund to the other.

The shareholder who wants to proceed with such a conversion may make the relevant request in writing, by telex or fax, to the SICAV, indicating the number and form of shares to be converted and specifying, where necessary, whether the shares of the new sub-fund have to be from one category/sub-category or another. Subject to the provisions of Chapter 11, the request must be irrevocable and be accompanied by a duly completed transfer form, or any other document attesting to the transfer, depending on the case. This conversion request must reach the SICAV at the latest by 5:00 PM on the day before a given valuation day.

The number of shares allocated in the new sub-fund will be determined by applying the following formula:

$$A = [(B \times (C-f1-f2) \times D) / (E + f3)]$$

Where:

"A" is the number of shares to be attributed in the new sub-fund;

"B" is the number of shares to be converted in the initial sub-fund;

"C" is the net asset value of shares to be converted in the initial sub-fund, on the applicable valuation day;

"D" is the exchange rate applicable on the day of the transaction between the currencies of the two sub-funds;

"E" is the net asset value of shares to be attributed in the new sub-fund on the applicable valuation day;

"f1" is the conversion fee;

"f2" is the amount required to cover the divestment costs in the initial sub-fund;

"f3" is the amount required to cover the investment costs in the new sub-fund;

Fractions of shares of the new category/sub-category will be attributed only to shareholders who have registered their registered shares in the new category/sub-category. Shareholders of the same sub-fund in an identical situation will naturally be treated equally with regard to the collection of the different fees referred to in this paragraph.

The Board of Directors nonetheless reserves the right to reject conversion orders from an investor whom

the UCI suspects of resorting to *Late Trading* and *Market Timing* practices and to take such measures as, where applicable, necessary, to protect the other investors of the UCI.

The SICAV will not accept conversion orders received after the cut-off time for acceptance of orders on the transaction date considered and its execution at the price based on the net asset value applicable on that same day.

14. REDEMPTION OF SHARES

Subject to the exceptions and procedures provided in Chapter 11: “Suspension of the calculation of the net asset value and of the issuance, conversion and redemption of shares” of this Prospectus, any shareholder is entitled to have his shares redeemed by the SICAV at all times. Such shares redeemed by the SICAV will be cancelled. The Board of Directors is authorised to fix the minimum redemption amount for each sub-fund.

The redemption request must be sent in writing, telex or fax to the SICAV. The request must be irrevocable (subject to the provisions of Chapter 11) and must indicate the number, the sub-fund and, where necessary, the category or sub-category of the shares to be redeemed and all useful references for the settlement of the redemption. The request must be accompanied by the name under which they are registered as well as any documents attesting to the transfer of certificates if they have been issued.

Unless stipulated otherwise in the Chapter 1 entitled “Available Sub-funds”, all shares presented for redemption, if the request has reached the SICAV in Luxembourg by 5:00 PM on the day before a given valuation day, will be redeemed at the net asset value per share of the sub-fund and the category concerned, determined on the valuation day, less, where necessary, the exit (redemption) fee specified in the Chapter 1 entitled “Available Sub-funds”. Requests received after this cut-off time will be processed on the next valuation day.

Unless stipulated otherwise in the Chapter 1 entitled “Available Sub-funds,” the price for the redeemed shares will be paid within five banking days after the valuation day, provided that all the documents attesting to the redemption were received by the SICAV. The payment will be made in the currency of the redeemed sub-fund or in accordance with the instructions indicated in the redemption request. In the latter case, any redemption fees will be borne by the shareholder.

The redemption price for the SICAV’s shares may be higher or lower than the purchase price paid by the shareholder at the time that he subscribed, depending on whether the net value has appreciated or depreciated.

15. TAXATION

Taxation of the SICAV

By virtue of the legislation in force and in accordance with common practice, the SICAV is not subject to any income tax or capital gains tax in Luxembourg. Similarly, the dividends paid by the SICAV are not liable for any tax at source in Luxembourg. Conversely, the SICAV is subject to an annual subscription tax of 0.05% in Luxembourg. The subscription tax is payable quarterly on the basis of the net assets of the SICAV, calculated at the end of the quarter to which the tax pertains. Some of the SICAV's portfolio income in dividends and interest may be subject to taxes at a variable rate withheld at source in the countries from which it comes.

FATCA

In the present section, defined terms shall have the meaning ascribed to them in the Model I IGA unless otherwise specified herein.

FATCA extends the Internal Revenue Code of the U.S. with a new chapter on "Taxes to enforce reporting on certain foreign accounts" and requires foreign financial institutions ("FFI") such as the SICAV to provide the Internal Revenue Service in the U.S. (the "IRS") with information on certain U.S. Persons' (as defined by FATCA) direct and indirect ownership of non-U.S. accounts and non-U.S. entities belonging to U.S. Persons. Failure to provide the requested information could lead to a 30% withholding tax applying to certain U.S. source income (including dividends and interests) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends.

On 28 March 2014, Luxembourg and the United States of America have signed the intergovernmental agreement model 1 ("Model I IGA") in order to enhance tax compliance and to implement FATCA in Luxembourg.

The SICAV has chosen the status of sponsored entity. Therefore its sponsoring entity, will be responsible for the SICAV's registration with the IRS.

Such registration shall be done at the latest of the following dates: 31 December 2015 or within ninety (90) days following the identification of a U.S. Reportable Account or of a Recalcitrant Account within the SICAV.

In the meantime, the SICAV shall not be registered with the IRS and shall not be subject to reporting obligations.

The sponsoring entity of the SICAV is the Manager, which registered itself for this purpose with the IRS.

The sponsoring entity will be responsible, on behalf of the SICAV, to proceed with any registration, due diligence, reporting and withholding requirements pursuant to FATCA. The investors of the SICAV therefore recognise and accept that the information relating to the financial accounts held by U.S. Persons or by non-U.S. entities belonging to U.S. Persons shall be communicated to the Luxembourg tax authorities, which shall in their turn forward such information to the IRS.

However, the SICAV's ability to avoid the withholding taxes under FATCA may not be within its control and may, in some cases, depend on the actions of an intermediary or other withholding agents in the chain of custody, or on the FATCA status of the Investors or their beneficial owners.

Any withholding tax imposed on the SICAV would reduce the amount of cash available to pay all of its Investors and such withholding may be allocated disproportionately to a particular sub-fund.

In addition, the SICAV shall remain the sole responsible for any failure to meet its obligations under FATCA which has been caused by its sponsoring entity.

There can be no assurance that a distribution made by the SICAV or that assets held by the SICAV will not be subject to withholding. Accordingly, all prospective investors including non-U.S. prospective investors should consult their own tax advisors about whether any distributions by the SICAV may be subject to withholding.

Taxation of shareholders

Shareholders are currently not liable to any capital gains, income, donation or inheritance tax in Luxembourg, nor to any withholding at source, with the exception of shareholders domiciled, residing or having a permanent establishment in Luxembourg, and certain former Luxembourg residents, who own more than 10% of the SICAV's share capital.

The following text is based on the law and on current practice adopted in the Grand Duchy of Luxembourg and is liable to amendment.

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

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

Prospective investors should consult their own tax advisor with respect to the application of the DAC Directive and the CRS to such investor in light of such investors's individual circumstances. Investors are further invited to request information regarding applicable laws and regulations (i.e. any particular tax aspects or exchange regulations) of the countries of which they are citizens, or in which they are domiciled or resident and which may concern the subscription, purchase, holding and redemption of the shares.

16. CHARGES AND COSTS

The SICAV will assume the initial formation costs, including the costs for the preparation and printing of the Prospectus, notary's fees, costs for filing with the administrative and stock exchange authorities, costs for printing the certificates and other expenses relating to the formation and launch of the SICAV. These costs will be depreciated over a period not to exceed the first five financial years.

Costs and charges not attributable to a particular sub-fund will be imputed to the different sub-funds equally or, insofar as the amounts at issue so justify, in proportion to their respective net assets.

The SICAV will assume all operating charges as provided under Chapter 10, II.(4).

The costs and charges enumerated above to be disbursed by the SICAV and the expenses enumerated in article 104 of the Delegated Regulation (such as the realised and unrealised losses on investments) shall be stated in the annual report of the SICAV, to be published according to Chapter 20 "Information for shareholders".

17. GENERAL MEETINGS OF SHAREHOLDERS

The Annual General Meeting of shareholders shall be held at the registered office of the SICAV or any other place in Luxembourg indicated in the notice convening the meeting, on the last Monday in the month of March at 4:00 PM.

Notices convening all General Meetings will be sent by letter to all registered shareholders, at their address indicated in the shareholders' register, at least eight days prior to the General Meeting. These notices will indicate the place and time of the General Meeting as well as the conditions for admission, the agenda and requirements of Luxembourg law in terms of the necessary quorum and majority.

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

18. LIQUIDATION

Liquidation of the SICAV – The SICAV will be liquidated under the conditions provided by Luxembourg law and the articles of association of the SICAV. If the share capital of the SICAV is less than two thirds of the minimum capital, the directors must submit the question of dissolving the SICAV to the general meeting of shareholders which will deliberate without condition of presence and decide by simple majority of the shares represented. If the share capital of the SICAV is less than a quarter of the minimum capital, the directors must submit the question of dissolving the SICAV to the general meeting which will deliberate without condition of presence. The SICAV may be dissolved by shareholders who own one fourth of the shares represented at the meeting. The meeting must be convened in such a way that it can be held within forty days as of the date on which it was noted that the SICAV's net assets had fallen below two thirds or a quarter of the minimum capital respectively. The decisions of the general meeting or of the court to dissolve or liquidate the SICAV are published in the Official Gazette and in two dailies of sufficient circulation, at least one of which must be a Luxembourgish daily, under the care of the liquidator(s). If the SICAV is to be dissolved, the liquidation will be carried out by one or more liquidators appointed in accordance with the SICAV's articles of association and the Law.

The net proceeds from the liquidation of each sub-fund, category or sub-category, will be distributed to the shareholders in proportion of the number of shares held in these sub-funds, categories or sub-categories. Amounts not claimed by the shareholders upon the closing of the liquidation will be consigned to the *Caisse de Consignation* in Luxembourg. Except in the case of claims submitted prior to the expiry of the period of prescription (30 years), the amounts deposited as above can no longer be withdrawn.

Liquidation of a single sub-fund – The general meeting of shareholders of any sub-fund, category or sub-category may decide to dissolve the sub-fund concerned at all times, upon being convened by the Board of Directors, by simple majority of the shares present and represented and without condition of quorum. Furthermore, in the event that the net assets of a Sub-fund, a Category or Sub-category were less than EUR 10 million or the equivalent thereof in the currency in which the Sub-fund, Category or Sub-category is denominated, and each time that the interest of the shareholders of a Sub-fund, Category or Sub-category should require (in particular if the economic and/or political situation should change), the Board of Directors may decide unilaterally, by duly reasoned resolution, to dissolve a sub-fund of the SICAV or do away with one of its Categories or Sub-categories. The shareholders will be convened by the Board of Directors or informed of its decision as required for the general meeting. They will be reimbursed the net amount of the liquidation in proportion to the shares that they hold. Assets not distributed to the parties entitled when the liquidation is closed will be deposited with the *Caisse de Consignation*. Any decision by the Board of Directors, either to dissolve a sub-fund, or to convene a general meeting of shareholders for that purpose, will suspend the calculation of the net asset values of the shares concerned as well as any redemption, subscription or conversion transaction, in progress or to come, relating to said shares.

19. MERGER BY TAKEOVER

Merger of sub-funds by takeover – The general meeting of two or more Sub-funds, Categories or Sub-Categories (referred to as “entities” for the purposes of this paragraph) may, at all times and upon being convened by the Board of Directors, decide, without condition of quorum and by simple majority (in each of the entities) of the shares present, to takeover one or more entities (hereinafter referred to as the acquired entities) by the remaining entity concerned (hereinafter referred to as the acquiring entity). The shareholders of all the entities concerned will be convened by the Board of Directors as required for the general meeting. In any event, the shareholders of the entity or entities taken over will be given an opportunity to exit without costs during one month as of the date on which they are informed of the takeover decision, whereby upon the expiry of this period, the takeover decision will be binding for all shareholders who did not avail themselves of this prerogative. The takeover decision will enter into force only at the end one month.

20. INFORMATION FOR SHAREHOLDERS

Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (“**PRIIPs**”) enters into force in January 2018 (“**PRIIPs Regulation**”). The PRIIPs Regulation introduces a new type of investor information document, the key information document (“**KID**”). The SICAV, to the extent that its shares are sold to investors that do not qualify as a professional investor (as defined in the Annex II of Directive 2004/39/EC relating to markets in financial Instruments (« **MIFID** »)) will be required to provide a KID to such investors in good time before those investors subscribe to the SICAV.

To the extent that a key investor information document (“**KIID**”) drawn up in accordance with the 2010 Law is available prior to 1 January, 2018 it can be provided to investors in lieu of the KID for a transitory period up to 31 December 2019.

The KIID will be distributed to all investors that do not classify as professional investors within the meaning of Annex II of MIFID or do not opt to be treated as such contemplating an investment in the SICAV. The KIID will be published on the website of the AIFM and will be available, upon request, in paper form.

The net asset value of each sub-fund and each category of shares, the issue price and the redemption price are made public on each valuation day at the SICAV’s registered office.

The financial year opens on one January and closes on thirty-one December. The SICAV publishes a detailed annual report on its activity and the management of its assets. This report comprises the balance sheet and consolidated income statement in EUR, the detailed composition of the assets of each sub-fund, and the auditor’s report. Moreover, at the end of every six-month period, it proceeds to publish a report comprising in particular the composition of the portfolio, the movements in the portfolio during that period, the number of shares in circulation and the number of shares issued or redeemed since the last publication. The SICAV may decide to publish interim reports.

Pursuant to article 21(1)(p) of the AIFM Law, the following information will also be included in the annual report:

- a) the percentage of the SICAV's assets which are subject to special arrangements arising from their illiquid nature;
- b) any new arrangements for managing the liquidity of the SICAV;
- c) the current risk profile of the SICAV and the risk management systems employed by the Manager to manage those risks;
- d) any changes to the maximum level of leverage which the Manager may employ on behalf of the SICAV as well as any right of the reuse of collateral or any guarantee granted under the leveraging arrangement;
- e) the total amount of leverage employed by the SICAV.

Any material change to the information listed in points a) to e) above, during the financial year, shall be communicated by the Manager to the shareholders by the means which it deems the most convenient.

The annual report shall also state the SICAV’s charges and expenses, in accordance with article 104 of

Commission Delegated Regulation N° 231/2013 of 19 December 2012.

In addition, the SICAV shall make available free of charge, during usual business hours at its registered office the following documents to its shareholders:

- a) The SICAV's liquidity risk management;
- b) An updated list of all sub-custodians providing safekeeping and supervisory services to the Depositary Bank of the SICAV.

21. CO-MANAGEMENT

To reduce the operating and administrative charges while ensuring a greater diversification of the investments, the Board of Directors may decide that all or part of the SICAV's assets will be co-managed with the assets belonging to other Luxembourgish undertakings for collective investment or that all or part of the assets of the Sub-funds will be co-managed between them. In the paragraphs which follow, the term "co-managed entities" will refer either to the SICAV and all the other entities with and among which there is a given co-management arrangement overall, or to the co-managed sub-funds. The term "co-managed assets" will refer to all the assets belonging to said entities co-managed by virtue of the same arrangement.

Under the co-management arrangement, the Manager may take decisions for the co-managed entities concerning investment, divestment or portfolio adjustment that will influence the composition of the SICAV's portfolio, or the composition of the portfolios of its co-managed sub-funds. Each co-managed entity will own a portion of the total co-managed assets corresponding to the proportion of its net assets in relation to the total value of the co-managed assets. This proportional holding shall be applicable to each and every line of portfolios held or acquired under co-management. In the case of investment and disinvestment decisions, these proportions shall not be affected, and additional investments shall be allotted to the co-managed entities in the same proportions, and assets sold shall be levied proportionately on the co-managed assets held by each co-managed entity.

In the case of new subscriptions in one of the co-managed entities, subscription proceeds will be allotted to the co-managed entities in accordance with the modified proportions resulting from the increase in the net assets of the co-managed entity that has benefited from the subscriptions, and all portfolio lines will be modified by transfer of assets from one co-managed entity to the other for adjustment of the modified proportions. Similarly, in the case of redemptions of shares in one of the co-managed entities, the cash required may be taken from the cash held by the co-managed entities according to the modified proportions resulting from the reduction of the net assets of the co-managed entity to which the redemptions refer and, in such case, all lines of investment will be adjusted to the modified proportions. Investors must be aware that without particular intervention by the competent bodies of the SICAV, the co-management technique may entail that the composition of the assets of the SICAV or of one or more of its co-managed sub-funds is influenced by specific events in other co-managed entities such as subscriptions and redemptions. Consequently, with all other elements remaining the same, subscriptions made in one of the entities with which the SICAV is co-managed or in one of the co-managed Sub-funds, will entail an increase in the liquid assets of the SICAV or of the other co-managed sub-fund(s). Conversely, redemptions in one of the entities with which the SICAV is co-managed or in one of the co-managed sub-funds will entail a reduction in the liquid assets of the SICAV and/or the other co-managed sub-fund(s). However, subscriptions and redemptions must be held in a specific account of each co-managed entity outside the co-management arrangement and through which subscriptions and redemptions will pass systematically. The imputation of massive subscriptions and redemptions to this specific account and the possibility for the SICAV's Board of Directors to decide to discontinue the co-management arrangement at all times will help mitigate the readjustments of the portfolio of the SICAV and/or the portfolios of its sub-funds, if such readjustments were deemed to be contrary to the interests of the SICAV or its sub-funds and investors.

In the event a change in the composition of the portfolio of the SICAV or of one or more of its co-managed Sub-funds required by redemptions or payments of expenses attributable to another co-managed entity (i.e. not attributable to the SICAV) risks violating investment restrictions applicable thereto, the assets

concerned will be excluded from the co-management before the change is implemented, so as not to be affected by portfolio movements.

Co-managed assets will be managed jointly only with assets intended to be invested pursuant to an identical investment objective applicable to that of the co-managed assets, so as to ensure that the investment decisions are fully compatible with the investment policy of the SICAV or of its Sub-funds. The co-managed Assets will be managed jointly only with assets for which the Depositary bank acts also as a depositary to ensure that it can exercise its functions and responsibilities in regard to the SICAV or its sub-funds fully in line with the provisions of the 2010 Law. The Depositary Bank will ensure at all times a rigorous segregation of the SICAV's assets from the assets of other co-managed entities or between the assets of the co-managed sub-funds and will consequently be capable of determining the specific assets of the SICAV or of the co-managed sub-funds at all times. As co-managed entities may have investment policies which are not strictly identical with the investment policy of the SICAV, the joint policy applied may be more restrictive than that of the SICAV or that of one or more co-managed sub-funds.

A Joint Management Agreement was and/or will be signed between the SICAV, the Depositary Bank/Central Administration Agent and the Manager to define the rights and obligations of each. The Board of Directors may decide to discontinue the co-management at all times and without prior notice.

The investors may inquire at all times at the SICAV's registered office about the percentage of the co-managed Assets and entities with which there is a co-management arrangement at the time of the request. The periodic reports provide information regarding the composition and percentage of co-managed assets at the end of each annual or half-yearly period.

22. CONFLICTS OF INTEREST

Investors should be aware that there may be situations in which each and any of the directors, any agent of the SICAV including the Manager, any of its delegates or the relevant Investment Advisor encounter a conflict of interest in connection with the SICAV.

For the purposes of alleviating such conflicts of interest, the Board of Directors implemented appropriate conflict management procedures which will be periodically reviewed and amended when necessary. Specific conflicts will be considered by the Board of Directors as they arise but it is possible that certain conflicts may not be entirely eliminated.

Where conflicts arise, these will be addressed in a fair and reasonable manner. In the event of any affiliated transaction the parties will ensure that it is undertaken on an arm's length basis.

23. JURISDICTION, APPLICABLE LAW AND ENFORCEMENT

The relationships between the shareholders and the SICAV are governed by Luxembourg law and the Luxembourg City courts shall have jurisdiction to settle any dispute arising in connection therewith.

The courts of Luxembourg will recognise as valid, and will enforce, any final, conclusive and enforceable civil judgment obtained in a court of an EU Member State in respect of any contracts relating to the SICAV where the parties to such contract have submitted to the jurisdiction of the courts of such EU Member State in accordance with applicable enforcement proceedings as provided for in Council Regulation (EC) No 44/2001 of December 22, 2000 on jurisdiction and the enforcement of judgments in civil and commercial matters (the “Brussels Regulation”). The Court of Appeal of Luxembourg may reject the enforceability of a foreign judgment given on the basis of the Brussels Regulation by the district courts of Luxembourg, but only on grounds specified in articles 34 and 35 of the said Regulation.

In addition Luxembourg is party to the Convention of 27 September 1968 on the jurisdiction and enforcement of judgments in civil and commercial matters (the “Brussels Convention”). Therefore judgements obtained from the courts of territories excluded from the Brussels Regulation pursuant to article 355 of the Treaty on the Functioning of the European Union, would be recognised and enforceable by the Luxembourg courts in accordance with the applicable enforcement proceedings provided for in the Brussels Convention.

Luxembourg is also party to the Convention of 16 September 1988 on jurisdiction and the enforcement of judgements in civil and commercial matters (the “Lugano Convention”). Judgements obtained in the courts of Iceland, Norway or Switzerland would therefore be recognised and enforceable by the Luxembourg courts in accordance with the applicable enforcement proceedings provided for in the Lugano Convention.

In the absence of any regulation or convention the courts of Luxembourg will recognise as valid, and will enforce, any final, conclusive and enforceable civil judgment obtained against the SICAV in the courts of another jurisdiction, subject to and in accordance with applicable exequatur provisions and general Luxembourg rules applicable to the recognition and enforcement of foreign court decisions. Luxembourg courts may reject the enforceability of such a judgment if one or several of the following requirements are not met:

- a. the foreign court order must be enforceable in the country of origin,
- b. the court of origin must have had jurisdiction both according to its own laws and to the Luxembourg conflict of jurisdictions rules,
- c. the foreign procedure must have been regular in light of the laws of the country of origin,
- d. the foreign decision may not violate the rights of defence,
- e. the foreign court must have applied the law which is designated by the Luxembourg conflict of laws rules, or, at least, the order must not contravene the principles underlying these rules,
- f. the considerations of the foreign order as well as the judgment as such may not contravene Luxembourg international public order,

- g. the foreign order may not have been rendered subsequent to an evasion of Luxembourg law (*“fraude à la loi”*).