P R O S P E C T U S

Relating to the permanent offer of shares of the Luxembourg public limited company (*société anonyme*) incorporated as an investment company with variable capital authorised as an undertaking for collective investment in transferable securities under Luxembourg law and with multiple sub-funds

AM SURA

JUNE 2020

The shares of the various sub-funds of AM SURA may only be subscribed on the basis of the information contained in the present prospectus of the present company and the appendix relating to the sub-funds particulars as they are mentioned in the present prospectus, which provides a description of this company and its different sub-funds particulars.

This prospectus may only be distributed together with the latest annual report and the latest semi-annual report of the present company published after the said annual report.

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

AM SURA
Société anonyme
60, avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg
RCS Luxembourg number B244741

List of the Sub-Funds

Name of the Sub-Funds	**Reference currency**
AM SURA – Latin America Corporate Debt USD	USD

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DISCLOSURE

Prior to considering subscription to shares of the sub-funds of AM SURA (the “**Shares**”), prospective investors are recommended to carefully read the present prospectus (the "**Prospectus**") and examine the last annual report and semi-annual report, copies of which may be obtained from BNP Paribas Securities Services, Luxembourg Branch and from the financial services companies ensuring the distribution of the Shares of the present company. Subscription and redemption applications may only be made on the basis of the conditions and methods stipulated in the Prospectus. Prior to investing in the Shares of this company, prospective investors should request appropriate advice from their own legal, tax and financial advisors.

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

AM SURA was incorporated under Luxembourg law by notarised deed on 5 June 2020 as a public limited company (*société anonyme* or “**SA**”), organized as an open-ended investment company with variable capital (*société d’investissement à capital variable* or “**SICAV**”) with multiple sub-funds, authorised as an undertaking for collective investment in transferable securities ("**UCITS**") (the “**Company**”). Investors may present subscription or redemption requests for Shares of the Company. The Prospectus is neither an offer nor a solicitation of sale. It may not be used for such a purpose in any jurisdiction where this would not be allowed, nor may it be distributed to any persons prohibited from subscribing to such Shares.

The distribution of the Prospectus and/or the offer and sale of the Shares in certain jurisdictions or to certain investors may be restricted or prohibited by law. No steps have been taken to register the Company or its Shares with the US Securities and Exchange Commission as provided for by the law on the US Investment Company Act of 1940, as amended. Consequently, this document has not been approved by the above-mentioned authority. The present document may therefore not be introduced, transmitted nor distributed in the United States of America (including their territories or possessions), or handed over to US citizens or residents, nor to companies, associations or other entities registered in the United States of America or governed by the laws of the United States of America (any such person being considered hereunder as a "**U.S. Person**"). Moreover, the Shares of the Company have not been registered under the US Securities Act of 1933 and may not therefore be directly or indirectly offered or sold to U.S. Persons in the USA (including its territories and possessions). Any failure to abide by these restrictions may stand as a breach of US laws on transferable securities. The board of directors of the Company may demand the immediate redemption of any Shares subscribed or held by U.S. Persons inclusive any investors who would become U.S. Persons subsequent to the subscription of Shares.

Considering the economic and stock exchange risks, no guarantee can be given that the Company shall achieve its investment objectives; as a consequence, the value of the Shares may decrease as well as increase.

ORGANISATION OF THE COMPANY

REGISTERED OFFICE

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

BOARD OF DIRECTORS

Chairman:
Lucas Cuartas
Cr 43ª #3-101. 9th floor.
Medellín Colombia

Directors:
Sophie Mosnier
41 rue du Cimetière
3350 Leudelange Luxembourg
Carlos Andrés Jaramillo
Cr 43ª #3-101 9th floor.
Medellín Colombia

MANAGEMENT COMPANY

CARNE GLOBAL FUND MANAGERS (LUXEMBOURG) S.A.
EUROPEAN BANK & BUSINESS CENTRE
6B ROUTE DE TRÈVES
L-2633 SENNINGERBERG[1]

BOARD OF DIRECTORS OF THE MANAGEMENT COMPANY

Chairman:
John Alldis

Directors:
John Donohoe
Bill Blackwell
David McGowan

DEPOSITARY

BNP Paribas Securities Services, Luxembourg Branch
60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

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[1] *On (or around) 1 July 2020, Carne Global Fund Managers (Luxembourg) S.A. will change its registered address from its current registered office at 6B, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, to 3, rue Jean Piret, L-2350 Luxembourg. This change of registered address of the Management Company will be duly reflected in the next updated Prospectus.*

DOMICILIATION AND LISTING AGENT

BNP Paribas Securities Services, Luxembourg Branch
60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

ADMINISTRATIVE AGENT

BNP Paribas Securities Services, Luxembourg Branch
60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

AUTHORISED AUDITORS OF THE COMPANY

ERNST AND YOUNG Société Anonyme
35E, Avenue John F. Kennedy
L-1855 Luxembourg

INVESTMENT MANAGERS

For the Sub-Fund AM SURA – Latin America Corporate Debt USD: SURA INVESTMENT MANAGEMENT MEXICO S.A DE C.V., S.O.F.I.
Paseo de la Reforma 222, piso 4
Colonia Juárez, Alcaldía Cuauhtémoc
C.P. 06600, Ciudad de México, México

GLOBAL DISTRIBUTOR

SURA INVESTMENT MANAGEMENT MEXICO, S.A DE C.V., S.O.F.I.
Paseo de la Reforma 222, piso 4
Colonia Juárez, Alcaldía Cuauhtémoc
C.P. 06600, Ciudad de México, México

LEGAL ADVISER

Arendt & Medernach S.A.
41A, avenue John F. Kennedy
L-2082 Luxembourg
Grand-Duchy of Luxembourg

IMPORTANT INFORMATION

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

The board of directors of the Company (the "**Board of Directors**") has taken all possible precautions to ensure that the facts indicated in the Prospectus are accurate and that no point has been omitted which could render any information erroneous. All of the directors accept their responsibility in this matter.

Any information or representation not contained in the Prospectus, key investor information document or in the reports that form an integral part thereof, should be considered unauthorised. Neither the remittance of the Prospectus, key investor information document, or the subscription or redemption of Shares of the Company shall constitute a representation that the information given in the Prospectus is correct as of any time other than the date stipulated in the legal documentation. In order to acknowledge important changes such as the opening of a new Sub-Fund, new categories and/or new classes of Shares, the Prospectus shall be updated at the appropriate time. Subscribers are therefore advised to contact the Company in order to establish whether any later Prospectus and/or key investor information document have been published.

The distribution of this Prospectus and the offering of the Shares may be restricted in certain jurisdictions. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdictions.

The Company must comply with applicable international and Luxembourg laws and regulations regarding the prevention of money-laundering and terrorist financing. In particular, anti-money laundering measures in force in Luxembourg require the Company or its agent to establish and verify the identity of subscribers for Shares (as well as the identity of any intended beneficial owners of the Shares if they are not the subscribers) and the origin of subscription proceeds and to monitor the relationship on an ongoing basis. Failure to provide information or documentation may result in delays in, or rejection of, any subscription or conversion application and/or delays in any redemption application.

Prospective subscribers and purchasers of Shares of the Company are thus advised to enquire as to the possible tax consequences, legal controls, foreign exchange restrictions and controls they may face in the countries of their domicile or of which they are national or resident, which may regulate the subscription, holding or redemption of Shares of the Company.

Before subscribing to any Class and to the extent required by local laws and regulations each investor shall consult the relevant key investor information document(s). The key investor information documents provide information in particular on historical performance, the synthetic risk and reward indicator and charges. Key investor information documents are available on the following website: https://im.sura-am.com/sites/default/files/2020-06/Lux%20SICAV.zip

DEFINITIONS

“Administrative Agent”	BNP Paribas Securities Services, Luxembourg Branch, as further detailed in Chapter II Section 5 “Administrative Agent” of the Prospectus;
“Authorised Auditors”	ERNST AND YOUNG , as further detailed in Chapter II Section 10 “Authorised Auditors” of the Prospectus;
“Appendix”	an appendix to this Prospectus containing information with respect to a particular Sub-Fund;
“Articles of Incorporation”	the articles of incorporation of the Company, as may be amended from time to time;
“Board of Directors”	the board of directors of the Company, elected from time to time by the Shareholders, as further detailed in Chapter II Section 1 “Board of Directors” of the Prospectus;
“Business Day”	any day on which banks in Luxembourg are normally open the whole day for business except for 24 December, the Good Friday and/or for such days as may be specified in the Supplement for a specific Sub-Fund;
“Calendar Day” or “Calendar Month” or “Calendar Year”	any day, or month, or year in Luxembourg;
“Capitalisation Shares”	the Shares in the Company which are not entitled to any dividend payments. Holders of such Shares benefit from the capital appreciation resulting from the reinvestment of any income earned by the Shares;
“Class” or "Classes"	one or more separate class(es) of Shares of a Sub-Fund created by the Board of Directors;
“Company”	AM SURA;
“CSSF”	the Luxembourg supervisory authority for the financial sector (*Commission de Surveillance du Secteur Financier*);
“CSSF Circular 14/592”	CSSF Circular 14/592 relating to ESMA Guidelines on ETFs and other UCITS issues
“CSSF Circular 08/356”	CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to transferable securities and money market instruments
CSSF Regulation 10-5	CSSF regulation No. 10-5 transposing commission directive 2010/44/EU of 1 July 2010 implementing the UCITS Directive as regards certain provisions concerning fund mergers, master-feeder structures and notification procedure;

"Depositary"	BNP Paribas Securities Services, Luxembourg Branch, as further detailed in Chapter II Section 3 "Depositary" of the Prospectus;
"Directive 2015/849/EU"	Directive 2015/849/EU of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purpose of money laundering or terrorist financing, amending Regulation (EU) No 648/2012 of the European Parliament and of the Council, and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC, as may be amended from time to time;
"Directors"	the members of the Board of Directors for the time being and any successors to such members as they may be appointed from time to time;
"Distribution Shares"	the Shares in the Company which are entitled to payment of a dividend in case payment of a dividend is decided upon by the General Meeting of Shareholders;
"Domiciliation and Listing Agent"	BNP Paribas Securities Services, Luxembourg Branch, as further detailed in Chapter II Section 4 "Domiciliation and Listing Agent" of the Prospectus;
"EU"	the European Union;
"FATCA"	the provisions of the United States Hiring Incentives to Restore Employment (HIRE) Act of 18 March 2010 commonly referred to as the Foreign Account Tax Compliance Act (FATCA), and other regulations promulgated thereunder;
"Financial Instrument"	as defined in the UCITS Directive; a financial instrument specified in Section C of Annex I to MiFID II;
"Institutional Investor"	an institutional investor as defined for the purposes of the 2010 Law and by the administrative practice of the CSSF;
"Investment Advisor"	any investment advisor which may be appointed from time to time by the Investment Manager, as further detailed in Chapter II Section 7 "Investment Advisors" of the Prospectus;
"Investment Manager"	any investment manager which may be appointed from time to time by the Management Company, as further detailed in Chapter II Section 6 "Investment Managers" of the Prospectus;
"KIID"	Key investor information document;
"Management Company"	Carne Global Fund Managers (Luxembourg) S.A., a management company licensed by the CSSF as a "chapter 15" management company, as further detailed in Chapter II Section 2 "Management Company" of the Prospectus;

“Master Fund”	as the context indicates, a Sub-Fund or another UCITS or sub-fund thereof qualifying as a master fund in the meaning of the 2010 Law;
“MiFID II”	directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as may be amended from time to time;
“Money Market Instrument”	instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time;
“Net Asset Value”	the net value of the assets attributable to the Company or a Sub-Fund or a Class of Shares, as the case may be, determined in accordance with the Articles of Incorporation;
“Net Asset Value per Share”	the Net Asset Value divided by the number of Shares in a Sub-Fund or Class, as appropriate, in issue or deemed to be in issue;
Prospectus	the herein offering document;
“Registrar and Transfer Agent”	BNP Paribas Securities Services, Luxembourg Branch as further detailed in section II. 5. of the Prospectus;
“Reference Currency”	the currency in which the Company or each Sub-Fund is denominated; as the context indicates, (i) in relation to the Company [EUR], or (ii) in relation to a Sub-Fund, the currency in which the assets and liabilities of the Sub-Fund are valued and reported, as specified in each Appendix, or (iii) in relation to a Sub-Fund or Class, the currency in which the Shares of that Sub-Fund or Class are denominated, as specified in each Appendix.
“Regulated Market”	a regulated market within the meaning of MiFID II;
“SFTR”	regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012;
“SFTs”	securities financing transactions, which are defined in the SFTR as a repurchase or reverse-repurchase transaction, securities lending and securities borrowing, a buy-sell back transaction or sell-buy back transaction or a margin lending transaction;
“Shares”	the shares of the Company and/or of its Sub-Funds;
“Shareholder”	a person recorded as a holder of Shares in the Company and/or Sub-Fund’s register of shareholders;
“Sub-Fund”	a separate sub-fund of the Company to which the assets and liabilities and income and expenditure attributable or allocated to such sub-fund will be applied or charged;

“TRS”	total return swap, i.e. a derivative contract in which one counterparty transfers the total economic performance, including income from interest and fees, gains and losses from price movements, and credit losses, of a reference obligation to another counterparty;
“UCI”	Undertaking for collective investment within the meaning of Article 1(2)(a) and (b) of the UCITS Directive, being an open-ended undertaking with the sole object of collective investment of capital raised from the public, in accordance with the principle of risk-spreading, in transferable securities and other liquid financial assets within the meaning of the UCITS Directive;
“UCITS”	an undertaking for collective investment in transferable securities within the meaning of the UCITS Directive;
“UCITS Directive”	Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (recast), amended by the directive 2014/91/EU, and as may be amended from time to time;
“Underlying Fund”	a collective investment undertaking or a sub-fund of an umbrella collective investment undertaking, but the latter only if there is no cross-liability between each sub-fund of such umbrella collective investment undertaking, in which a Sub-Fund may invest;
“USD”	United States Dollar currency;
“U.S. Person”	as defined under the disclosure at the beginning of the Prospectus;
“Valuation Day”	as defined in the relevant Appendix of the relevant Sub-Fund;
“2004 Law”	the Luxembourg law of 12 November 2004 on the fight against money laundering and terrorist financing, as may be amended in particular by the law dated 17 July 2008, the law dated 27 October 2010 and the law dated 13 February 2018;
“2010 Law”	the law of 17 December 2010 relating to undertakings for collective investment, as amended from time to time;
“1915 Law”	the Luxembourg law of 10 August 1915 on commercial companies, as may be amended from time to time.

PROSPECTUS

relating to the permanent offer of Shares
of "AM SURA"

I. GENERAL DESCRIPTION

1. INTRODUCTION

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

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

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

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

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

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

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

The Shares of each Sub-Fund, the category or class of Shares of the Company shall be issued and redeemed at a price to be determined in Luxembourg according to the frequency indicated in the relevant Sub-Fund Appendix (a day set for such calculation being defined as a "**Calculation Day**").

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

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

2. THE COMPANY

The Company was incorporated in Luxembourg on 5 June 2020 and for an indefinite period under the name **"AM SURA".**

The minimum capital of the Company shall be the minimum prescribed by the 2010 Law, which at the date of this Prospectus is the equivalent of EUR 1,250,000. This minimum must be reached within a period of 6 months following the authorisation of the Company as a UCITS under the 2010 Law.

The capital of the Company shall be equal at all times to its net assets and represented by Shares of no par value.

The Company's Articles of Incorporation were published in the *Recueil Electronique des Sociétés et Associations* (RESA) on 17 June 2020.

The Company is registered with the Trade and Companies Register in Luxembourg under number B244741.

The fact that the Company is registered on the official list established by the *Commission de Surveillance du Secteur Financier*, the Luxembourg supervisory authority for the financial sector (the "**CSSF**") may under no circumstances be considered to represent a positive opinion on the part of the said supervisory authority as to the quality of the shares put up for sale.

II. MANAGEMENT AND ADMINISTRATION

1. BOARD OF DIRECTORS

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

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

2. MANAGEMENT COMPANY

Carne Global Fund Managers (Luxembourg) S.A. has been appointed as management company of the Company (the "**Management Company**"). It was incorporated on 17 September 2009 as a *société anonyme* under Luxembourg law for an unlimited period and is registered with the Trade and Companies Register in Luxembourg under number B 148258. Its registered office is at

European Bank & Business Center, 6B, route de Trèves, L-2633, Senningerberg, Grand Duchy of Luxembourg[2]. The Management Company is registered with the CSSF as a chapter 15 management company.

The corporate purpose of the Management Company is to manage investment funds under Luxembourg law.

The Company has appointed the Management Company by a management company services agreement (the "**Management Company Services Agreement**") effective on 5 June 2020 as Management Company of the Company to provide it with investment management, administration and marketing services (the "**Services**"). The Management Company Services Agreement has been concluded for an unlimited period and can be terminated by either party upon giving to the other party no less than ninety (90) days written notice. The responsibilities of the Company remain unchanged further to the appointment of the Management Company.

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

In particular, the management function includes the following tasks:

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

The functions of administrative agent include (i) calculation and publication of the Net Asset Value of the Shares of each Sub-Fund in accordance with the applicable laws and the Company's Articles of Incorporation and (ii) the provision, on behalf of the Company, of all the administrative and accounting services necessary to the management.

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

The functions of principal distributor include the marketing of the Shares of the Company in Luxembourg and/or abroad.

The rights and obligations of the Management Company are governed by agreements entered into for an indefinite term.

In accordance with the laws and regulations in force and with the prior consent of the Board of Directors of the Company and subject to the approval of the CSSF, the Management Company is authorised, under its responsibility and control, to delegate all or part of its functions and powers to any persons or company it deems appropriate, provided that the Prospectus is updated in advance and the Management Company retains full liability for acts committed by its delegate(s). Any such delegate(s), with regards to the nature of the functions and duties to be delegated, must be qualified and capable of undertaking the duties at stake.

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[2] *On (or around) 1 July 2020, Carne Global Fund Managers (Luxembourg) S.A. will change its registered address from its current registered office at 6B, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, to 3, rue Jean Piret, L-2350 Luxembourg. This change of registered address of the Management Company will be duly reflected in the next updated Prospectus.*

The Management Company will require any such agent to which it intends to delegate its duties to comply with the provisions of the Prospectus, the Articles of Incorporation and the relevant provisions of the Management Company Services Agreement.

In relation to delegated duties, the Management Company will implement appropriate control mechanisms and procedures, including risk management controls, and regular reporting processes, in order to ensure an effective supervision of the third parties to whom functions and duties have been delegated and that the services provided by such third party service providers are in compliance with the Articles of Incorporation, the Prospectus, the Management Company Services Agreement and the agreement entered into with the relevant third party service provider.

The Management Company will be diligent and exhaustive in the selection and monitoring of the third parties to whom functions and duties may be delegated and ensure that the relevant third parties have sufficient experience and knowledge as well as the necessary authorisations required to carry out the delegated functions.

At the present time, the functions of global distributor, investment management, administrative agent, as well as of registrar and transfer agent are delegated.

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

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

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

i. it is consistent with and promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles, rules or Articles of Incorporation of the Company;
ii. if and to the extent applicable, the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period;
iii. it is in line with the business strategy, objectives, values and interests of the Management Company and the Company and of the shareholders, and includes measures to avoid conflicts of interest;
iv. fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

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

The details of the up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of the persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee, are available on http://www.carnegroup.com/policies-and-procedures/, a paper copy will be made available free of charge upon request.

3. <u>DEPOSITARY</u>

BNP Paribas Securities Services, Luxembourg Branch has been appointed Depositary by the Company under the terms of a written agreement dated 8 June 2020 between BNP Paribas Securities Services, Luxembourg Branch (the "Depositary"), the Management Company and the Company.

BNP Paribas Securities Services Luxembourg is a branch of BNP Paribas Securities Services SCA, a wholly-owned subsidiary of BNP Paribas SA. BNP Paribas Securities Services SCA is a licensed bank incorporated in France as a *Société en Commandite par Actions* (partnership limited by shares) under No.552 108 011, authorised by the *Autorité de Contrôle Prudentiel et de Résolution* (the "**ACPR**") and supervised by the *Autorité des Marchés Financiers* (the "**AMF**"), with its registered address at 3 rue d'Antin, 75002 Paris, acting through its Luxembourg Branch, whose office is at 60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duchy of Luxembourg, and is supervised by the CSSF.

The Depositary performs three types of functions, namely (i) the oversight duties (as defined in Article 34.1 of the 2010 Law), (ii) the monitoring of the cash flows of the Company (as set out in Article 34.2 of the 2010 Law) and (iii) the safekeeping of the Company's assets (as set out in Article 34.3 of the 2010 Law).

Under its oversight duties, the Depositary is required to:

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

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

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

Such other business relationships may cover services in relation to:

- Outsourcing/delegation of middle or back office functions (e.g. trade processing, position keeping, post trade investment compliance monitoring, collateral management, OTC valuation, fund administration inclusive of net asset value calculation, transfer agency, fund dealing services) where BNP Paribas Securities Services or its affiliates act as agent of the Company or the Management Company, or
- Selection of BNP Paribas Securities Services or its affiliates as counterparty or ancillary service provider for matters such as foreign exchange execution, securities lending, bridge financing.

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

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

- Identifying and analysing potential situations of conflicts of interest;
- Recording, managing and monitoring the conflict of interest situations either in:
  - Relying on the permanent measures in place to address conflicts of interest such as segregation of duties, separation of reporting lines, insider lists for staff members;
  - Implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall (i.e. by separating functionally and hierarchically the performance of its Depositary duties from other activities), making sure that operations are carried out at arm's length and/or informing the concerned Shareholders of the Company, or (ii) refuse to carry out the activity giving rise to the conflict of interest;
  - Implementing a deontological policy;
  - Recording of a cartography of conflict of interests permitting to create an inventory of the permanent measures put in place to protect the Company's interests; or
  - Setting up internal procedures in relation to, for instance (i) the appointment of service providers which may generate conflicts of interests, (ii) new products/activities of the Depositary in order to assess any situation entailing a conflict of interest.

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

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

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

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

A list of these delegates and sub-delegates (hereafter the "**Sub-Custodians**") for its safekeeping duties is available on the website: http://securities.bnpparibas.com/solutions/depositary-bank-trustee-services.html.

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

The Company and/or the Management Company acting on behalf of the Company may release the Depositary from its duties with ninety (90) days written notice to the Depositary. Likewise, the Depositary may resign from its duties with ninety (90) days written notice to the Company. In that case, a new depositary must be designated to carry out the duties and assume the responsibilities of the

Depositary, as defined in the agreement signed to this effect. The replacement of the Depositary shall happen within two months.

4. DOMICILIATION AND LISTING AGENT

BNP Paribas Securities Services, Luxembourg Branch has been appointed Domiciliation and Listing Agent under the terms of an agreement dated 8 June 2020 between BNP Paribas Securities Services, Luxembourg Branch, the Management Company and the Company.

In its capacity as domiciliary and listing agent, it will be responsible for all corporate agency duties required by Luxembourg law.

5. ADMINISTRATIVE AGENT, REGISTRAR AND TRANSFER AGENT

BNP Paribas Securities Services, Luxembourg Branch performs the functions of administrative agent (the "**Administrative Agent**"), including the functions of Registrar and Transfer Agent, pursuant to an agreement between the Management Company, the Company and BNP Paribas Securities Services, Luxembourg Branch dated 8 June 2020. This agreement may be terminated by each of the parties by means of prior notice of ninety (90) days (as stipulated in the applicable contractual provisions).

In this context, BNP Paribas Securities Services, Luxembourg Branch performs the administrative functions required by law such as the bookkeeping of the Company and calculation of the Net Asset Value per Share.

As Registrar and Transfer Agent, it takes responsibility in particular for keeping the register of Shares. It is also responsible for the process of subscription and applications for the redemption of Shares and, if applicable, applications for the conversion of Shares as well as acceptance of such transfers of funds.

BNP Paribas Securities Services Luxembourg Branch, being part of a group providing clients with a worldwide network covering different time zones, may entrust parts of its operational processes to other BNP Paribas Group entities and/or third parties, whilst keeping ultimate accountability and responsibility in Luxembourg. More pertinently, entities located in France, Belgium, Spain, Portugal, Poland, USA, Canada, Singapore, Jersey, United Kingdom and India are involved in the support of internal organisation, banking services, central administration and transfer agency service. Further information on BNP Paribas Securities Services Luxembourg Branch international operating model may be provided upon request by the Company and/or the Management Company.

6. INVESTMENT MANAGERS

The Management Company may be assisted by one or more delegate investment manager(s) as specified in the relevant Sub-Fund Appendix. The control and final responsibility of the activities of the investment manager(s) shall lie with the Board of Directors of the Company. The name of the investment manager(s) shall be indicated in the Appendices of each Sub-Fund. The investment manager(s) shall be entitled to receive the payment of an investment management fee, the rates and methods of calculation of which are mentioned in the Appendices of each Sub-Fund.

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

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

7. INVESTMENT ADVISORS

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

For the services provided the Investment Advisor(s) shall be entitled to receive an advisory fee from the delegate Investment Manager or the Company, the rates and methods of calculation of which are mentioned in the agreement signed between the delegate Investment Manager and the Investment Advisor.

8. DISTRIBUTORS AND NOMINEES

The Management Company may decide to appoint nominees, a global distributor, distributors for the purpose of assisting in the distribution of the Shares of the Company in the countries in which they shall be sold.

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

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

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

The Management Company has appointed SURA INVESTMENT MANAGEMENT MEXICO, S.A. DE C.V., S.O.F.I. to act as global distributor (the "**Global Distributor**") of the Company pursuant to a distribution agreement (as can be amended from time to time) (the "**Principal Distribution Agreement**") concluded between the Company, the Management Company and the Global Distributor.

SURA INVESTMENT MANAGEMENT MEXICO, S.A DE C.V., S.O.F.I. was incorporated as a corporation in Mexico and registered as a *Sociedad Operadora de Sociedades de Inversión* with the National Banking and Securities Commission.

For the services provided in the promotion of the Company's Shares, the Global Distributor may be entitled to a distribution fee as indicated in the relevant Sub-Fund Appendix.

9. AUTHORISED AUDITORS

The auditing of the Company's accounts and annual financial statements is entrusted to Ernst &Young Société Anonyme, 35 E, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, in its capacity as authorised auditor of the Company.

III. INVESTMENT POLICIES

The main objective of the Company is to provide Shareholders the opportunity to invest in professionally managed portfolios.

The assets of the Sub-Funds are invested, in accordance with the principle of risk diversification, in transferable securities and other assets as specified in Article 41 (1) of the 2010 Law and as defined in the investment policy of each Sub-Fund of the Company as determined in the relevant Sub-Fund Appendix.

The Company can offer no guarantee that its objectives will be fully achieved. Nevertheless, diversification of the portfolios of the Sub-Funds improves the mitigation of the risks inherent to any investments.

The Sub-Funds aim to achieve reasonably high performances whilst maintaining a prudent policy of preserving capital. The Company takes the risks it deems reasonable in order to achieve the objective set. Nevertheless, it cannot guarantee achieving it in view of the stock market fluctuations and other risks to which investments in transferable securities are exposed.

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

The Company's investments shall be made under the control and authority of its Board of Directors.

1. INVESTMENT POLICIES - GENERAL PROVISIONS

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

The Company allows Shareholders to modify the trend of their investments, and where applicable, to change investment currencies through the conversion of Shares held in a Sub-Fund, or Class into Shares of another Sub-Fund, or Class.

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

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

2. SPECIAL REGULATIONS AND INVESTMENT RESTRICTIONS

The general provisions hereunder shall apply to all the Sub-Funds unless otherwise provided in the specific investment objectives of a Sub-Fund. In this case the Appendix relating to that Sub-Fund shall list the specific restrictions intended to prevail over the present general provisions.

2.1 The Company's investments may consist of:

A. The Company's investments must comprise at least one or more of the following:

(1) Transferable Securities and Money Market Instruments admitted to or dealt in a Regulated Market.

(2) Transferable Securities and Money Market Instruments dealt on another market of a member State of the European Union (the "**EU**") which is regulated, operates regularly, and is recognised and open to the public.

(3) Transferable Securities or Money Market Instruments admitted to official listing on a stock exchange in the EU or dealt on another market in a non-Member State of the EU which is regulated, operates regularly and is recognised and open to the public in any other country in Eastern and Western Europe, the American continent, Asia, Oceania and Africa.

(4) Transferable Securities and Money Market Instrument newly issued provided that:
  (i) the terms governing the issue include the provision that application shall be made for official listing on a stock exchange, or on another regulated market which operates regularly, and is recognised and open to the public; and
  (ii) such listing is secured within one (1) year of issue.

(5) Shares of UCITS and/or other UCI, whether or not established in a Member State of the EU, provided that:
  (i) such other UCIs are authorised under laws which provide that they are subject to supervision considered by the regulatory authority to be equivalent to that laid down in EU law, and that cooperation between such regulatory authority and the CSSF is sufficiently guaranteed;
  (ii) the level of protection of shareholders in the other UCI is equivalent to the level of protection of shareholders of a UCITS and in particular the provisions for separate management of the Company's assets, borrowing, credit allocation and short selling of securities and money market instruments are equivalent to the requirements of the UCITS Directive;
  (iii) the business activity of the other UCI is subject to semi-annual and annual report that permit a valuation of the assets and liabilities, earnings and transactions within the reporting period; and
  (iv) the proportion of assets of UCITS or of these other UCIs regarding which the acquisition is being considered and which may be invested globally in shares of other UCITS or of other UCIs pursuant to their articles of incorporation, does not exceed 10%.

(6) Sight deposits or callable deposits with a maximum term of twelve (12) months with credit institutions, provided the credit institution in question has its registered office in an EU Member State or, if the registered office of the credit institution is in a third state, provided it is subject to supervisory provisions that the CSSF holds to be equivalent to those of EU law.

(7) Financial derivatives instruments, including similar instruments giving rise to a settlement in cash, which are traded on a regulated market of the type referred to in points (1), (2) and (3) above, and/or derivatives traded over the counter (hereinafter called "**OTC Derivatives**"), provided that:
  (i) the underlying assets are instruments within the meaning of this section A, financial indices, interest rates, exchange rates or currencies, in which the Company may invest in accordance with its investment objectives;
  (ii) with regard to transactions involving OTC Derivatives, the counterparts are institutions from categories subject to official supervision which is approved by the Luxembourg supervisory authorities;

(iii) the OTC Derivatives are subject to reliable and examinable valuation on a daily basis and can at an appropriate time on the initiative of the Company be disposed of, liquidated or realised by counter-transaction at any time and at their fair value.

(iv) in no case shall these transactions lead the Company to diverge from its investment objectives.

In particular, the Company may intervene in transactions relating to options, future contracts on financial instruments and options on such contracts.

(8) Money Market Instruments, that are not traded on a Regulated Market, provided the issue or the issuer of such instruments are subject to provisions concerning deposits and investor protection, and provided they are:

(i) issued or guaranteed by a central state, regional or local body or central bank of a Member State of the EU, the European Central Bank, the European Union or the European Investment Bank, a third state or in the case of a federal state, a Member State of the federation, or an international public law institution, which at least belongs to a Member State of the EU, or

(ii) issued by a Company the securities of which are traded on the regulated markets referred to in points (1), (2) and (3) above; or

(iii) issued or guaranteed by an establishment subject to prudential surveillance according to the criteria defined by EU law, or by an establishment which is subject to and abides by prudential rules considered by the CSSF to be at least as strict as those provided by EU legislation; or

(iv) issued by other issuers which belong to a category approved by the CSSF, provided that for investments in these instruments there are provisions for investor protection which are equivalent to point (1), point (2) or point (3) and provided the issuer is either a Company with equity capital and reserves of at least ten million Euros (EUR 10,000,000), which draws up and publishes its annual reports in accordance with the provisions of the Directive 2013/34/EU, or a legal entity which, within a group of companies with one or more stock market listed companies, is responsible for the financing of the group, or a legal entity where the security backing of liabilities will be financed by the use of a line of credit granted by a bank.

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

(1) Invest up to 10% of the net assets of the Sub-Fund in transferable securities or money market instruments other than those referred to in Chapter III Section 2.1 paragraph A point (1) to (4) and (8).

(2) On an ancillary basis, hold liquidities and other instruments similar to liquidities.

(3) Borrow up to 10% of the net assets of the Sub-Fund, insofar as these are temporary borrowings. Commitments in relation to option contracts, purchases and sales of future contracts are not considered borrowings for calculation of the investment limit.

(4) Acquire currencies through a type of face-to-face loan.

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

D. Moreover, a sub-fund of the Company may subscribe, acquire and/or hold securities to be issued or issued by one or more other sub-funds of the Company, in accordance

with the provisions set forth in the sales documents of the Company and with the restrictions set forth in the 2010 Law.

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

(1) Rules as to distribution of risks

For calculation of the limits described in Chapter III Section 2.1 paragraph A points (1) to (5) and (8) above, companies included in the same group of companies shall be considered a single issuer.

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

- **Transferable Securities and Money Market Instruments**

(1) A Sub-Fund may not acquire additional transferable securities and Money Market Instruments from one and the same issuer if, as a consequence of that acquisition:
  a. more than 10% of its net assets correspond to transferable securities or money market instruments issued by that entity.
  b. the total value of the transferable securities and money market instruments held of issuers in each of which it invests more than 5% exceeds 40% of the value of its net assets. That limit is not applicable to deposits with financial establishments subject to prudential surveillance and to OTC Derivatives with those establishments.

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

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

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

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

(6) **Irrespective of the foregoing conditions, each Sub-Fund may, pursuant to the risk distribution principle, invest up to 100% of its assets in securities and money market instruments of different issues, brought out or guaranteed by an EU Member State, its local authorities, a non-Member State accepted by the CSSF or by an OECD Member State, or by international public law organisations to which belong one or more EU Member States,**

provided that (i) the Sub-Fund holds in its portfolio securities from at least six different issues, and (ii) securities from one and the same issue do not account for more than 30% of the net assets of the relevant Sub-Fund.

- **Index replicating Sub-funds**

(7) Notwithstanding the limits imposed in section (2), the limits mentioned under point (1) are increased to a maximum of 20% for investments in shares and/or bonds issued by the same entity, when the Company's investment policy aims to reproduce the composition of a specific share or bond index recognised by the CSSF, on the following bases:
  (i) the composition of the index is sufficiently diversified,
  (ii) the index constitutes a representative benchmark for the market to which it relates,
  (iii) it is subject to the appropriate publication.

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

- **Bank deposits**

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

- **Derivatives**

(9) The default risk of the counterparty in transactions with OTC derivatives may not exceed 10% of the net assets of the Sub-Fund, if the counterparty is a credit institution as described in Chapter III Section 2.1 paragraph A point (6) above. For other cases, the limit is up to a maximum of 5% of the net assets.

(10) Investments may be made in derivatives insofar as, globally, the risks to which the underlying assets are exposed do not exceed the investment limits fixed in Chapter III Section 2 paragraph 2.2 points (1) to (5), (8), (9), (13) and (14). When the Company invests in derivatives based on an index, those investments are not necessarily combined to the limits fixed in Chapter III Section 2 paragraph 2.2 points (1) to (5), (8), (9), (13) and (14).

(11) When a transferable security or money market instrument contains a derivative, the latter must be taken into account in applying the provisions of Chapter III Section 2 paragraph 2.2, point (14) and Chapter III Section 2 paragraph 2.3 point (1) as well as for assessing the risks associated with derivatives transactions, insofar as the overall risk associated with derivatives does not exceed the total Net Asset Value ("**NAV**") of the assets.

- **Shares in open-ended funds**

(12) The Company may not invest more than 20% of the net assets of each Sub-Fund in the shares of the same UCITS or other UCI, as defined in Chapter III Section 2.1 paragraph A point (5).

When the Company invests in the units of other UCITS and/or other UCI that are managed, directly or by delegation, by the same management company or by any other company to which the management company is linked by common management or control or by way of a direct or indirect stake of more than 10% of the capital or votes, the management company or other company may not charge any management fee nor any subscription or redemption fees on account of the Fund's investment in the units of other UCITS and/or other UCI.

If a Sub-Fund invests a substantial proportion of its assets in other UCITS and/or other UCIs the maximum level of management fees that may be charged to both the Sub-Fund and to the UCITS and/or other UCI in which it intends to invest will be disclosed in the Appendix.

- **Combined limits**

(13) Notwithstanding the individual limits fixed in Chapter III Section 2 paragraph 2.2 points (1), (8) and (9) above, a Sub-Fund may not combine:

- investments in transferable securities or Money Market Instruments issued by the same entity,
- deposits with the same entity, and/or
- risks arising from OTC Derivatives transactions with a single entity, which are greater than 20% of its net assets.

(14) The limits provided in Chapter III Section 2 paragraph 2.2 points (1), (3), (4), (8), (9) and (13) above may not be combined. As a consequence, the investments of each Sub-Fund in transferable securities or money market instruments issued by the same entity, in deposits with that entity or in derivatives traded with that entity in accordance with Chapter III Section 2 paragraph 2.2 points (1), (3), (4), (8), (9) and (13) may not exceed a total 35% of the net assets of that Sub-Fund.

(2) Limitations as to control

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

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

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

The provisions under Chapter III Section 2 paragraph 2.2 points (15) and (16) are not applicable to:

- securities and Money Market Instruments issued or guaranteed by an EU Member State or its regional bodies;
- securities and Money Market Instruments issued or guaranteed by a third state;
- securities and Money Market Instruments issued or guaranteed by international public law organisations, to which belong one or more EU Member States;
- shares held in the capital of a company from a third state, provided that (i) the company invests its assets essentially in securities of issuers who are residents in said third state, (ii) owing to the legal regulations of that third state, such a stake represents the only possibility to invest in securities of issuers of that third state, and (iii) in its investment policy the Company observes the rules of diversification of risk and limitations as to control indicated in Chapter III Section 2 paragraph 2.2 , point (1), (3), (4), (8), (9), (12), (13), (14), (15) and (16) and in Chapter III Section 2 paragraph 2.3, point (2);
- shares held in the capital of subsidiaries carrying on any management, advisory or marketing activities solely for the exclusive benefit of the Company in the country where the subsidiary is located as regards the redemption of shares on the application of shareholders.

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

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

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

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

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

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

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

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

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

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

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

2.5 Notwithstanding all the aforementioned provisions:

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

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

The Board of Directors shall be entitled to determine other investment restrictions to the extent that those limits are necessary to comply with the 2010 Law and regulations of the country in which the Shares of the Company shall be offered or sold.

2.6 Cross-Investments

A Sub-Fund of the Company may subscribe, acquire and/or hold securities to be issued or issued by one or more other Sub-Funds of the Company (a "**Target Sub-Fund**"), provided that:

- the Target Sub-Fund does not, in turn, invest in the Sub-Fund investing in the Target Sub-Fund;
- the Target Sub-Fund may not, according to its investment policy, invest more than 10% of its net assets in other UCITS or UCIs;
- voting rights, attaching to the Shares of the Target Sub-Fund are suspended for as long as they are held by the Sub-Fund;
- in any event, for as long as the Shares are held by the Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purpose of verifying the minimum threshold of the net assets imposed by the 2010 Law;
- subscription, redemption or conversion fees may only be charged either at the level of the Sub-Fund investing in the Target Sub-Fund or at the level of the Target Sub-Fund;
- no duplication of management fee is due on that portion of assets between those at the level of the Sub-Fund and this Target Sub-Fund.

2.7 Master-Feeders structures

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

- create any Sub-Fund and/or class of shares qualifying either as a feeder UCITS or as a master UCITS,
- convert any existing Sub-Fund and/or class of shares into a feeder UCITS sub-fund and/or class of shares,
- change the master UCITS of any of its feeder UCITS sub-fund and/or class of shares.

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

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

1) ancillary liquid assets in accordance with Article 41, paragraph (2), second sub-paragraph of the 2010 Law;
2) financial derivative instruments which may be used only for hedging purposes, in accordance with Article 41 first paragraph, point g) and Article 42 second and third paragraphs of the 2010 Law;
3) movable and immovable property which is essential for the direct pursuit of the Company's business.

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

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

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

A master UCITS is a UCITS or one of its sub-funds that a) has at least one feeder UCITS among its

shareholders; b) is not itself a feeder UCITS and c) does not hold units of a feeder UCITS.

2.8 Financial Derivatives Instruments

Without prejudice to any stipulations for one or more particular Sub-Fund, the Company is authorised, for each Sub-Fund and in conformity with its investment policy and with the conditions set out below, to use financial derivative instruments in accordance with Chapter II Section 2.1 A (7).

A derivative is a financial contract whose value depends on the performance of one of more reference assets (such as a security or basket of securities, an index or an interest rate).
The Sub-Funds, as more specifically specified in the relevant Sub-Fund Appendix, may use the Following types of derivatives:
- futures (currency futures)
- forwards (currency forwards)
- swaps (contracts where two parties exchange the returns from two different assets, indices, or baskets of the same), such as foreign exchange, interest rate, but NOT including total return swaps, credit default swaps, commodity index swaps, volatility or variance swaps

The Company shall ensure that its global exposure relating to derivative instruments does not exceed the total net value of its net assets. The exposure is calculated taking into account the current value of the Underlying Assets, the counterparty risk, future market movements and the time available to liquidate the positions.
Each Sub-Fund may invest in financial derivative instruments within the limits laid down in Chapter II Section 2.1 A (7).
Each Sub-Fund may use derivatives for hedging against various types of risk and for efficient portfolio management or for other purpose as must be stated in in the relevant Sub-Fund Appendix.

3. <u>FINANCIAL TECHNIQUES AND INSTRUMENTS</u>

A. General provisions

For the purpose of efficient management of the portfolio and/or to protect its assets and liabilities, or when it is specified in the investment policy of a Sub-Fund, the Company may use techniques and instruments which have transferable securities, money market instruments or other types of underlying assets always in compliance with CSSF circular 08/356 on rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to transferable securities and money market instruments (the "**CSSF Circular 08/356**"), CSSF circular 14/592 relating to ESMA Guidelines 2014/937 on ETFs and other UCITS issues (the "**CSSF Circular 14/592**") and the Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012 ("**SFTR**").

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

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

In doing so, the Sub-Fund shall comply with applicable restrictions and in particular with ESMA guidelines on ETFs and other UCITS issues as described in CSSF circular 14/592.

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

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

In no case the use of financial derivatives instruments or other financial techniques and financial instruments may lead the Company to diverge from its investment objectives as expressed in the Prospectus.

In its financial reports, the Company must disclose:

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

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

Use of securities financing transactions and TRS.
As of the date of this Prospectus, the Company and its Sub-Funds do not use for the time being securities financing transactions (as such terms are defined in the SFTR) and TRS. Securities financing transactions include in particular repurchase transactions, securities lending and borrowing, as well as buy-sell back or sell-buy back transactions. This Prospectus would be amended prior to the use of such instruments and transactions should any Sub-Fund intend to use them.

B. Risks - Warning

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

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

When using derivatives, each Sub-Fund may carry out over-the-counter transactions on future and cash

contracts on indices or other financial instruments as well as on swaps on indices or other financial instruments with first-class banks or stockbrokers specialising in this matter acting as counterparts. Although the corresponding markets are not necessarily deemed more volatile than other futures markets, operators are less well protected against insolvency in their transactions on these markets since the contracts traded there are not guaranteed by a clearing house.

C. Securities lending and borrowing (efficient portfolio management techniques)

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

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

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

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

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

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

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

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

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

(7) The Company may only enter into securities borrowing transactions in the following exceptional circumstances: (i) when the Company is committed to sale of securities in its portfolio at a time when those securities are in the process of being registered with a government authority and are therefore not available; (ii) when the securities which have been loaned are not restored at the correct time; and (iii) in order to avoid a promised delivery of securities not taking place in the case where the Depositary might fail in its obligation to deliver the securities in question.

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

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

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

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

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

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

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

Specific risks linked to securities lending

In relation to securities lending transactions, investors must notably be aware that (A) if the borrower of securities lent by the 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 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 the Fund to meet delivery obligations under security sales

D. Repurchase agreements (efficient portfolio management techniques)

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

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

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

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

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

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

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

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

Specific risks linked to Repurchase agreements

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 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 Fund to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described in other sections of this prospectus.

E. Collateral Management and collateral policy

General

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

For the OTC financial derivatives transactions only, the eligible collateral could include in addition to the bonds and cash also equities via ETFs (UCITS eligible).

Eligible collateral

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

1. **Liquidity** – any collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of Article 56 of the Directive 2009/65/EC

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

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

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

5. **Collateral diversification (asset concentration)** – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Company receives from a counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its Net Asset Value. When the Company is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation from this sub-paragraph, the Company may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. The Company should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Company's Net Asset Value. The Company that intend to be fully collateralised in securities issued or guaranteed by a Member State should disclose this fact in its prospectus. The Company should also identify the Member States, local authorities, or public international bodies issuing or guaranteeing securities which they are able to accept as collateral for more than 20% of their Net Asset Value.

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

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

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

   Subject to the abovementioned conditions, collateral received by the Company may consist of:
   - Liquid assets including cash, short-term bank certificates and money market instruments, as defined within Directive 2009/65/EC. A letter of credit or a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty are considered as equivalent to liquid assets,
   - Bonds issued or guaranteed by a member state of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope,
   - Shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent,
   - Shares or units issued by UCITS investing mainly in bonds/shares mentioned in the two points below,
   - Bonds issued or guaranteed by first class issuers offering adequate liquidity, or
   - Shares admitted to or dealt in on a Regulated Market of a Member State or on a stock exchange of a member state of the OECD, on the condition that these shares are included in a main index.

For the purpose of the above paragraph, all assets received by a Sub-Fund in the context of EPM Techniques should be considered as collateral.

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

Level of collateral

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

Haircut policy

Collateral will be valued, on a daily basis, using available market prices and taking into account appropriate discounts which will be determined for each asset class based on a variety of factors, depending on the nature of the collateral received, such as (i) the issuer's credit standing, (ii) the maturity, (iii) the currency, (iv) price volatility of the assets and, where applicable, the outcome of liquidity stress tests carried out by the Company under normal and exceptional liquidity conditions. No haircut will generally be applied to cash collateral.

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

Type of financial guarantee received	Haircut
Cash	0%
US or EU Treasuries	2%

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

Reinvestment of collateral

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

Cash collateral received should only be:

- placed on deposit with entities prescribed in Article 50 (f) of the Directive 2009/65/EC;
- invested in high-quality government bonds;
- used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

The re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral as set out above. Re-investment of cash collateral involves certain risks for the Sub-Fund. Exposures arising from the reinvestment of collateral received by the Sub-Fund shall be taken into account within the diversification limits applicable under the 2010 Law.

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

Collateral posted in favour of a Sub-Fund under a title transfer arrangement should be held by the Depositary. Collateral posted in favour of a Sub-Fund under a security interest arrangement (e.g., a pledge) can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

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

4. RISKS WARNINGS

A. Custody Risk

The assets owned by the Company are held in custody for account of the Company by a depositary that is also regulated by the CSSF. The Depositary may entrust the safekeeping of the Company's assets to Sub-Custodians s in the markets where the Company invests. Luxembourg law provides that the Depositary's liability shall not be affected by the fact that it has entrusted the assets of the Company to third parties. The CSSF requires that the Depositary ensures that there is legal separation of non-cash assets held under custody and that records are maintained that clearly identify the nature and amount of all assets under custody, the ownership of each asset and where the documents of title to that asset are located. Where the Depositary engages a Sub-Custodian, the CSSF requires that the Depositary ensures that the Sub-Custodian maintains these standards and the liability of the Depositary will not be affected by the fact that it has entrusted to a Sub-Custodian some or all of the assets of the Company.
However, certain jurisdictions have different rules regarding the ownership and custody of assets generally and the recognition of the interests of a beneficial owner such as a Sub-Fund. There is a risk that in the event the Depositary or Sub-Custodian becomes insolvent, the relevant Sub-Fund's beneficial ownership of assets may not be recognised in foreign jurisdictions and creditors of the Depositary or Sub-Custodian may seek to have recourse to the Sub-Fund's assets. In jurisdictions where the relevant Sub-Fund's beneficial ownership is ultimately recognised, the Sub-Fund may suffer a delay in recovering its assets, pending the resolution of the relevant insolvency or bankruptcy proceedings. In respect of cash assets, the general position is that any cash accounts will be designated to the order of the Depositary for the benefit of the relevant Sub-Fund. However, due to the fungible nature of cash, it will be held on the balance sheet of the bank with whom such cash accounts are held (whether a Sub-Custodian or a third party bank), and will not be protected from the bankruptcy of such bank. A Sub-Fund will therefore have counterparty exposure risk to such bank. Subject to any applicable government guarantee or insurance arrangements in respect of bank deposits or cash deposits, where a Sub-Custodian or third party bank holds cash assets and subsequently becomes insolvent, the Sub-Fund would be required to prove the debt along with other unsecured creditors. The Sub-Fund will monitor its exposure in respect of such cash assets on an ongoing basis.

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

B. Conflicts of interest

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

Interested dealings

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

- contract or enter into any financial, banking or other transaction with one another or with the Company including, without limitation, investment by the Company, in securities in

any company or body any of whose investments or obligations form part of the assets of the Company or any Sub-Fund, or be interested in any such contracts or transactions;
- invest in and deal with Shares, securities, assets or any property of the kind included in the property of the Company for their respective individual accounts or for the account of a third party; and
- deal as agent or principal in the sale, issue or purchase of securities and other investments to, or from, the Company through, or with, the Investment Manager or the Depositary or any subsidiary, affiliate, associate, agent or delegate thereof. Any assets of the Company in the form of cash may be invested in certificates of deposit or banking investments issued by any Interested Party. Banking or similar transactions may also be undertaken with or through an Interested Party (provided it is licensed to carry out this type of activities).

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

C. Market risk

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

D. Economic risk

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

E. Interest rate risk

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

F. Foreign exchange risk

Each Sub-Fund investing in securities denominated in currencies other than its Reference Currency may be subject to foreign exchange risk. As the assets of each Sub-Fund are valued in its Reference

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

G. Credit risk

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

H. Volatility risk

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

I. Liquidity risk

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

J. Counterparty risk

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

K. Operational risk

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

L. Valuation risk

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

M. Laws and regulations risk

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

N. Duplication of fees

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

O. Emerging Markets

(a) In certain countries, there is the possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments which could affect investment in those countries. There may be less publicly available information about certain financial instruments than some investors would find customary and entities in some countries may not be subject to accounting, auditing and financial reporting standards and requirements comparable to those to which certain investors may be accustomed. Certain financial markets, while generally growing

in volume, have for the most part, substantially less volume than more developed markets, and securities of many companies are less liquid and their prices more volatile than securities of comparable companies in more sizeable markets. There are also varying levels of government supervision and regulation of exchanges, financial institutions and issuers in various countries. In addition, the manner in which foreign investors may invest in securities in certain countries, as well as limitations on such investments, may affect the investment operations of the Sub-Funds.

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

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

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

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

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

P- Risks linked to investments in other undertakings for collective investment ("UCI"):

The investment by a Sub-Fund in target UCI may result in a duplication of some costs and expenses which will be charged to the Sub-Fund, i.e. setting up, filing and domiciliation costs, subscription, redemption or conversion fees, management fees, depositary fees, auditing and other related costs. For Shareholders of the said Sub-Fund, the accumulation of these costs may cause higher costs and expenses than the costs and expenses that would have been charged to the said Sub-Fund if the latter had invested directly.

The maximum proportion of management fees charged both to the Company itself and to the UCIs and/or UCITS in which the Company invests shall be disclosed in the Annual Report.

Q - Bonds, Debt Instruments & Fixed Income (including High Yielding Securities)

For funds which invest in bonds or other debt instruments, the value of those investments will depend on market interest rates, the credit quality of the issuer and liquidity considerations. The Net Asset

Value of a fund invested in debt instruments will change in response to fluctuations in interest rates, perceived credit quality of the issuer, market liquidity and also currency exchange rates (when the currency of the investment is other than the base currency of the fund holding that investment). Some funds may invest in high yielding debt instruments where the level of income may be relatively high (compared to investment grade debt instruments); however the risk of depreciation and realisation of capital losses on such debt instruments held will be significantly higher than on lower yielding debt instruments.

R – Risk to invest in derivatives

A derivative is a financial contract whose value depends on the performance of one of more reference assets (such as a security or basket of securities, an index or an interest rate).
Derivatives instruments involve risks which, in certain cases, can be greater than the risks presented by more traditional investments. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself, without there being any opportunity to observe the performance of the derivative under all possible market conditions.
If a derivative transaction is particularly large or if the relevant market is illiquid, it may not be possible to initiate a transaction or liquidate a position at an advantageous price.
Since many derivatives have a leverage component, adverse changes in the value or level of the underlying asset, rate or index may result in a loss substantially greater than the amount invested in the derivative itself.
The other risks associated with the use of derivatives include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices. Many derivatives are complex and often valued subjectively.
Improper valuations can result in increased cash payment requirements to counterparties or a loss of value to the Company. Consequently, the Company's use of derivatives may not always be an effective means of, and sometimes could be counterproductive to, furthering the Company's investment objectives.
Derivative instruments also carry the risk that a loss may be sustained by the Company as a result of the failure of the counterparty to a derivative to comply with the terms of the contract
The default risk for exchange-traded derivatives is generally less than for privately negotiated derivatives, since the clearing house, which is the issuer or counterparty to each exchange-traded derivative, provides a guarantee of performance.

OTC derivatives are private agreements between a Sub-Fund and one or more counterparties, and are less highly regulated than market-traded securities. OTC derivatives carry greater counterparty risk and liquidity risk, and it may be more difficult to force a counterparty to honour its obligations to a Sub-Fund.
If a counterparty ceases to offer a derivative that a Sub-Fund had been planning on using, the Sub-Fund may not be able to find a comparable derivative elsewhere and may miss an opportunity for gain or find itself unexpectedly exposed to risks or losses, including losses from a derivative position for which it was unable to buy an offsetting derivative.
While exchange-traded derivatives are generally considered lower-risk than OTC derivatives, there is still the risk that a suspension of trading in derivatives or in their underlying assets could make it impossible for a Sub-Fund to realize gains or avoid losses, which in turn could cause a delay in handling redemptions of Shares.

S- Hedging risk

Any attempts to hedge (reduce or eliminate certain risks) may not work as intended, and to the extent that they do work, they will generally eliminate potentials for gain along with risks of loss.
Any measures that the sub-fund takes that are designed to offset specific risks may work imperfectly, may not be feasible at times, or may fail completely. To the extent that no hedge exists, the sub-fund or share class will be exposed to all risks that the hedge would have protected against.
The sub-fund may use hedging within its portfolio.

U - Concentration on certain Countries/Regions

Where a Sub-Fund restricts itself to investing in securities of issuers located in a particular country or countries, such concentration will expose the Sub-Fund to the risk of adverse social, political or economic events which may occur in that country or countries.
The risk increases if the country in question is an emerging market. Investments in these Sub-Funds are exposed to the risks which have been described; these may be exacerbated by the special factors pertaining to this emerging market.

5. GLOBAL EXPOSURE & RISK MEASUREMENT

In accordance with the 2010 Law and the applicable regulations, in particular Circular CSSF 11/512, the Management Company, on behalf of the Company will employ for each Sub-Fund a risk management process which enables it to monitor and measure at any time the exposure of each Sub-Fund to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material to that Sub-Fund and their contribution to the overall risk profile of each Sub-Fund.

The Management Company, on behalf of the Company will employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

The Management Company will have to retain an appropriate methodology to determine the global exposure of each Sub-Fund. In this respect, the Management Company may use the Value-at-Risk (VAR) or the commitment approach to monitor and measure the global exposure as further specified for each Sub-Fund in the relevant Sub-Fund Appendix. More specifically, the selection should be based on the self-assessment of the Sub-Fund's risk profile resulting from its investment policy (including its use of financial derivative instruments).

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

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

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

- The commitment approach methodology

5.3. Calculation of the global exposure

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

- For **standard derivatives,** the commitment conversion methodology is always the market value of the equivalent position in the underlying asset. This may be replaced by the notional value or the price of the futures contract where such value represents a more conservative approach;
- For **non-standard derivatives**, an alternative approach may be used provided that the total amount of the derivatives represents a negligible portion of the Sub-Fund's portfolio;
- For **structured Sub-Funds**, the calculation method is described in the ESMA/2011/112 guidelines.

- A financial derivative instrument is not taken into account when calculating the commitment if it meets both of the following conditions:
  (a) The combined holding by a Sub-Fund of a financial derivative instrument relating to a financial asset and cash which is invested in risk free assets is equivalent to holding a cash position in the given financial asset.
  (b) The financial derivative instrument is not considered to generate any incremental exposure and leverage or market risk.

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

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

The global exposure is determined on a daily basis by calculating, the maximum potential loss at a given confidence level over a specific time period under normal market conditions.

Given the Sub-Fund's risk profile and investment strategy, the **relative VaR approach** or the **absolute VaR approach** can be used:

- In the **relative VaR approach**, a leverage free reference portfolio reflecting the investment strategy is defined and the Sub-Fund's VaR cannot be greater than twice the reference portfolio VaR.
- The **absolute VaR approach** concerns Sub-Funds investing in multi-asset classes and that do not define any investment target in relation to a benchmark but rather as an absolute return target; the level of the absolute VaR is strictly limited to 20%.

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

To calculate VaR, the following parameters must be used: a 99% degree of confidence, a holding period of twenty (20) Business Days, an actual (historical) observation period for risk factors of at least two hundred and fifty (250) Business Days. The Management Company carries out a monthly back testing program and reports on a quarterly basis the excessive number of outlier to the senior management.

The Management Company calculates stress tests on a monthly basis in order to monitor the risks associated with possible abnormal movements of the market.

The methodology to monitor the global exposure will be clearly disclosed in the relevant Sub-Fund's Appendix.

IV. SHARES OF THE COMPANY

1. THE SHARES

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

Within a Sub-Fund, the Board of Directors may establish categories and/or classes of Shares corresponding (i) to a specific distribution policy, for instance giving a right to distributions ("**Distribution Shares**") or not giving a right to distributions ("**Capitalisation Shares**"), and/or (ii) to a specific structure for issue or redemption costs, a specific structure for costs payable to distributors or to the Company, and/or (iii) to a specific structure for management costs or those for or investment

advice, and/or (iv) to a particular reference currency as well as a hedge policy or not regarding exchange risks; and/or (v) to any other specific feature applicable to a category/class of Shares.

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

Under the provisions set out in the relevant Sub-Fund Appendix, any individual or corporate entity may acquire Shares in the various Sub-Funds, categories or classes of Shares of the Company that comprise the net assets of the Company by paying the subscription price.

The Shares of each Sub-Fund are of no par value and shall not grant any preferential or pre-emptive rights of subscription upon the issue of new Shares. Each Share is entitled to one vote at the General Meeting of Shareholders, regardless of its Net Asset Value.

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

The Shares shall be issued as registered Shares, regardless of the respective Sub-Fund. Fractions of Shares up to three (3) decimal points may be issued for registered Shares. Such fractions of shares do not carry voting rights, except where their number is such that they represent a whole share; however, they are entitled to participate in the net assets attributable to the relevant share class on a pro rata basis.

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

2. ISSUE AND SUBSCRIPTION PRICE OF SHARES

Applications for Shares may be submitted at the frequency as stated in the relevant Sub-Fund Appendix to the Distributor, to the placement agent, to the Company at its registered office or to the Transfer Agent offices or to the other offices designated by the Company, where the Prospectus containing application forms is available.

The Shares of each Sub-Fund, category or class of Shares of the Company are issued at the subscription price determined on the first Valuation Day following receipt of the completed subscription application. The applicable dealing cut-off time for subscriptions is disclosed in the relevant Sub-Fund Appendix.

The subscription price corresponds to the Net Asset Value per Sub-Fund, category or class of Shares determined in accordance with Chapter V "Net Asset Value", increased by a commission the rate of which may differ according to the Sub-Fund, category or class of Shares in which the subscription is made, as indicated in the relevant Sub-Fund Appendix. Payment for Shares subscribed is made in the reference currency of each Sub-Fund, category or class of Shares or in a certain number of other currencies and within the deadlines as specified in the relevant Sub-Fund Appendix.
The subscription price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board of Directors.

The Company may agree to issue Shares in consideration of a contribution in kind of transferable securities, to the extent that those transferable securities are in accordance with the objectives and the investment policy of the Sub-Fund concerned and in accordance with the provisions of the 2010 Law, on the number of which one will note the obligation to submit a valuation report drawn up by the authorised Auditor approved by the Company, which may be consulted at the Company's registered office. All the costs associated with the contribution in kind of transferable securities shall be borne by the Shareholders concerned.

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

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

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

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

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

3. REPURCHASE OF SHARES

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

The applicable redemption dealing cut-off time is disclosed in the relevant Sub-Fund Appendix. Redemption applications registered after the deadline shall automatically be considered as redemption applications received for the next following redemption dealing cut-off time. The redemption price of the Shares shall be paid out in the currency as indicated in the relevant Sub-Fund Appendix.

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

The redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board of Directors.

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

Redemption proceeds shall be paid within such time limits as are indicated in the relevant Sub-Fund Appendix.

Redemption proceeds shall only be paid out after receipt of the confirmation representing the Shares to be redeemed, and of the statement of transfer for registered Shares.

With the express written agreement of the Shareholders concerned, and if the principle of the equal treatment is observed, the Company may proceed with total or partial redemptions of its Shares, by way of payment in kind in accordance with the conditions established by the Company (including, and without limitation, the presentation of an independent valuation report from the Company's authorised auditor).

Suspension of the calculation of the Net Asset Value of the Company's Shares automatically leads not only to the suspension of Share issues but also of redemption and conversion operations. Notification of any suspension of redemption operations shall be made in accordance with Chapter V Section 2 "Suspension of the calculation of the Net Asset Value and of the issue, conversion and redemption of Shares" of the present Prospectus, by all appropriate means, to Shareholders who have presented requests for the redemption of their Shares, whereby the processing of these requests shall be delayed or suspended accordingly.

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

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

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

Shareholders may request the conversion of all or part of their Shares into Shares of another Sub-Fund category or Class by notifying the Distributor, the Registrar and Transfer Agent and/or other offices designated by the Company (as the case may be), in writing or by telex or fax, giving the name of the Sub-Fund into which the Shares should be converted and specifying whether the Shares to be converted and the Shares of the new Sub-Fund, category or Class to be issued should be registered Shares. Failure to specify the required Class of Shares shall lead to conversion into Shares of the same category and/or class of Shares. The applicable conversion dealing cut-off time is disclosed in the relevant Sub-Fund Appendix.

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

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

The conversion may not take place if the calculation of Net Asset Value of one of the Sub-Funds, categories or classes of Shares concerned is suspended. In the case of significant applications (i.e. more than 10% of the Sub-Fund's assets) it may also be delayed under the same conditions which may be applied to redemptions. The number of Shares allocated in the new Sub-Fund, the new category or the new class of Shares shall be established according to the following formula:

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

where:

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

B is the number of Shares presented for conversion;

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

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

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

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

Conversions of Shares of one Sub-Fund, category or class of Shares of the Company into Shares of another Sub-Fund, category or class of Shares of the Company (a "**Switch**") are subject to the payment of commissions or fees if any, as listed in the relevant Sub-Fund Appendix.

5. STOCK EXCHANGE LISTING

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

6. PREVENTION OF MONEY LAUNDERING

The Company must comply with applicable international and Luxembourg laws and regulations regarding the prevention of money laundering and terrorist financing, including in particular with the 2004 Law, and all the implementing measures, regulations, circulars or positions (issued in particular by the CSSF) made thereunder (as may be amended or supplemented from time to time) and/or any other anti-money laundering or counter terrorist financing laws or regulations which may be applicable. In particular, anti-money laundering measures in force in Luxembourg require the Company, on a risk-sensitive basis, to establish and verify the identity of subscribers of Shares (as well as the identity of any intended beneficial owners of the Shares if they are not the subscribers) and the origin of subscription proceeds and to monitor the business relationship on an ongoing basis.

Subscribers for Shares will be required to provide the Company the information set out in the subscription form, depending on their legal form (individual, corporate or other category of subscriber). All physical persons must attach a copy of the subscriber's passport which has been legally certified for example by an Embassy, Consulate, notary's office or police commissioner, to the subscription form; in the case of legal entities, a copy of the articles of incorporation must be attached. This applies in the following instances:

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

This obligation is mandatory, unless:

a) the subscription form is submitted to the Company by one of its Distributor agents situated in a country which has ratified the conclusions of the report of the Financial Action Task Force ("**FATF**") on money laundering, or

b) the subscription form is sent directly to the Company and the subscription is settled either by:
   - a bank transfer from a financial institution residing in an FATF country, or
   - a cheque drawn on the personal account of the subscriber with a bank residing in a FATF country or a bank cheque issued by a bank residing in a FATF country.

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

The Company is required to establish anti-money laundering controls and may require from subscribers for Shares all documentation deemed necessary to establish and verify this information. The Company has the right to request additional information until it is reasonably satisfied that it understands the identity and economic purpose of the subscriber. Furthermore, any investor is required to notify the Company prior to the occurrence of any change in the identity of any beneficial owner of Shares. The Company may require from existing investor, at any time, additional information together with all supporting documentation deemed necessary for the Company to comply with anti-money laundering measures in force in Luxembourg.

Depending on the circumstances of each application, a simplified customer due diligence might be applicable, where a subscriber is a credit institution or financial institution governed by the 2004 Law or a credit or financial institution, within the meaning of Directive 2015/849/EU, of another Member State or situated in a third country which imposes requirements equivalent to those laid down in the 2004 Law or in Directive 2015/849/EU and is supervised for compliance with those requirements. These procedures may only apply if the credit or financial institution referred to above is located within a country recognised by the Company as having equivalent anti-money laundering regulations to the 2004 Law.

Failure to provide information or documentation deemed necessary for the Company to comply with anti-money laundering measures in force in Luxembourg may result in delays in, or rejection of, any subscription or conversion application and/or delays in any redemption application.

7. LATE TRADING, MARKET TIMING AND OTHER PROHIBITED PRACTICES

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

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

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

V. NET ASSET VALUE

1. GENERAL

A. Definition and calculation of the net asset value

The Net Asset Value per Share of each Sub-Fund, category or Class is determined and calculated in Luxembourg by the Administrative Agent, under the responsibility of the Board of Directors of the Company, according to the frequency indicated in the Appendix of each Sub-Fund. The minimum frequency shall be at least twice a month. If such a day is a bank legal holiday in Luxembourg, the Net Asset Values of the Sub-Funds shall be calculated on the next following bank business day.

The accounts of each Sub-Fund or category or Class shall be kept separately. The Net Asset Value shall be calculated for each Sub-Fund or category or class of Shares and shall be expressed in the reference currency, as specified in the relevant sub-fund's Appendix.

The Net Asset Value of the Shares in each Sub-Fund or category or class of Shares shall be determined by dividing the net assets of each Sub-Fund or category or class of Shares by the total number of Shares of each Sub-Fund or category or class of Shares in circulation. The net assets of each Sub-Fund or category or class of Shares correspond to the difference between the assets and the liabilities of each of the Sub-Funds or categories or classes of Shares.

B. Definition of the pool of assets

The Board of Directors shall form a separate pool of net assets for each Sub-Fund. Amongst the Shareholders, this pool of assets shall be attributed only to the Shares issued by the respective Sub-Fund, although the possibility of allocation of such a pool between the various categories and/or classes of Shares of the Sub-Fund as defined in the present section must be taken into consideration.

For the purpose of establishing separate pools of assets corresponding to a Sub-Fund or to two or more categories and/or classes of Shares of a given Sub-Fund, the following rules apply:

a) if two or more categories/classes of Shares relate to a specific Sub-Fund, the assets attributed to those categories and/or classes shall be invested together according to the investment policy of the Sub-Fund concerned subject to the specific features associated with those categories and/or classes of Shares;
b) the proceeds resulting from the issue of Shares relating to one category and/or one class of Shares shall be attributed in the Company's books to the Sub-Fund which offers that category and/or class of Shares given that, if several categories and/or classes of Shares are issued for that Sub-Fund, the corresponding amount will increase the proportion of the net assets of that Sub-Fund attributable to the category and/or class of Shares to be issued;
c) the assets, liabilities, income and costs relating to a Sub-Fund shall be attributed to the category or categories and/or class or classes of Shares corresponding to that Sub-Fund;
d) when one asset arises out of another asset, that asset shall be attributed, in the Company's books, to the same Sub-Fund or to the same category and/or class of Shares to which the asset belongs from which it arises, and to each new valuation of an asset, the increase or reduction of value shall be attributed to the Sub-Fund or to the category and/or class of Shares which corresponds;
e) when the Company bears a liability which is attributable to an asset of a specific Sub-Fund or a category and/or class of Shares or to a transaction carried out in relation to an asset of a specific Sub-Fund or a category and/or class of Shares, that liability shall be attributed to that Sub-Fund or that category and/or class of Shares;
f) in the case where an asset or a liability of the Company cannot be attributed to a specific Sub-Fund, that asset or liability shall be attributed to all the Sub-Funds, in proportion to the Net Asset Value of the categories and/or classes of Shares concerned or in such a way that the Board of Directors shall determine in good faith;

g) as a consequence of distributions made to the holders of Shares of a category and/or class, the Net Asset Value of that category and/or class of Shares shall be reduced by the amount of those distributions.

C. Valuation of assets

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

1) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof.
2) The value of transferable securities, Money Market Instruments and/or any financial derivative instruments which are quoted to dealt in in on any stock exchange or which are dealt in on any regulated market shall be based on the last price applicable to the relevant Valuation Day or the closing mid-market valuations or the valuations on a specific valuation point/time or the settlement price as determined by the relevant exchange or market, as the Board of Directors may decide, provided that the Board of Directors shall determine the reference stock exchange or regulated market to be considered when such transferable securities, money market instruments and/or any financial derivative instruments are quoted or dealt in on more than one stock exchange or regulated market.
3) In the event that any of the assets referred to in sub-paragraph 2) on the relevant Valuation Day are not listed or dealt on a stock exchange or regulated market or, with respect to assets quoted or dealt in on any stock exchange or dealt in on any such regulated market, the price as determined pursuant to sub-paragraph 2) is not representative of the fair market value, the value of such assets may be based on the reasonably foreseeable sales price determined prudently and in good faith under the direction of the Board of Directors.
4) Units or shares of open-ended UCI shall be valued at their last determined and available net asset value. If such net asset value is not representative of the fair market value of such assets, their value shall be determined by the Board of Directors on a fair and equitable basis.
5) The liquidating value of futures, forward or options contracts not traded on any stock exchange or any regulated market shall be determined pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The value of futures, forward or options contracts traded on a stock exchange or on regulated markets, or on other regulated markets shall be based upon the last available settlement or closing prices as applicable to these contracts on a stock exchange or on regulated markets, or on other regulated markets on which the particular futures, forward or options contracts are traded on behalf of the Company; provided that if a future, forward or options contract could not be liquidated on such Valuation Day with respect to which a net asset value is being determined, then the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable pursuant to verifiable valuation procedures.
6) The Money Market Instruments which are not listed on any stock exchange or traded on any other organised market will be valued in accordance with market practice as determined by the Board of Directors.
7) Swaps will be valued in accordance with market practice, such as their fair value based on the underlying securities or assets or provided by counterparties, as determined by the Board of Directors.

8) The financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in a reliable and verifiable manner on a daily basis and verified by a competent professional appointed by the Board of Directors.
9) Cash will be valued at nominal value, plus accrued interest.
10) All other assets are to be valued at their respective estimated sales prices determined in good faith by the Board of Directors.

In the event that the above mentioned calculation methods are inappropriate or misleading, the Board of Directors may adjust the value of any asset or permit some other method of valuation if it considers that the circumstances justify that such adjustment or other method of valuation should be adopted to reflect more fairly the value of such asset and in in accordance with accounting principles.

The appropriate deductions shall be made for costs incumbent upon the Company, for each Sub-Fund or each category and/or class of Shares, calculated on a weekly basis, and account shall be taken of any possible liabilities of the Company, of each Sub-Fund or each category and/or class of Shares by an equitable valuation to be carried out.

Swing Pricing Adjustment.

The Company may suffer reduction of the Net Asset Value per Share due to investors purchasing or selling in and out of any Sub-Fund at a price that does not reflect the dealing costs associated with a Sub-Fund's portfolio trades undertaken by the Investment Manager to accommodate cash inflows or outflows.
In order to counter this dilution impact and to protect Shareholders' interests, a swing pricing mechanism may be adopted by the Fund as part of its valuation policy.
If on any Valuation Day, the aggregate net investor(s) transactions in Shares of the Sub-Fund exceed a predetermined threshold, as determined as a percentage of the net assets of the Company from time to time by the Board of Directors of the Company based on objective criteria, the Investment Manager may determine, in conformity with the guidelines established by the Board of Directors, to adjust the Net Asset per Share of a particular Sub-Fund upwards or downwards to reflect the costs attributable to net inflows and net outflows respectively.
The net inflows and net outflows will be determined by the Company based on the latest available information at the time of calculation of the Net Asset Value.
The Board of Directors of the Company may set a threshold expressed as an amount in USD (or its equivalent), or as a percentage of the net asset of each sub-fund in accordance of the sub-fund investment strategy.
As this adjustment is related to the inflows and outflows of money from the Company it is not possible to accurately predict whether dilution will occur at any future point in time. Consequently it is also not possible to accurately predict how frequently the Company will need to make such adjustments.
The swing pricing mechanism may be applied across all Sub-Funds. The extent of the price adjustment will be adjusted by the Company on a periodic basis to reflect an approximation of current dealing and other costs.
Such adjustment may vary from Sub-Fund to Sub-Fund and will not exceed 2% of the Net Asset Value per Share in normal market conditions. Under exceptional market conditions, the Board of Directors may decide to increase the factor to a higher level. Shareholders will be informed on such decision via a notice and/or a publication on https://im.sura-am.com/sites/default/files/2020-06/Lux%20SICAV.zip.
The price adjustment methodology is available on request from the Company at its registered office.

2. SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE

1. Irrespective of the legal causes of suspension, the Board of Directors may at any moment suspend the valuation of the net value of the Shares in a Sub-Fund of the Company as well as the issue and redemption and conversion of these Shares in the following cases:

   a. during any period when any of the principal stock exchanges or other markets on which any substantial portion of the Company's investments of the relevant class of shares is quoted or dealt in is closed other than during ordinary holidays, or during which dealings therein are restricted or suspended;
   b. during the existence of any state of affairs which in the opinion of the Board of Directors constitutes an emergency as a result of which disposal or valuation of investments of the relevant class of shares by the Company is impracticable;
   c. when the information or calculation sources normally used to determine the value of the assets of the Company are unavailable;
   d. during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the Company's investments or the current prices or values on any stock exchange or other market;
   e. during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of such shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of such shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange;
   f. when for any other reason the prices of any other investments of the Company cannot promptly and accurately be ascertained (including where there is a suspension of the net asset value calculation by the investment(s) of the master fund in which the Company invests) or when it is impossible to dispose of the assets of the Company in the usual way and/or without materially prejudicing the interests of shareholders;
   g. upon the publication of a notice convening a general meeting of shareholders for the purpose of winding-up the Company or informing them about the termination and liquidation of a Sub-Fund or class of shares, and more generally, during the process of liquidation of the Company, a Sub-Fund or class of shares;
   h. when the legal, political, economic, military or monetary environment, or an event of force majeure, prevents the Company from being able to manage the assets of the Company in a normal manner and/or prevent the determination of their value in a reasonable manner;
   i. if the Board of Directors has determined that there has been a material change in the valuations of a substantial proportion of the investments of the Company attributable to a particular class of shares in the preparation or use of a valuation or the carrying out of a later or subsequent valuation;
   j. when a Sub-Fund merges with another Sub-Fund within the Company or with another UCITS (or a sub-fund of such UCITS) provided any such suspension is justified by the protection of the shareholders;
   k. when a Sub-Fund or a class of shares is a feeder of another UCITS, if the net asset value calculation of such UCITS or Sub-Fund or class of shares of such UCITS is suspended;
   l. in circumstances whenever the Board of Directors considers it necessary in order to void irreversible negative effects on the Company, the Sub-fund or Class, in compliance with the principle of fair treatment of Shareholders in their best interests.

Any such suspension shall be notified by the Company to Shareholders of Shares for which the calculation of the net asset value has been suspended, unless the Board of Directors deems such notification inappropriate in view of the (short) period of the suspension.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the determination of the net asset value per share.

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

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

Suspended subscription, redemption and conversion applications shall be executed on the first Valuation Day following the resumption of net asset value calculation by the Company.

VI. DIVIDENDS

1. DIVIDEND DISTRIBUTION POLICY

The Board of Directors may issue distribution or capitalisation shares as further specified in the relevant Sub-Fund Appendix.

The General Meeting of Shareholders shall decide on the allocation of the annual net profits as shown in the financial statements as at 31st December of each Calendar Year.

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

Any decision of the General Meeting of Shareholders to distribute dividends to the Shareholders of a particular Sub-Fund, category or Class of the Company requires the prior approval of the Shareholders of that Sub-Fund, category or Class, voting at the same majority requirement as indicated in the Articles of Incorporation of the Company.

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

2. PAYMENT

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

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

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

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

VII. COSTS BORNE BY THE COMPANY

The Company assumes liability for the following costs:

- the costs incurred in connection with the formation of the Company, including the cost of services rendered in the formation of the Company, in obtaining official listing on the stock exchange and in obtaining the approval of the competent authorities;
- all commissions, compensation, costs, fees and expenses to be paid to the Management Company, to the Depositary, to the Administrative Agent (including remuneration for the function as Registrar and Transfer Agent of the Company), to the Authorised Auditors, to the Investment Advisors, to the Investment Managers, to the Distributors and, where appropriate, to the correspondent banks;
- the registration costs;
- the directors' percentage of profits and reimbursement of their costs;
- the costs of printing and publishing information intended for the Shareholders and, in particular, the costs of printing and distributing periodical reports as well as Prospectuses, Articles of Incorporation, KIIDs and brochures;
- brokerage fees, including research fees, and any other fees and commissions arising from transactions involving securities and investment instruments in the portfolio;
- taxes and deductions which may be payable on the Company's income;
- the capital duty (cf Chapter IX Section 1 paragraph A "Taxation of the Company") as well as the duties to be paid to supervisory authorities and the costs relating to the distribution of dividends;
- the costs of advisory services and other expenses in connection with extraordinary measures, in particular those arising from the consultation of experts and other such procedures intended to protect the Shareholders' interests;
- membership fees paid to professional associations and stock market organisations which the Company decides to join in its own interest and in the interest of its Shareholders;
- the costs of preparation and/or deposit of statutory documents and all other documents concerning the Company including any registration declaration, Prospectus and explanatory note for any authorities (assimilated to those authorities are official associations of exchange agents) with competence over the Company and offers to issue Shares of the Company; the costs of preparation, in the languages required in the interest of the Shareholders, of sending and distributing annual and semi-annual reports, and all other reports and documents necessary under the applicable laws or regulations of the authorities indicated above (with the exception of the costs of advertising and all other costs incurred directly by the offer or distribution of the Shares of the Company including the costs of printing, of copying the documents listed above or the reports used by distributors of the Shares within the context of their commercial activity);
- the costs of preparation, publication and sending of notices for the attention of Shareholders; the fees, costs and expenses of local representatives appointed in accordance with the regulations of those authorities, the cost of amending statutory documents, the cost incurred to enable the Company to conform with the legislation and official regulations and in order to obtain and to maintain a stock market listing for the Shares, provided that those expenses are incurred principally in the interest of the Shareholders.

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

All recurring general costs will be charged first against investment income, then, should this not be sufficient, against realised capital gains.

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

Costs related to the establishment of any new Sub-Fund will be borne by such new Sub-Fund and amortised over a period of 1 (one) year from the date of establishment of such Sub-Fund or over any other period as the Board of Directors may determine, with a maximum of 5 (five) years starting on the date of the Sub-Fund's establishment.
When a Sub-Fund is liquidated, any setting-up costs that have not yet been amortised will be charged to the Sub-Fund being liquidated.

1. Depositary and Administration fees

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

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

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

Moreover, all reasonable expenses and costs advanced, including but not limited to, the costs of telephone, telex, fax, electronic transmissions and postage incurred by the Administrative Agent within the context of its functions as well as the costs of correspondents, shall be borne by the Sub-Fund of the Company concerned.

2. Directors' fees

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

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

3. Management Company's fees

The Management Company is entitled to receive out of the assets of the Company, for all services rendered under the Management Company Services Agreement, a fee amounting to a maximum annual percentage of 0.2% of the net assets of the Company, subject to a minimum monthly fee amounting to €2,000 per Sub-Fund. This fee is calculated daily based on the Net asset Value and paid in arrears on a monthly basis.

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

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

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

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

4. Distributor Fees

For the services provided in the promotion of the Company's Shares, the relevant Global Distributor/Distributors may be entitled to a distribution fee as referred to in the relevant Sub-Fund Appendix.

The Distributor may, from time to time rebate to local-distributors, sales agents, introducing brokers a portion of the fees in accordance with applicable laws.

VIII. COSTS BORNE BY THE SHAREHOLDER

a) **Current subscription**: Shares are issued at a price corresponding to the Net Asset Value per Share, without subscription fees, unless otherwise stipulated in the relevant Sub-Fund's Appendix.

b) **Redemption procedure**: the redemption price of Shares may be higher or lower than the purchase price paid by the Shareholder at the time of subscription, depending upon whether the Net Asset Value has risen or fallen, without redemption fees, unless otherwise stipulated in the relevant Sub-Fund's Appendix.

c) **Conversion of Shares**: the basis for conversion is linked to the respective Net Asset Values per Share of the two Sub-Funds or categories or classes concerned, without conversion fees, unless otherwise stipulated in the relevant Sub-Fund's Appendix.

IX. TAXATION – LEGAL REGIME - OFFICIAL LANGUAGE

1. TAX REGIME

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

A. Taxation of the company

The Company is governed by Luxembourg tax laws.

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

No fees or taxes are payable in Luxembourg on the issue of Shares of the Company, with the exception of a fixed capital duty which is due at the time of incorporation and which relates to the capital contribution.
Income received by the Company on foreign investments may be liable to withholding taxes on dividends and interest as well as on capital gains in the country of origin and is collected by the Company after deduction of the relevant tax. Withholding taxes are neither recoverable nor refundable. As the Company itself is exempt from income tax, withholding tax levied at source, if any, is not creditable/refundable in Luxembourg. It is not certain whether the Company itself would be able to benefit from Luxembourg's double tax treaties network. Whether the Company may benefit from a double tax treaty concluded by Luxembourg must be analysed on a case-by-case basis. Indeed, as the Company is structured as an investment company, certain double tax treaties signed by Luxembourg may directly be applicable to the Company. The Company may be subject to certain other foreign taxes.

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

B. Taxation of the shareholders

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

EU TAX considerations - Exchange of information

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

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

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

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

C. Foreign Account Tax Compliance Act

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

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

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

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

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

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

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

The Company communicates to the Shareholder that (i) the Company is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will only be used for the purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities; (iv) responding to FATCA-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the Shareholder has a right of access to and rectification of the data communicated to the Luxembourg tax authorities.

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

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

2. LEGAL REGIME

The Luxembourg District Court is the place of performance for all legal disputes between the Shareholders and the Company. Luxembourg law applies.

3. OFFICIAL LANGUAGE

The official language of the present Prospectus and of the Articles of Incorporation is the English language. The Board of Directors and the Depositary may however for their own account and for the account of the Company consider the translation of all or part of these documents into the language of the countries where the Shares of the Company are offered and sold when this is mandatory. In the case of any discrepancy between the English original and a foreign language version into which the Prospectus is translated, the English version shall prevail.

X. FINANCIAL YEAR - MEETINGS – PERIODICAL REPORTS

1. FINANCIAL YEAR

The financial year starts on 1st January and ends on 31st December of each Calendar Year.

The first financial year will begin from the date of the launch of the Company and end on 31st December 2020. The first annual report of the Company shall be an audited report as of no later than four months from the end of the financial year. The first unaudited semi-annual report will be as of no later than two months from the end of the financial year.

2. MEETINGS

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

The annual general meeting of Shareholders will be held within four (4) months of the end of each financial year in order to approve the financial statements of the Company for the previous financial year. The annual general meeting will be held at the registered office of the Company or at any other location in the Grand Duchy of Luxembourg as may be specified in the convening notice of such meeting. The annual general meeting may be held abroad if the Board of Directors states without appeal that exceptional circumstances require such a move.

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

The general meetings of Shareholders shall be held on the date, at the time and at the location as specified in the convening notice of such meeting.

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

The Board of Directors may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders. Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may provide that the quorum and the majority requirements applicable for this general meeting will be determined according to the number of shares issued and outstanding at a certain date and time preceding the general meeting and specified in the convening notice (the "**Record Date**"), whereas the right of a Shareholder to attend a general meeting of Shareholders and to exercise the voting rights attached to his shares will be determined by reference to the Shares held by this Shareholder as at the Record Date.
Any share of any Sub-Fund, category or Class, whatever its value, provides the right to a single vote.

Every Shareholder may take part in general meetings of Shareholders appointing another person in writing as proxy or by telefax message or any other electronic means capable of evidencing such proxy. A proxy need not to be a Shareholder. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

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

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

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

The general meeting of shareholders may only address the items contained in the agenda.

3. PERIODIC REPORTS

Annual reports as of 31st December, certified by the Authorised Auditors, together with uncertified semi-annual reports as at 30th June, shall be available free of charge to Shareholders at the office of the Depositary, at other offices designated by the Company, and at the registered office of the Company. A full version of these financial reports may however be obtained free of charge from the registered office of the Company, from the Depositary as well as from offices designated by the Company. These reports shall contain information on each Sub-Fund as well as on the assets of the Company as a whole.

The financial statements of each Sub-Fund shall be drawn up in the Reference Currency of the respective Sub-Fund, while the consolidated accounts shall be expressed in USD.

The annual reports shall be made available to Shareholders within four (4) months after the end of the financial year. The semi-annual reports shall be made available to Shareholders within two (2) months after the end of the semester.

XI. LIQUIDATION - MERGING OF SUB-FUNDS

1. LIQUIDATION OF THE COMPANY

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

A. Minimum assets

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

In case the Company's corporate capital falls below one quarter of the required minimum, the Board of Directors must submit the question of the Company's liquidation to a General Meeting of Shareholders for which no quorum shall be prescribed. Liquidation may be resolved by Shareholders holding one quarter (1/4) of the Shares represented at the meeting.

Such meeting must be convened so as to be held within forty (40) days after determining that the net assets have fallen below either two thirds (2/3) or one quarter (1/4) of the legal minimum capital. Moreover, the Company may be dissolved by a resolution of a General Meeting of Shareholders ruling in accordance with the relevant provisions of the Articles of Incorporation.

The decisions of the General Meeting or of the law court on the liquidation and winding-up of the Company shall be published in the *Recueil Electronique des Sociétés et Associations* (RESA) and in accordance with the Luxembourg laws and regulations. These notices are published on the orders of the liquidator(s).

B. Voluntary liquidation

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

Amounts which have not been distributed at the close of the liquidation procedure shall be deposited in the name of the entitled person with the *Caisse de Consignation* in Luxembourgas soon as possible.

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

2. CLOSURE AND MERGER OF SUB-FUNDS, CATEGORIES OR CLASSES

A. Closure of a sub-fund, categories or classes

In the event that the assets in any Sub-Fund, categories or classes has decreased to an amount determined by the Board of Directors from time to time to be the minimum level for such Sub-fund to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Sub-fund concerned would have material adverse consequences on the investments of that Sub-fund, or due to the liquidation or closing of a Master Fund of which a Sub-fund is the Feeder Fund (as further described below), the Board of Directors may decide to close the Sub-Fund, categories

or classes. The same may also apply within the framework of a rationalization of the range of products offered to the Company's clients.

The Company shall notify the relevant shareholders prior to the effective date of the compulsory redemption, indicating the reasons for, and the procedure of the redemption operations. Shareholders shall be notified in writing or through any other means of communication deemed appropriate by the Board of Directors, in accordance with applicable laws and regulation.

If a Master Fund of which a Sub-Fund is the Feeder Fund is liquidated, terminated or closed, the Sub-Fund may also be terminated unless the CSSF has approved investment in another Master Fund or as the case may be the amendment of the Company's documentation so as to enable such Sub-Fund to convert into a Sub-Fund which is no longer a Feeder Fund.

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

In such event, the net assets of the concerned Sub-Fund, categories or classes shall be divided among the remaining Shareholders of the Sub-Fund, categories or classes. Amounts which have not been claimed by Shareholders at the time of the closure of the liquidation operations of the Sub-Fund shall be deposited with the *Caisse de Consignation* in Luxembourg, for the profits of their rightful assignees, as soon as possible.

B. Merger of sub-funds, categories or classes

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

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

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

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

C. Absorption of another UCI by the Fund or a Sub-Fund

The Company may absorb another Luxembourg or foreign UCI (other than a UCITS) incorporated under a corporate form in compliance with the 1915 Law and any other applicable laws and regulations.

The Board of Directors may also decide to proceed, in accordance with applicable laws and regulations, with the absorption by the Company or one or several Sub-Funds, including by way of merger or by acceptance of a contribution in kind, of a Luxembourg or foreign UCI (other than a UCITS) constituted under a non-corporate form, or one or several sub-funds of another Luxembourg or a foreign UCI (other than a UCITS) irrespective of its legal form.

Notwithstanding the powers conferred on the Board of Directors by the preceding paragraph, the investors of the Company or any Sub-Fund, as applicable, may also decide on any of the absorptions described above as well as on the effective date thereof by resolution taken by the general meeting of shareholders of the Company or Sub-Fund. The convening notice will explain the reasons for and the process of the proposed absorption.

XII. INFORMATION AND DOCUMENTS AVAILABLE TO THE PUBLIC

1. INFORMATION FOR SHAREHOLDERS

A. Net asset value

The Net Asset Values of the Shares in each Sub-Fund, category or Class shall be available on each business day at the registered office of the Company. The Board of Directors may subsequently decide to publish such net assets in newspapers of the countries where the Shares of the Company are offered or sold. They shall moreover be posted each business day on Fundsquare and Bloomberg screens.
They may also be obtained at the registered office of the Depositary as well as from the banks ensuring financial services/distribution of the Shares.

B. Issue and redemption prices

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

C. Notices to shareholders

Any other information intended for the Shareholders shall be published in the *Recueil Electronique des Sociétés et Associations* (RESA) in Luxembourg and may also be published in Luxembourg newspapers if such publication is prescribed by the law.

D. Information to investors

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

E. Data Protection

In accordance with the provisions of the EU Regulation n°2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the "**GDPR**") and any applicable national data protection laws (including but not limited to the Luxembourg law of 1st August 2018 organizing the National Commission for data protection and the general system on data protection, as amended from time to time) (collectively hereinafter the "**Data Protection Laws**"), the Company acting as data controller (the "**Data Controller**"), collects stores and processes by electronic or other means the data supplied by investors and/or prospective investors (or if the investor and/or the prospective investor is a legal person, any natural person related to it such as its contact person(s), employee(s), trustee(s), nominee(s), agent(s), representative(s) and/or beneficial owner(s)) (the "**Data Subjects**") at the time of their subscription for the purposes outlined below.

The data processed includes the Data Subject's name, contact details (including postal and/or e-mail address, date and place of birth, nationality, profession, amount of revenues and income), banking details, invested amounts, as well as any other information which may be requested or required by the Luxembourg tax authority (*Administration des Contributions Directes* – ACD) and/or the U.S. tax authority (Internal Revenue Service – IRS) (the "**Personal Data**"). As part of its compliance with legal obligations such as AML/KYC, including foreign regulations such as FATCA, the Data Controller may be required to process special categories of Personal Data as defined by the GDPR, including Personal Data relating to political opinions as well as criminal convictions and offences.

The Data Subjects may, at their discretion, refuse to communicate the Personal Data to the Data Controller. In this event however the Data Controller may reject their request for subscription or holding of Shares in the Company or proceed with the compulsory redemption of all Shares already held, as the case may be, under the terms and conditions set forth in the Articles and in the Prospectus.

Investors and/or prospective investors who are legal persons undertake and guarantee to process Personal Data and to supply such Personal Data to the Data Controller in compliance with the Data Protection Laws, including, where appropriate, informing the relevant Data Subjects of the contents of the present section, in accordance with Articles 12, 13 and/or 14 of the GDPR.

Personal Data supplied by Data Subjects are processed in order to enter into and execute the subscription in the Company (i.e. to perform any pre-contractual measures as well as the contract entered into by the Data Subjects), for the legitimate interests of the Data Controller and to comply with the legal obligations imposed on the Data Controller.

In addition, the Personal Data supplied by Data Subjects are processed for the purpose of (i) maintaining the shareholder register; (ii) processing subscriptions, redemptions and conversions of

Shares and payments of dividends or interests to investors; (iii) complying with applicable anti-money laundering rules and any other legal obligations, such as maintaining controls in respect of late trading and market timing practices, CRS/FATCA obligations or mandatory registrations with registers including among other the Luxembourg register of beneficial owners; (iv) account administration; (v) client relationship management and (vi) commercial prospection. In addition, the Data Subjects acknowledge their rights to oppose to the use of Personal Data for commercial prospection by writing to the Data Controller. Personal Data is not used for marketing purposes.

The "legitimate interests" of the Data Controller referred to above are:

(a) the processing purposes described in points (v) and (vi) of the above paragraph of this clause;
(b) the provision of the proof, in the event of a dispute, of a transaction or any commercial communication as well as in connection with any proposed purchase, merger or acquisition of any part of the Company's business;
(c) compliance with foreign laws and regulations and/or any order of a foreign court, government, supervisory, regulatory or tax authority; and
(d) exercising the business of the Company in accordance with reasonable market standards.

The Personal Data may also be processed by the Data Controller's data recipients (the "**Recipients**") which, in the context of the above mentioned purposes, refer to the Management Company, the Domiciliary Agent, the Depositary, the Administrative Agent, the Registrar and Transfer Agent, the Global Distributor or Distributor, the Independent Auditor and the Legal Advisors and their affiliates and other prospective investors as well as any other third party supporting the activities of the Data Controller. The Recipients may, under their own responsibility, disclose the Personal Data to their agents and/or delegates (the "**Sub-Recipients**"), which shall process the Personal Data for the sole purposes of assisting the Recipients in providing their services to the Data Controller and/or assisting the Recipients in fulfilling their own legal obligations.

The Recipients may be located either inside or outside the European Economic Area (the "**EEA**"). Where the Recipients are located outside the EEA in a country which does not ensure an adequate level of protection for Personal Data or does not benefit from an adequacy decision of the European Commission, the Data Controller has entered into legally binding transfer agreements with the relevant Recipients in the form of the European Commission approved model clauses. In this respect, the Data Subjects have a right to request copies of the relevant document for enabling the Personal Data transfer(s) towards such countries by writing to the Data Controller.

More particularly, BNP Paribas Securities Services Luxembourg Branch, acting as Depositary, Domiciliation and Listing Agent and Administration Agent, and being part of a group providing clients with a worldwide network covering different time zones, may entrust parts of its operational processes to other BNP Paribas Group entities and/or third parties, whilst keeping ultimate accountability and responsibility in Luxembourg. More pertinently, entities located in France, Belgium, Spain, Portugal, Poland, USA, Canada, Singapore, Jersey, United Kingdom and India are involved in the support of internal organisation, banking services, central administration and transfer agency services. Further information on BNP Paribas Securities Services Luxembourg Branch international operating model may be provided upon request by the Company and/or the Management Company.

The Recipients and Sub-Recipients may, as the case may be, process the Personal Data as data processors (when processing the Personal Data on behalf and upon instructions of the Data Controller and/or the Recipients), or as distinct data controllers (when processing the Personal Data for their own purposes, namely fulfilling their own legal obligations).

The Personal Data may also be transferred to third-parties such as governmental or regulatory agencies, including tax authorities, in accordance with applicable laws and regulations. In particular, Personal

Data may be disclosed to the Luxembourg tax authorities, which in turn may acting as data controller, disclose the same to foreign tax authorities.
By subscribing or purchasing Shares, Data Subjects representing the shareholders also accept that their telephone conversations with the Management Company or the Registrar and Transfer Agent, may be recorded in order to secure evidence of a commercial transaction. Such recordings will benefit from the same protection under Luxembourg law as the information contained in the Application Form and shall not be released to third parties except in cases where the Company, the Management Company, the Registrar and Transfer Agent, the Depositary, the Investment Manager and any distributor are compelled or entitled by law or regulation to do so.

In accordance with the conditions laid down by the Data Protection Law, the Data Subjects acknowledge their right to:

- access their Personal Data;
- correct their Personal Data where it is inaccurate or incomplete;
- object to the processing of their Personal Data;
- restrict the use of their Personal Data;
- ask for erasure of their Personal Data;
- ask for Personal Data portability.

The Data Subjects may exercise their above rights by writing to the Data Controller at the registered office of the Company.

The Data Subjects also acknowledge the existence of their right to lodge a complaint with the Commission Nationale pour la Protection des Données (the "**CNPD**") at the following address: 1, Avenue du Rock'n'roll, L-4361 Esch-sur-Alzette, Grand-Duchy of Luxembourg; or with any competent data protection supervisory authority of their EU Member State of residence.

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

2. DOCUMENTS AVAILABLE TO THE PUBLIC, QUERIES AND COMPLAINTS

Documents available for inspection

The following documents are available for inspection during usual business hours on any Business Day at the registered office of the Company.
i) The Articles of Incorporation;
ii) The most recent Prospectus;
iii) The KIIDs;
iv) The latest annual and semi-annual reports; and
v) The material agreements.

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

Additional information is made available by the Management Company at its registered office, upon request, in accordance with the provisions of Luxembourg laws and regulations. This additional information includes the procedures relating to complaints handling, the strategy followed for the exercise of voting rights of the Company, the policy for placing orders to deal on behalf of the Company with other

entities, the best execution policy as well as the arrangements relating to the fee, commission or non-monetary benefit in relation with the investment management and administration of the Company.

A brief description of the strategy followed for the exercise of voting rights of the Company will be available on http://www. carnegroup.com/policies-and-procedures/

Queries and complaints handling

Any person who would like to receive further information regarding the Company should contact the Company or the Management Company.

Shareholders of the Company may file complaints free of charge with the Administrative Agent in an official language of their home country.

APPENDIX
SUB-FUNDS

The Sub-Funds aim to achieve reasonably high performances whilst maintaining a prudent policy of preserving capital. The Company takes the risks it deems reasonable in order to achieve the objective set. Nevertheless, it cannot guarantee achieving it in view of the bond, stock or respective security market fluctuations and other risks to which investments in transferable securities are exposed.

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

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

(i) **distribution shares (shares of Class "A" or "A" shares)**, which receive an annual dividend, and the Net Asset Value of which is reduced by an amount equal to the distribution made,

(ii) **capitalisation shares (shares of Class "B" or "B" shares)**, which do not receive a dividend, and of which the Net Asset Value remains unchanged (resulting in a percentage increase of the global Net Asset Value attributable to the shares of class B).

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

(i) the "Retail" or "A" category which is open to all investors, including retail investors.

(ii) the "Institutional" or "I" category which is exclusively reserved for Institutional Investors.

SUB-FUND: AM SURA – Latin America Corporate Debt USD

1. OBJECTIVE OF THE SUB-FUND AND INVESTMENT STRATEGIES AND POLICY

Objectives

The objective of the Sub-Fund AM SURA – Latin America Corporate Debt USD (denominated in USD) is to achieve income and capital appreciation on a medium and long term basis through a diversified strategy based on investments related to the Latin American Region's fixed income securities.

Investment Strategy

The Sub-Fund is a fixed income sub-fund with the following exposure:

The Sub-Fund will invest between 0% to 100% of its net assets in corporate debt and between 0-25% in sovereign debt, cash or cash equivalent.

The Sub-Fund will invest at least 60% of the Sub-Fund's net assets in fixed income corporate bonds or sovereign bonds issued by companies domiciled or by governmental and/or local authorities located in Mexico, Colombia, Peru, Chile, Argentina and Brazil and maximum of 40% in other Latin American countries.
The Sub-Fund may invest up to 100% of its portfolio in so-called "non-grade investment" (i.e., fixed income securities that are rated Ba1/BB+ or lower by Moody's, Standard & Poor's or another recognised credit rating agency), it being understood however that no more than 15% of this Sub-Fund's portfolio will be rated below CCC by Standard & Poor's or Caa2 by Moody's.

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

This Sub-Fund will invest most of its assets in debt instruments issued in USD.

The Sub-Fund will use financial derivatives instruments only for hedging purposes. The Sub-Fund will not use financial derivatives instruments for investment purposes.
In order to hedge local eligible bonds and/or replicate them, the Sub-Fund's derivatives may only include currency forward, currency futures and swaps.

2- PROFILE OF THE TYPICAL INVESTOR

The Sub-Fund is suited to investors seeking an appreciation of invested capital on a medium and long term.
The Sub-Fund is suitable for investors with knowledge of fixed income investment and risks and global asset allocation.

Warning

There can be no assurance that the past performance information will be indicative of how such investments will perform (either in terms of profitability or correlation) in the future. The performance

data do not take account of the commissions and costs incurred on the issue and redemptions of Share.
The prices of the assets in which the Sub-Fund invests may go up or down.
As a consequence, no guarantee is given to investors that they will recover their initial investment.
No guarantee may be given as to the Sub-Fund achieving its objectives.

3 - RISK PROFILE

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

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

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

Credit risk
This is the risk that the credit rating of an issuer of bonds to which a Sub-Fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. The Sub-Fund’s strategy includes investing in bonds issued by issuers with a high credit risk (high-yield securities). Investing in Sub-Funds that invest in high-yield bonds presents a higher than average risk due to the quality of the issuer. Because of the Sub-Fund’s event-driven emphasis, such investments are generally concentrated in situations where the Delegate Manager believes that the credit profile is improving, so that the issuer’s debt may be upgraded by the rating agencies and so that the issuer may have greater access to the capital markets to refinance at improved terms.

Interest Rate Risk
The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

4 - GLOBAL EXPOSURE

The method used to calculate the overall exposure of the Sub-Fund is the commitment calculation method.

5 - GENERAL INFORMATION

Reference Currency of the Sub-Fund: USD

Shares

For this Sub-Fund, the Company will issue shares:
- in the category “A” which is open to all types of investors and
- in the category “I”, which is exclusively reserved for Institutional Investors

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

Category of shares	A	I
Reference currency	USD	USD
Initial subscription price (3 decimal places)	1 000	1 000
Minimum Initial Subscription Amount	2 000	250 000
Minimum Subsequent Subscription Amount	1 000	50 000
Distribution policy	Capitalisation « B »	Capitalisation « B »
Launch Date	TBC	TBC

Frequency of the Calculation of the Net Asset Value (“NAV”) and Valuation Day:

The Net Asset Value per share will be determined on each Business Day (the "**Valuation Day**").

The Net Asset Value per share will be calculated on the first Business Day following the Valuation Day with the close of business ("**COB**") prices as of the Valuation Day (the "**Calculation Day**").

If such a day is a public holiday in Luxembourg the NAV shall be calculated on the next Business Day.

Investment Manager

Pursuant to an Investment Management Agreement dated 8 June 2018, SURA INVESTMENT MANAGEMENT MEXICO, S.A. DE C.V., S.O.F.I. has been appointed by the Management Company to act as delegated Investment Manager and to manage the investment and reinvestment of the assets of the sub-fund in accordance with the investment objectives and investment restrictions of the Company and the Sub-Fund. .

SURA INVESTMENT MANAGEMENT MEXICO, S.A. DE C.V., S.O.F.I. is a company incorporated under the laws of Mexico and having its registered office in Ciudad de Mexico. The company was

incorporated in the year 1998 for period of 99 years in the form of a Sociedad Anonima de Capital Variable. Its activity consists of the delivery of portfolio management services, distribution, promotion and acquisition of the shares issued by the investment companies, as well as the undertaking of any activities necessary for this purpose, and those authorized by the National Banking and Securities Commission and is licensed by the National Banking and Securities Commission of Mexico under the memo DGDAC-2193-35757

SURA INVESTMENT MANAGEMENT MEXICO, S.A. DE C.V., S.O.F.I. was incorporated as a corporation in Mexico and registered as a *Sociedad Operadora de Sociedades de Inversión* with the National Banking and Securities Commission.

As remuneration for its services, the Investment Manager will receive a fixed fee, calculated on the average of the net asset values of the Sub-Fund, of the category or class of Shares, at the end of each quarter and payable quarterly as mentioned in the below table.

Fees

Class of Share	A	I
Investment Manager Fee	Up to 0.95%	Up to 0.55%
Subscription Fee	Max 1%	Max 2%
Redemption Fee	Max 2%	Max 3%
Conversion Fee	0.5%	0.5%
Distribution Fee	Max 80% of the Investment Management Fee	Max 80% of the Investment Management Fee
Performance Fee	NO	NO

The Board of Directors may waive subscription and redemption fee in part or in total.

6 – SUBSCRIPTION/REDEMPTION/CONVERSION

6.1 Subscriptions

a) Subscriptions during the Initial Offer Period

The Initial Offering period will be determined by the Board of Directors.

During the Initial Offer Period, subscriptions of shares in the Sub-Fund will be accepted at an initial subscription price of USD 1,000 per share (the "**Initial Offering Price**").

b) Subscriptions after the Initial Offer Period

Shares will be issued at the Net asset Value per share determined as at the relevant Valuation Day.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 4 :00 p.m. Luxembourg time on each Valuation Day

Any applications received after the applicable deadline will be processed in respect of the next Valuation Day.

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

6.2 Redemptions

Shares will be redeemed at the Net Asset Value per share determined as at the relevant Valuation Day.

Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 4 :00 p.m. Luxembourg time on each Valuation Day.

Any applications received after the applicable deadline will be processed in respect of the next Valuation Day.

Payment for redeemed Shares has to be made no later than 3 Business Days after the relevant Valuation Day.
The redemption price corresponds to the NAV of the Sub-Fund, determined in accordance with Chapter V "Net Asset Value" of the Prospectus increased by the redemption fee as referred above in favour of the Fund / and/or the financial intermediaries.

6.3 Conversions

The terms for conversion of Shares of one Sub-Fund, category or class to another are described in Chapter IV Section 4 "Conversion of Shares into Shares of Other Sub-Funds, Categories or Classes of Shares" of the Prospectus without conversion fee. Applications must be received by the Registrar and Transfer Agent or by any appointed distributor no later than 4:00 pm Luxembourg time on each Valuation Day.

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

Launch Date of the Sub-Fund: On or around July 31st, 2020.

7 - LISTING ON LUXEMBOURG STOCK EXCHANGE

The Shares of this Sub-Fund are not listed on the Luxembourg Stock Exchange.

8 - SUBSCRIPTION TAX (TAXE D'ABONNEMENT)

Categories "A": 0.05% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.

Category "I": 0.01% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.

6 – HISTORICAL PERFORMANCE

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