

CAPITALATWORK FOYER UMBRELLA

LUXEMBOURG OPEN-ENDED INVESTMENT COMPANY (SICAV)

PROSPECTUS

June 2017

Subscriptions may only be accepted if made on the basis of the current Prospectus accompanied by the latest annual report and the latest semi-annual report, if published thereafter. These reports form an integral part of this Prospectus.

Introduction

CapitalaWork Foyer Umbrella (hereinafter referred to as the “**SICAV**”) is registered on the official list of undertakings for collective investment in accordance with Part I of the Law of 17 December 2010 relating to undertakings for collective investment, as amended (hereinafter the “**Law of 17 December 2010**”).

This registration cannot be interpreted as a positive assessment by the regulatory authority of the content of this Prospectus or the quality of the securities offered or held by the SICAV. Any declaration to the contrary is illegal and unauthorised.

This Prospectus does not constitute an offer or solicitation in any country or under any circumstances in which such offer or solicitation is not authorised.

In particular, the shares of the SICAV have not been registered in accordance with any legislation of the United States of America on transferable securities and may not be offered in the United States or in any of its territories, possessions or the regions subject to its jurisdiction.

This Prospectus and the other documents cited herein, which can be consulted by the public, constitute the sole valid and authorised source of information on the SICAV.

The Board of Directors of the SICAV includes the accuracy of the information contained in this Prospectus on the date of publication within the scope of its responsibility.

This Prospectus may be updated, leading to significant changes being made to this document. Therefore, it is recommended that subscribers request the latest version of the Prospectus from the SICAV.

The Board of Directors of the SICAV hereby reminds investors that they may only fully and directly exercise their rights as an investor vis-à-vis the SICAV (including the right to participate in general meetings of shareholders) if they are registered in the register of shareholders under their own name. In the event that an investor has invested in the SICAV through an intermediary investing in the SICAV in its own name but on behalf of the investor, the investor may not necessarily be able to directly exercise certain shareholder rights vis-à-vis the SICAV. Investors are advised to inform themselves of their rights and to seek advice in relation to the laws and regulations (such as those relating to taxation and foreign exchange controls) applicable to the subscription, purchase, ownership and sale of shares in their place of origin, residence or domicile.

Definitions

The following definitions apply throughout the Prospectus:

Share capital	A share of each sub-fund representing a share in the SICAV's capital
Shareholder	The holder of one or more shares in the SICAV's capital
Director	A member of the Board of Directors of the SICAV
Sales agents	Any distributor of shares of the SICAV, selected at the discretion of the Board of Directors
Sub-fund	A separate portfolio of assets invested on the basis of a specific investment policy.
Share class	One or several classes within the same sub-fund, whose assets are invested according to the investment policy of that sub-fund, but which are characterised in particular by specific subscription and redemption fees, or a specific fee structure, distribution policy or base currency.
EUR	The euro, the currency of the European Monetary Union, and the base currency and consolidation currency of the SICAV.
Financial year	This ends on the last day of December of each year.
Institutional investor	within the meaning of Article 174 (2) of the Law of 17 December 2010 and of the interpretation provided at regular intervals by the supervisory authorities in Luxembourg. The SICAV shall refuse to issue units of classes reserved for institutional investors when it deems that it has not received sufficient evidence certifying the status of institutional investor.
Day D	A business day on which the Transfer Agent in Luxembourg receives subscription, redemption or conversion requests before a certain time specified in respect of each sub-fund in the appendices to the Prospectus.
Valuation day	Net asset value calculation day, specified in respect of each sub-fund in the Appendices to the Prospectus.
Business day	A bank business day in Luxembourg.
Subscription price	Net asset value per share and/or per share class of the sub-fund on a given valuation day, plus a subscription fee where applicable.
Redemption price	net asset value per share and/or per share class of the sub-fund on a given valuation day, less a redemption fee where applicable.
The Company or the SICAV	CapitalaWork Foyer Umbrella
The Management Company	CapitalaWork Management Company S.A.
US Persons	Any resident or citizen of the United States of America or a territory, possession or region under its jurisdiction, any company, association or entity established under or subject to US law or any person deemed to be a US Person pursuant to the legislation of the United States of America or a territory, possession or region under its jurisdiction;
USD	The dollar, the currency of the United States of America.

Net Asset Value or NAV

Value of the net assets of a sub-fund and/or of a given share class, calculated by deducting an amount equal to its entire liabilities from the total value of its assets, then divided by the total number of shares of the sub-fund and/or of the share class outstanding on the valuation day in question.

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1. General Characteristics of the SICAV

The information contained in this section summarises the characteristics of the SICAV and should be read in the context of the full text of this Prospectus.

This Prospectus consists of a Part A, "General information", which aims to describe in full the characteristics of CapitalaWork Foyer Umbrella and all the parties concerned, and a Part B, "The Sub-funds of the SICAV", which aims to provide detailed descriptions of the sub-funds and their characteristics.

1.1. Structure

CapitalaWork Foyer Umbrella is an open-ended investment company subject to Luxembourg law, established in Luxembourg on 15 September 1997 for an indefinite period pursuant to the provisions of the Law of 17 December 2010 and the Law of 10 August 1915 on commercial companies, as amended (the "**Law of 10 August 1915 on commercial companies**").

The Articles of Association of the SICAV were published in *Le Mémorial, Recueil des Sociétés et Associations* (hereinafter "*Le Mémorial*") on 8 October 1997. The articles of association were last amended on 18 June 2012. The latest amendments were published in *Mémorial C* issue 1764 of 13 July 2012. The coordinated Articles of Association were filed with the Luxembourg Trade and Companies Register.

The SICAV is recorded under number B-60.661 in the Luxembourg Trade and Companies Register.

The Company is established in the form of a SICAV with multiple sub-funds (an umbrella fund). An umbrella fund comprises several sub-funds, each representing an aggregate of specific assets and liabilities and each corresponding to a distinct investment policy. The multiple sub-funds structure offers investors the benefit of being able to choose between different sub-funds, but also allows them to change from one sub-fund to another.

The Board of Directors may at any time create one or several new sub-funds and/or create or liquidate one or several new share classes.

At present, several sub-funds are available to investors. They are set out in Part B of this Prospectus.

1.2 Objectives and Investment Policy

The objective of the SICAV is to offer shareholders several sub-funds that invest in a wide variety of equities and bonds, as well as in other money market instruments, as specified in Part B of this Prospectus, "The Sub-funds of the SICAV".

The Board of Directors of the SICAV defines each sub-fund's investment policy, as described in Part B of this Prospectus, and takes responsibility for the implementation thereof.

The SICAV intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolios in order to efficiently manage the assets of the sub-funds. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Use of derivatives and management of the associated risks" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled "Investment restrictions" in Part A of this Prospectus.

The investment policy of each sub-fund is described in Part B of this Prospectus.

1.3 Shares

Bearer or registered shares may be issued. Bearer shares issued in book-entry form will be recorded in a securities account.

For registered shares, the register of shareholders is maintained in Luxembourg at the registered office of the Transfer Agent and Registrar. Shareholders who have asked for their shares to be recorded in the register held for this purpose by the Transfer Agent and Registrar shall not be issued with a certificate representing their shares. The SICAV shall instead issue a confirmation of registration. Share fractions of up to three decimal places may be issued. Shareholders shall not have voting rights for such fractions but shall be entitled to dividends or other income distributions on a *pro rata* basis, where applicable.

Each sub-fund of the SICAV may offer several share classes based on a decision by the Board of Directors. For example, accumulation shares or distribution shares may be issued. These shares differ from one another in terms of their dividend policy. Distribution shares pay a dividend while accumulation shares reinvest their income. Some share classes may be reserved for certain types of investors.

Shares must be fully paid up and are issued with no par value. There is no limit to the number issued.

The rights attached to the shares are those set out in the Law of 10 August 1915 on commercial companies insofar as no derogation has been made by the Law of 17 December 2010. The shares carry equal voting rights and equal entitlements to the liquidation proceeds.

Any amendment to the articles of association leading to a change in the rights attached to shares must be approved by a resolution at the General Meeting of the SICAV and that of the shareholders of the sub-fund or share class concerned, except in the cases provided for by the Law of 17 December 2010 and the articles of association of the SICAV.

The SICAV issued bearer shares prior to the publication of this Prospectus. In accordance with article 42 of the Law of 10 August 1915 on commercial companies, the SICAV has appointed Banque Internationale à Luxembourg SA ("**BIL**") as Custodian of the bearer shares within the meaning of the aforementioned article concerning the SICAV's bearer shares.

Holders of bearer shares of the SICAV must deposit these bearer shares with BIL by 17 February 2016 at the latest. The rights associated with the bearer shares cannot be exercised until they have been deposited with BIL.

The identity of each shareholder holding bearer shares, together with the number of bearer shares held and the date of deposit are recorded on a register maintained by BIL. Bearer share certificates are provided only upon written request.

If a shareholder would like multiple share certificates to be issued for their shares, the cost of these additional certificates will be payable by the shareholder.

Any bearer shares that have not been deposited with BIL by 17 February 2016 at the latest will be redeemed in accordance with the terms of the Prospectus, and the redemption price will be deposited with the Caisse de consignation.

Shares of each sub-fund are subscribed, redeemed and converted in Luxembourg at a price determined each valuation day. The subscription and redemption prices of shares of each sub-fund are calculated on the basis of the net asset value per share as described in the section entitled "Net Asset Value" in this Prospectus.

The net asset value per share of each sub-fund and/or share class is expressed in the base currency of the sub-fund or share class, and in other currencies which the Board of Directors may decide to use.

In principle, shareholders may switch from one sub-fund or share class to another by requesting the conversion of their shares in accordance with the procedure described in the section entitled "Conversion of Shares" in Part A of this Prospectus.

Part B of this Prospectus may specify information, restrictions and other conditions relating to the subscription, redemption and conversion of shares of each sub-fund.

Subscription and redemption prices may be obtained from the Company's registered office. In addition, the SICAV may supply the latest NAV per share of its sub-funds to companies such as *Morningstar*, *Télékurs*, *Bloomberg* or *Reuters* or to other financial intermediaries designated by the Directors. The Directors may also decide to publish the NAV per share in newspapers selected at their discretion.

1.4 A Single Legal Entity

The SICAV constitutes a single legal entity. Unless otherwise agreed with the SICAV's creditors, each sub-fund is solely responsible for the entirety of its debts, liabilities and obligations. Each sub-fund is treated as a separate entity in relations between shareholders.

1.5. Stock Exchange Listing

The Board of Directors may decide to list the various share classes of the sub-funds on the Luxembourg Stock Exchange.

2. Management and Administration of the SICAV

The SICAV was created on the initiative of CapitalaWork Foyer Group S.A.

2.1. Board of Directors

Chairman:

Mr Jean-François SCHOCK
Independent Director

Members:

Mr Maarten ROOIJAKKERS
Chief Executive Officer
CapitalaWork Foyer Group S.A.

Mr Claude EYSCHEN
Managing Director
CapitalaWork Foyer Group S.A.

Ms Virginie COURTEIL
Legal expert
Foyer Assurances S.A.

Mr Geoffroy LINARD DE GUERTECHIN
Independent Director

The Directors of the SICAV shall use their best efforts to achieve the objectives of the SICAV; however, they cannot guarantee to what extent the investment objectives will be achieved.

2.2. Administration and Management

Registered office of the SICAV	11/13 Boulevard de la Foire, L-1528 Luxembourg
Management Company	<i>CapitalatWork Management Company S.A.</i> , 12, rue Léon Laval, L-3372 Leudelange
Board of Directors of the Management Company	Chairman: Mr Benoit de Hults, Chief Financial Officer, CapitalatWork Foyer Group S.A. Members: <ul style="list-style-type: none">• Ms Virginie Courteil, Legal Expert, Foyer Assurances S.A.• Mr Yvon Lauret, Independent Director;• Mr Marcel Van Cleempoel, Managing Director, CapitalatWork S.A.
Managers of the Management Company	<ul style="list-style-type: none">• Mr Robert Pegels• Mr Marcel Van Cleempoel• Mr Michel Szurek
Delegated Investment Managers	<i>CapitalatWork Foyer Group S.A.</i> 12, rue Léon Laval L-3372 Leudelange <i>CapitalatWork S.A.</i> 153, avenue de la Couronne B-1050 Brussels
Custodian & Principal Paying Agent	<i>RBC Investor Services Bank S.A.</i> 14, porte de France L-4360 Esch-sur-Alzette
Central Administration (Administrative Agent, Transfer Agent, Registrar, Domiciliary Agent)	<i>RBC Investor Services Bank S.A.</i> 14, porte de France L-4360 Esch-sur-Alzette
Custodian (for bearer shares)	<i>Banque Internationale à Luxembourg S.A.</i> 69, Route d'Esch L-2953 Luxembourg
Auditor:	<i>Deloitte Audit</i> 560, rue de Neudorf L-2220 Luxembourg
Global Distributor	<i>CapitalatWork Management Company S.A.</i> 12, rue Léon Laval L-3372 Leudelange
Representative and Paying Agent for Belgium	<i>CapitalatWork S.A.</i> 153, avenue de la Couronne B-1050 Brussels
Representative for Spain	<i>Allfunds Bank S.A.</i> Calle de la Estafeta, 6, 28109 Alcobendas, Madrid
Representative and Paying Agent for Switzerland	<i>RBC Investor Services Bank S.A.</i> , Esch-sur-Alzette, Zurich branch Badenerstrasse 567, Case Postale 101 CH-8066 Zurich

3. General Information

3.1 SICAV

CapitalaWork Foyer Umbrella is a SICAV set up by CapitalaWork S.A., Brussels (replaced by CapitalaWork Foyer Group S.A. as the distributor of the SICAV as of 2 March 2010) and comes under Part I of the Law of 17 December 2010.

The founding shareholders created the SICAV for an indefinite period on 15 September 1997. The capital of the SICAV is at any time equal to the value of the net assets and is represented by fully paid up shares issued with no par value. Capital variations are fully legal and there are no provisions requiring publication and entry in the Trade and Companies Register (*Registre de Commerce et des Sociétés*) as prescribed for capital increases/decreases relative to public limited companies (*sociétés anonymes*). The minimum share capital is EUR 1,250,000.

The SICAV's coordinated Articles of Association were filed with the Luxembourg Trade and Companies Register. These documents are available for inspection free of charge and copies may be obtained upon request, on payment of the administration fees set by Luxembourg regulations.

The accounting period of the SICAV begins on 1 January and ends on 31 December of each year.

3.2 Board of Directors

The Board of Directors is responsible for the efficient administrative and financial management of the SICAV, in compliance with the investment policy of each sub-fund and the investment restrictions. It may take any action relating to the administration and the management of the SICAV, and in particular may purchase, sell, subscribe or exchange any security and exercise any rights attached directly or indirectly to the assets in the portfolio of the SICAV.

In implementing the investment policy of each sub-fund, the Board of Directors may be assisted by one or several investment advisers. Furthermore, subject to the authorisation of the Luxembourg supervisory authorities, the Board of Directors may delegate its management duties to any duly qualified person or company, on the understanding that the Board of Directors remains responsible to shareholders for the efficient management of the SICAV. The agent shall act under the control and supervision of the Board of Directors.

3.3 Management Company

The Board of Directors of the SICAV CapitalaWork Foyer Umbrella has appointed CapitalaWork Management Company S.A. (hereinafter the "**Management Company**"), with registered office at 12 rue Léon Laval, L-3372 Leudelange, as Management Company of the SICAV pursuant to a collective portfolio management services agreement concluded between the SICAV and CapitalaWork Management Company S.A. Each of the parties may terminate the collective portfolio management services agreement subject to prior written notice of 90 days.

CapitalaWork Management Company S.A. is registered on the official list of the Luxembourg financial supervisory authority (the "**CSSF**" or "**Commission de Surveillance du Secteur Financier**") and is subject to supervision by the CSSF in accordance with the provisions of Chapter 15 of the Law of 17 December 2010.

CapitalaWork Management Company S.A. was established as a *société anonyme* (public limited company) under Luxembourg law on 12 July 2011. Its articles of association were published in *Le Mémorial*, issue 2205 of 19 September 2011. The Management Company is registered in the Luxembourg Trade and Companies Register under number B-162281.

The Management Company is responsible for managing the assets of all of the SICAV's sub-funds, administering and marketing the SICAV, and overseeing compliance of the SICAV's investments.

The Management Company may delegate all or some of its activities to one or several service providers duly authorised to carry out the delegated activities.

In application of the provisions contained in Chapter 15 of the Law of 17 December 2010 and in CSSF Circular 12/546, the Board of Directors of the Management Company has delegated the management of the SICAV's business activities to its Managers.

As payment for its services, as described in this section, the Management Company may charge the SICAV a management fee, administration fee and performance fee according to the terms set out in the "Fees" chapter of Part A of this Prospectus, at the rates fixed for each class in Part B of this Prospectus.

The Management Company has established a general employee remuneration framework, and in particular has developed a remuneration policy (the "**Remuneration Policy**") in accordance with the regulations in force and, specifically, with the following principles:

- The Remuneration Policy is consistent with and promotes sound and effective risk management and does not encourage risk-taking that is inconsistent with the risk profiles and/or the articles of association of the SICAV;
- The Remuneration Policy is aligned with the business strategy, objectives, values and interests of the Management Company, the SICAV and investors and includes measures to avoid conflicts of interest;
- The assessment of performance is set in a multi-year framework that is adapted to the recommended holding period for SICAV shareholders in order to ensure that it is based on the long-term performance of the SICAV and on its investment risks and that the actual payment of the performance-based components of remuneration is spread over the same period;
- The Remuneration Policy ensures that the fixed and variable components of total remuneration are appropriately balanced; that the fixed component represents a sufficiently high percentage of total remuneration; and that the policy for the variable components of remuneration is sufficiently flexible and in particular includes the possibility to pay no variable component.

The Remuneration Policy has been approved by the Board of Directors of the Management Company. The details of the updated Remuneration Policy, including the composition of the remuneration committee and a description of how remuneration and benefits are calculated, can be found on the Management Company's website via the link:

www.capitalatwork-managementcompany.com

A hard copy will be made available free of charge upon request.

3.4 Investment Managers

The Management Company has concluded two management agreements: one with CapitalatWork Foyer Group S.A. and one with CapitalatWork S.A. (hereinafter the "**Investment Manager(s)**").

CapitalatWork Foyer Group S.A. was established in the form of a *société anonyme* (public limited company) on 9 November 2000. Its registered office is located at 12, rue Léon Laval, L-3372 Leudelange. At 31 December 2015, its paid-up capital amounted to EUR 15,515,280. Its corporate object covers all operations related to the activity of professional of the financial sector acting for its own account in the widest sense authorised by the Law of 5 April 1993 on the financial sector, as amended. CapitalatWork Foyer Group S.A. was appointed as the Investment Manager of the following sub-funds of the SICAV:

- CapitalatWork Foyer Umbrella – Asian Equities *At Work*
- CapitalatWork Foyer Umbrella – Equities *At Work*
- CapitalatWork Foyer Umbrella – Fixed Income *At Work*
- CapitalatWork Foyer Umbrella – Defensive
- CapitalatWork Foyer Umbrella – Balanced
- CapitalatWork Foyer Umbrella – Dynamic

CapitalatWork S.A. was established in the form of a *société anonyme* (public limited company) on 18 June 1990. Its registered office is located at 153, avenue de la Couronne, B-1050 Brussels. On 31 December 2015, its capital amounted to EUR 3,500,000. Its corporate object is to carry out, for its own account or for the account of third parties or in participation with these, all forex, brokerage and management operations and transactions, including those subject to fees, in particular the trade, purchase, sale, in Belgium and abroad, on a stock exchange or elsewhere, of Belgian or foreign listed or unlisted public securities, as well as Belgian and foreign currency. It shall carry out the above-mentioned activities in accordance with the statutory and

regulatory provisions applicable to brokerage firms. CapitalatWork S.A. was appointed as the Investment Manager of the following sub-funds of the SICAV:

- CapitalatWork Foyer Umbrella – European Equities *At Work*
- CapitalatWork Foyer Umbrella – American Equities *At Work*
- CapitalatWork Foyer Umbrella – Contrarian Equities *At Work*
- CapitalatWork Foyer Umbrella – Corporate Bonds *At Work*
- CapitalatWork Foyer Umbrella – Inflation *At Work*
- CapitalatWork Foyer Umbrella – Government Bonds *At Work*
- CapitalatWork Foyer Umbrella – High Yield *At Work*
- CapitalatWork Foyer Umbrella – Cash + *At Work*
- CapitalatWork Foyer Umbrella – Cash Govies *At Work*
- CapitalatWork Foyer Umbrella – Patrimonium *At Work*

The Investment Managers are responsible for daily management, i.e. they take decisions with regard to investments and divestments on behalf of the respective sub-funds of the SICAV. They take these decisions under the supervision and responsibility of the Management Company and the Board of Directors.

Subject to the agreement of the Management Company and/or the Board of Directors of the SICAV, each Investment Manager may appoint one or several sub-investment managers by means of sub-investment management agreements in order to delegate all or some of its management duties in respect of one or several given sub-funds detailed in Part B of this Prospectus.

Each Investment Manager may also appoint one or several investment advisers who shall provide recommendations and advice with regard to the SICAV's investments in accordance with the investment policy and restrictions established in this Prospectus.

As payment for its services, the Management Company may pay a management fee and a performance fee to each Investment Manager, according to the terms set out in a mutual agreement between the Management Company and Investment Manager.

3.5 Custodian and Principal Paying Agent

Under the terms of the Custodian and Principal Paying Agent Agreement concluded between RBC Investor Services Bank, a public limited company (*société anonyme*) with its registered office at 14, Porte de France, L-4360 Esch-sur-Alzette, Luxembourg (“**RBC**”) and the SICAV (the “**Custodian and Principal Paying Agent Agreement**”), RBC was appointed as the SICAV's custodian and principal paying agent (the “**Custodian**”).

RBC is listed in the Luxembourg Trade and Companies Register under number B-47.192 and was established in 1994 under the name “First European Transfer Agent”. RBC holds a banking licence in accordance with the Luxembourg Law of 5 April 1993 on the financial sector, as amended, and specialises in the provision of custodian, administrative agent and other related services. At 31 October 2015, its equity capital amounted to EUR 983,781,177.

The Custodian is responsible for:

- (a) custody of the assets
- (b) oversight duties, and
- (c) cash flow monitoring

in accordance with the Law of 17 December 2010 and the Custodian and Principal Paying Agent Agreement.

The SICAV has authorised the Custodian to delegate its asset custody responsibilities:

- (a) to delegates for the other assets, and
- (b) to sub-custodians for financial instruments and to open accounts with these sub-custodians.

An up-to-date description of the asset custody functions which have been delegated by the Custodian and an up-to-date list of delegates and sub-custodians are available, upon request, from the Custodian or via the following link:

<http://gmi.rbcits.com/rt/gss.nsf/Royal+Trust+Updates+Mini/53A7E8D6A49C9AA285257FA8004999BF?opendocument>

The Custodian shall act honestly, fairly, professionally, independently and solely in the interest of the SICAV and the shareholders in the performance of its duties in accordance with the Law of 17 December 2010 and with the Custodian and Principal Paying Agent Agreement.

As part of its oversight duties, the Custodian must:

- a) ensure that the sale, issue, re-purchase, redemption and cancellation of shares carried out on behalf of the SICAV are carried out in accordance with the Law of 17 December 2010 and with the SICAV's Articles of Association,
- b) ensure that the value of the shares is calculated in accordance with the Law of 17 December 2010 and with the SICAV's Articles of Association,
- c) carry out the instructions of the SICAV or of the Management Company acting on behalf of the SICAV, unless they conflict with the Law of 17 December 2010 or with the SICAV's Articles of Association,
- d) ensure that in transactions involving a SICAV's assets any consideration is remitted to it within the usual time limits; ensure that the proceeds of the SICAV are allocated in accordance with the Law of 17 December 2010 and with the SICAV's Articles of Association.

The Custodian shall also ensure that the cash flows are properly monitored in accordance with the Law of 17 December 2010 and with the Custodian and Principal Paying Agent Agreement.

The Custodian agrees to act as principal paying agent ("**Principal Paying Agent**") for the receipt, on behalf of and for the deposit into the accounts of the SICAV, of amounts transferred to the SICAV in the case of subscriptions of shares of the SICAV, and the payment of dividends and other distributions on shares of the SICAV, including, without limitation, the payment, on behalf of the SICAV, of the share redemption price in accordance with all redemption requests.

The Principal Paying Agent shall, along with all additional paying agents, issue dividend payments and shall also pay, reimburse and compensate the paying agents for their own expenses and services provided to that end.

Custodian's conflicts of interest

From time to time, conflicts of interest may arise between the Custodian and the delegates, for example, where an appointed delegatee is a group subsidiary company that is paid for another custodian service that it provides to the SICAV. The Custodian continuously analyses, based on applicable laws and regulations, all potential conflicts of interest that could arise in the performance of its duties. Any potential conflict of interest identified is addressed in accordance with RBC's conflict of interest management policy, which is subject to the laws and regulations in force applicable to credit institutions and the Law of 5 April 1993 on the financial sector, as amended.

Potential conflicts of interest may also arise from the provision of other services by the Custodian and/or its subsidiaries to the SICAV, the Management Company and/or other parties. For example, the Custodian and/or its subsidiaries may act as custodian, depositary bank and/or administrative agent for other funds. It is therefore possible that the Custodian (or one of its subsidiaries) may, in the course of its business, have conflicts or potential conflicts of interest with that of the SICAV, the Management Company and/or other funds on whose behalf the Custodian (or one of its subsidiaries) acts.

RBC has implemented and maintains a conflict of interest management policy designed to:

- Identify and analyse potential conflicts of interest;
- Record, manage and monitor conflicts of interest:
 - By implementing a functional and hierarchical segregation, ensuring that transactions are carried out independently by the Custodian;
 - By implementing preventive measures to avoid any activity that creates a conflict of interest, such as:
 - RBC and any third party to which custodian functions have been delegated shall not accept investment management mandates;
 - RBC shall not accept any delegation of risk management functions or compliance oversight;
 - RBC has implemented a sound escalation process to ensure that regulatory breaches are notified to the department in charge of compliance oversight, which reports material breaches to RBC's senior management and board of directors;
 - A specially designated permanent internal audit department provides an objective assessment of the risk and an evaluation of the adequacy and effectiveness of internal controls and governance processes.

Based on the above, RBC confirms that no potential conflicts of interest have been identified.

Up-to-date information about the aforementioned conflict of interest policy is available, upon request, from the Custodian or via the following link:

https://www.rbcits.com/AboutUs/CorporateGovernance/p_InformationOnConflictsOfInterestPolicy.aspx

3.6 Domiciliary Agent, Administrative Agent and Registrar, and Transfer Agent functions

Under the terms of an “Administration Agency Agreement” concluded with the Management Company for an indefinite period, RBC was appointed as “Administrative Agent, Registrar and Transfer Agent” of the SICAV. Each of the parties may terminate the central administration agreement subject to prior written notice of 90 days.

3.6.1. Domiciliary Agent

Under the terms of an “Investment Fund Services Agreement” concluded with the SICAV for an indefinite period, RBC was appointed as Domiciliary Agent of the SICAV; the SICAV shall cover all domiciliation-related costs.

3.6.2 Administrative Agent

RBC is responsible for the calculation of the Net Asset Value per share as well as other administrative duties required by the Law of 17 December 2010 and regulations in force. The fees and charges of the Administrative Agent are borne by the Management Company. They are established by the agreement in accordance with standard financial market practice.

3.6.3 Registrar and Transfer Agent

In its capacity as registrar (“**Registrar**”) and transfer agent (“**Transfer Agent**”), RBC is responsible for handling **subscription**, redemption and conversion requests and for maintaining the register of shareholders. The remuneration and fees of the Registrar and Transfer Agent are borne by the Management Company according to the provisions established by the agreement.

The measures intended to contribute to the fight against money laundering as defined by the laws of the Grand Duchy of Luxembourg and the circulars of the CSSF may give rise to in-depth verification of the identity of the subscriber.

By way of example, a natural person may be requested to provide a copy of their passport or ID card duly certified as a true copy by an embassy, consulate, notary public, a commissioner of police or any other appropriate public authority. In the case of institutional investors, they may be requested to produce a certified true copy of their company’s deed of incorporation and articles of association (or any equivalent document) as well as the list of shareholders or directors of the company and copies of the identity cards or passports of these shareholders or directors.

The Management Company or its representatives reserve the right to request this type of information in order to verify the identity of the subscriber. If the subscriber is unable to provide these items of identification or if they do not succeed in providing them within the required period or in the correct form, the Management Company or its representatives shall be entitled to refuse the subscription, and no financial compensation for interest, fees or costs, or any other form of compensation may be claimed by the subscriber.

The Management Company or its representatives reserve the right to reject any transaction without having to justify the reason. In such circumstances and in the event that the subscription amount has been received in advance, this amount shall be returned without unnecessary delay, by transfer to the account of the subscriber. The Management Company or its representatives are not liable for any financial compensation for interest, fees or costs, or for any other form of compensation.

Depending on the origin of the subscription or transfer request, a detailed verification of the investor’s identity may not be requested when the request has been transmitted by an intermediary or regulated financial institution in a FATF country. The list of FATF countries can be consulted on the website of the Financial Action Task Force on Money Laundering: www.oecd.org/fatf.

Information about investors may be disclosed by the SICAV, the Management Company, the Registrar or any other agent employed thereby, to third parties such as the sponsor of the SICAV, the authorised distributors of the SICAV or, to the extent deemed necessary by the SICAV, the Management Company, the Registrar or any other agent employed thereby, to provide enhanced services to shareholders and, in particular in the case

of the Registrar, to delegate data processing activities as part of its Transfer Agent and Registrar functions. The subscriber also agrees that information about investors (subject to application of local laws and/or regulations) may be used outside of Luxembourg and that such information could therefore be reviewed by regulatory and tax authorities outside of Luxembourg. When information about investors is provided to countries not deemed equivalent in terms of data protection regulations, the SICAV, the Management Company, the Registrar or any other agent are legally required to take appropriate measures.

3.7 Distribution of Shares

The shares of the SICAV shall be distributed to the public by a global distributor, CapitalatWork Management Company S.A., under the terms of a distribution agreement concluded with the SICAV. By virtue of this distribution agreement, CapitalatWork Management Company S.A. may delegate this function to one or more other local distributors that can act in the capacity of nominees on behalf of investors in the SICAV. Nonetheless, investors shall have the ability to invest directly in the SICAV without going through local distributors. However, the above-mentioned provisions shall not apply to shareholders that have purchased shares in countries where use of the services of a nominee (or another intermediary) is necessary or mandatory for legal, regulatory or imperative practical reasons.

3.8 Auditor

Deloitte Audit has been appointed as auditor of the SICAV's accounts and annual reports by the General Meeting of the SICAV, and its fees will be paid by the SICAV.

4. Subscription of Shares

The Board of Directors is authorised to issue shares at any time and without limitation.

4.1 Subscription Procedure

Subscription requests must be sent in writing (Swift, FTP, etc.) or by fax directly to the SICAV, the Transfer Agent and Registrar or the sales agents referred to in the section entitled "Administration and Management" in Part A of this Prospectus who shall, in turn, forward such requests to the Transfer Agent.

For this purpose, subscribers shall complete a subscription form on which they must indicate their full identity, their address, the subscription amount, the name of the sub-fund and the share class if applicable. When shareholders or future shareholders submit a request, they will have to prove their identity by means of a copy of their identity papers (passport, ID card), certified as true to the original by the competent authorities of their country, such as an embassy, a consulate, a notary public or the police. Subscribers must also certify that they are not an Unauthorised Person (as defined below) and accept any information and documentation requirements which may prove necessary, particularly with regard to the needs for compliance with FATCA legislation as set out in Section 15, "Taxation" in Part A of this Prospectus.

A legal entity may also subscribe in its own name through a legal representative who must provide proof of his authority to act. If the representative of the legal entity acts under a proxy, this proxy must be attached to the subscription form, as well as the articles of association of this legal entity.

Notwithstanding these conditions, the subscription shall be accepted without prior verification of the identity of these shareholders acting on behalf of the legal entity, if the request is made by a credit or financial institution subject to obligations equivalent to those provided for by the Law of 12 November 2004, as amended, or Directive 2005/60/EU.

Article 8 of the Articles of Association of the SICAV confers on the Board of Directors the power to restrict or oppose ownership of shares in the SICAV by any natural person or company if the SICAV considers that such ownership may lead to the infringement of the legislation of the Grand Duchy of Luxembourg or foreign legislation, may result in the SICAV being subject to taxation in a country other than the Grand Duchy or may in some other way be prejudicial to the SICAV (such persons are referred to as "**Unauthorised Persons**"). Furthermore, the Board of Directors reserves the right to refuse all or part of a subscription request. In such an event, the amount of the subscription shall be returned to the potential subscriber within 10 days following this decision.

The Board of Directors also reserves the right to redeem shares held by Unauthorised Persons at any time.

The shares of the SICAV have not been registered under the US Securities Act of 1933, Investment Company Act of 1940, as amended, or any other law applicable in the United States of America. The shares may not therefore be offered, sold, transferred, assigned or given, directly or indirectly, in the United States on behalf or for the benefit of a US Person. US Persons may not be potential purchasers of shares of the SICAV. The SICAV's shareholders are required to inform the Board of Directors regarding any change relating to their lack of status as a US Person. Potential investors are advised to consult their legal adviser before investing in shares of the SICAV in order to confirm that they are not a US Person. The Board of Directors may refuse to issue shares for the benefit of US Persons or to register any transfer of shares to a US Person. In addition, the Board of Directors may proceed with the compulsory redemption of shares held by a US Person at any time.

Subscriptions cannot be accepted when the calculation of the NAV is suspended by the Board of Directors according to the procedure described in the section entitled "The Net Asset Value" in Part A of this Prospectus. These subscription requests shall be postponed until the calculation of the NAV is resumed. Subscription requests received by the Registrar shall in principle be processed, if accepted, in accordance with the procedures specified in the sub-fund factsheets in this Prospectus, increased by any taxes, levies and stamp duty that may be payable, as well as a subscription fee payable to sales agents. The rate and the subscription fee calculation methods are set out for each sub-fund in Part B of this Prospectus.

4.2 Minimum subscription

For each sub-fund and/or each share class, the Board of Directors may establish a minimum subscription amount in relation either to the number of units (minimum holding), or the amount to be subscribed in the base currency of the sub-fund.

The Board of Directors may also decide to charge a subscription fee payable to the sales agents.

These minimum subscription and/or holding amounts and the possible subscription fee are listed in Part B of this Prospectus.

The shares of each sub-fund and/or of each share class may be subscribed according to the procedures set out in Part B of this Prospectus at a price equal to the net asset value per share or share class of the aforementioned sub-fund or share class, plus a subscription fee where appropriate.

4.3 Payment

The subscription price is payable in the base currency of the sub-fund or share class concerned in accordance with the procedures specified in Part B of this Prospectus. If payment is not made within the prescribed deadlines, the SICAV reserves the right to consider the subscription request as null and void.

Payment must be made exclusively by bank transfer to the account of the SICAV held with the Custodian. Any payment must clearly indicate the name of the sub-fund and/or the share class in which the subscriber wishes to invest.

4.4 Subscription by contribution in kind

The shares and/or share classes of the different sub-funds of the SICAV may also be issued in exchange for contributions in transferable securities provided that these transferable securities meet the following conditions:

- the securities must be easily valued by an independent auditor approved in Luxembourg;
- the securities must conform to the investment policy adopted by the sub-fund in which the shares will be subscribed.

The request for subscription by contribution of securities shall be subject to the decision of the Board of Directors of the SICAV. The request must mention the quantity and the exact name of the securities constituting the contribution in kind, as well as the sub-fund and/or the share class(es) of the intended subscription.

Should the Board of Directors of the SICAV approve the request, the subscriber(s) must send the securities constituting the contribution in kind to the Custodian who, on the first valuation day following receipt of the securities, shall issue a valuation report containing:

- the name of the securities;
- the quantity or the nominal value of the securities;

- the valuation methods employed and the values to which these methods have given rise;
- the exchange rate to be applied, which shall be the average rate on the open market on the valuation day.

The report thus drawn up shall be sent to an approved independent auditor, who may be the SICAV's auditor, for verification; the latter shall then send its findings to the Board of Directors of the SICAV.
Costs associated with a subscription in kind shall be borne by the subscribers.

5. Redemption of Shares

5.1 General Information

Shares of each sub-fund and each share class may be redeemed on each valuation day.

Shares redeemed by the SICAV shall be cancelled.

The redemption price for shares of the SICAV may be above or below the initial price paid by the shareholder at the time of subscription, depending on whether the net asset value has increased or decreased.

The Company shall be entitled, should the Board of Directors so decide, to meet the payment of the redemption price to shareholders by an allocation in kind of investments originating from the pool of assets relating to the share class(es) in question up to the limit of the calculated value (in accordance with the procedure laid down in section 4.4) on the valuation day on which the redemption price is calculated, for the value of the shares to be redeemed. Redemptions other than in cash shall be subject to a report by the Company's auditor. Redemption in kind is only possible provided that (i) equal treatment of shareholders is maintained; (ii) the shareholders in question have given their consent; and (iii) the nature or the type of the assets to be transferred in such a case is determined equitably and reasonably and without prejudice to the interests of other shareholders of the share class(es) concerned. The fees relating to the redemption in kind shall be borne by the sub-fund or the share class in question.

5.2. Redemption procedure

Shareholders may request the SICAV to redeem their shares at any time and without limitation.

The redemption request must be sent in writing (Swift, FTP, etc.) or by fax to the SICAV or directly to the Transfer Agent. The request must be irrevocable (subject to the provisions of the section entitled "Suspension of the calculation of the net asset value and of the issue, redemption and conversion of units" in Part A of this Prospectus) and must indicate the number of shares, the sub-fund and the share class to be redeemed and all details necessary for the settlement of the redemption.

For bearer shares, the certificates to be redeemed, with all unmatured coupons attached, must accompany the redemption request. For registered shares, requests must specify the name under which the shares are registered and be accompanied by any documents certifying transfer and any certificates issued.

Redemption requests received by the Registrar shall be processed in accordance with the procedures specified in the sub-fund factsheets in this Prospectus. A redemption fee set by the Board of Directors, where applicable, and detailed in Part B of this Prospectus may be deducted from the redemption price. The redemption fee shall revert to the sub-fund in which the shares are redeemed.

Nevertheless, the SICAV is not obliged to execute redemption requests submitted on the same day if they account for more than 10% of the outstanding shares of a sub-fund. The Board of Directors may decide to defer all or part of the requests that exceed this percentage on a *pro rata* basis, for a period determined at its discretion but which may not exceed five business days. The applicable NAV shall be that specified for all redemption requests as described in the last two paragraphs of this section.

5.3 Payment

The price of the shares to be redeemed shall be paid in the base currency of the sub-fund and/or share class concerned by credit on account or in any other currency after conversion, as instructed by the investor, in accordance with the procedures provided for in the sub-fund factsheets (cf. Part B of this Prospectus), provided that the share certificates, if issued, have been received by the Registrar.

6. Conversion of Shares

6.1. General Information

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the net asset values of the sub-fund or the share class to be converted and of the sub-fund or the share class to be allocated, as established on a common valuation day.

The conversion request must be irrevocable (subject to the provisions of the section entitled "Suspension of the calculation of the net asset value and of the issue, redemption and conversion of units" in Part A of this Prospectus).

Nevertheless, the SICAV is not obliged to execute conversion requests submitted on the same day if they account for more than 10% of the outstanding shares of a sub-fund. The Board of Directors may decide to defer all or part of the requests that exceed this percentage on a *pro rata* basis, for a period determined at its discretion but which may not exceed five business days. The applicable NAV shall be that specified for all conversion requests, as described in Point 6.2 below.

6.2 Procedure

Requests should be submitted in writing or by fax to the SICAV or directly to the Registrar, specifying either the number of shares concerned or the amount to be converted, as well as the sub-fund and/or share class concerned.

Conversion requests must be accompanied by the bearer certificate with all unmatured coupons attached, a duly completed transfer form or any other document certifying the transfer.

Conversion requests received by the Registrar shall be processed in accordance with the procedures specified in Part B of this Prospectus.

The Board of Directors may decide to charge a conversion fee payable to the sales agents as specified in Part B of this Prospectus. Unless the calculation of the net asset value is suspended, conversion requests received on each common valuation day before the deadline specified for each sub-fund in Part B of this Prospectus shall be processed on the basis of the net asset value per share calculated on the next common valuation day. Requests received after this deadline shall be processed on the second following common valuation day.

The number of shares obtained via the conversion of shares of a given sub-fund or share class ("the original sub-fund" or "the original share class") into shares of another sub-fund or share class ("the new sub-fund" or "the new share class") is determined as precisely as possible using the following formula:

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

- A being the number of shares or the amount of the original sub-fund/share class to be converted;
- B being the net asset value per share of the original sub-fund/share class calculated on the relevant common valuation day;
- C being any conversion fee due to sales agents;
- D being the NAV per share of the new sub-fund/share class calculated on the relevant common valuation day;
- E being the exchange rate, if applicable, on the relevant common valuation day between the base currency of the original sub-fund/share class and the base currency of the new sub-fund/share class;
- F being the number of shares of the new sub-fund/share class to be issued as a result of the conversion.

7. Late Trading and Market Timing

The practices of market timing and late trading, as defined below, are formally prohibited, be they in the cases of subscription, redemption or conversion.

The SICAV reserves the right to reject subscription or conversion requests from an investor that it suspects of using such practices and is empowered, where necessary, to take further measures in the interests of the other shareholders.

7.1 Market timing

Practices related to market timing are not authorised.

Market timing is understood to be an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same undertaking for collective investment within a short time period by taking advantage of time differences and/or imperfections or deficiencies in the method used to determine the net asset value of the undertaking for collective investment.

7.2 Late trading

Practices related to late trading are not authorised.

Late trading is understood to mean the acceptance of a subscription, conversion or redemption request received after the cut-off time on the day in question and its execution at the price based on the net asset value applicable to that day.

8. Net Asset Value

8.1. Calculation of the net asset value

The NAV per share of each sub-fund is determined in Luxembourg for each share class at the intervals stipulated in Part B of this Prospectus ("valuation day"), at least twice a month and under the responsibility of the Board of Directors of the SICAV. It is calculated for each share class of the sub-fund concerned by dividing the net assets of that class by the total number of shares of that class outstanding on the valuation day. If a valuation day is a statutory or bank holiday on the Luxembourg Stock Exchange, the valuation day shall be the next bank business day.

The percentage of total net assets to be allocated to each share class of a sub-fund shall be determined at the inception of the SICAV based on the number of shares issued in each share class multiplied by the respective initial issue price and shall be subsequently adjusted to reflect any dividend distributions and subscriptions/redemptions as follows:

- firstly, when a dividend is paid on distribution shares, the assets attributable to that share class are reduced by the total amount of dividends paid (thereby reducing the proportion of total net assets attributable to that share class), whereas the net assets attributable to accumulation shares remain unchanged (thereby increasing the proportion of total net assets attributable to that share class);
- secondly, when shares of a particular share class are issued or redeemed, the corresponding net assets shall be increased or decreased accordingly by the amount received or paid.

The NAV is expressed in the base currency, as defined for each sub-fund and share class in Part B of this Prospectus.

The net asset value of each sub-fund will generally fluctuate depending on the value of the assets in the underlying portfolio.

The valuation of the net assets of each sub-fund and share class shall be carried out as follows:

I. The SICAV's assets shall include in particular:

- a) cash in hand and on deposit, including accrued interest;
- b) all bills payable at sight and accounts receivable (including uncollected proceeds from the sale of securities);
- c) all securities, units, shares, bonds, option or subscription rights and other investments, transferable securities and money market instruments owned by the SICAV;
- d) all dividends and distributions receivable by the SICAV (it being understood that the SICAV may make value adjustments to take account of fluctuations in the market value of the securities brought about by practices such as ex-dividends or ex-rights trading or similar practices);
- e) all accrued interest on securities owned by the SICAV, unless, however, this is included in the principal of these securities;
- f) the SICAV's initial expenses, insofar as these have not been amortised;
- g) any other type of assets whatsoever, including prepaid expenses.

The value of these assets shall be determined as follows:

- i. The value of cash on hand or on deposit, bills and paper payable on demand, accounts receivable, prepaid expenses, and dividend and interest payments declared or due that remain outstanding shall be represented by the nominal value of those assets except when collection of that amount appears unlikely. In the latter event, the value shall be determined by deducting an amount the SICAV deems appropriate to reflect the true value of those assets.

- ii. The valuation of any security listed on an official exchange or any other regulated market which operates regularly and is recognised and open to the public shall be based on the last price known in Luxembourg on the valuation day and, for a security traded on several markets, based on the last known price on that security's principal market. If the last known price is not representative, the valuation shall be based on the foreseeable sale price estimated by the Board of Directors diligently and in good faith.
- iii. The value of transferable securities traded on another regulated market shall be determined in a manner that matches as closely as possible the method described in the previous paragraph.
- iv. Securities not listed or traded on a stock exchange or any other regulated market which operates regularly, is recognised and open to the public shall be valued by the Board of Directors on the basis of their foreseeable sale prices determined prudently and in good faith.
- v. Cash and money market instruments may be valued at face value plus accrued interest or on a straight-line amortisation basis. Insofar as possible, all other assets may be valued by the same method.
- vi. All other assets shall be valued by the Board of Directors at their foreseeable sale prices, as determined in good faith according to generally accepted principles and procedures.

The Board of Directors may at its discretion use other generally accepted valuation methods, if it deems that such valuation better reflects the foreseeable sale price of an asset held by the SICAV.

II. The SICAV's liabilities shall include in particular:

- a) all borrowings, bills and accounts due;
- b) all known liabilities, whether matured or otherwise, including all matured contractual obligations concerning payments in cash or in kind, including the amount of dividends announced by the SICAV but not yet paid, when the valuation day coincides with the date on which it is decided which person is or shall be entitled to such payment;
- c) an appropriate reserve for future tax liabilities on capital and revenue accruing up to the valuation day and determined periodically by the SICAV, and where applicable, other reserves authorised or approved by the Board of Directors;
- d) any other liabilities whatsoever of the SICAV, except those represented by the SICAV's own shares. To assess the amount of these other liabilities, the SICAV shall take into account all expenses to be borne by it, which shall include: fees payable to its Management Company, custodian, domiciliary agent, investment manager, administrative agent, registrar and transfer agent (for the latter three service providers, any expenses not covered by the Management Company under agreements in force and the provisions of this Prospectus), paying agents and permanent representatives in the countries in which the SICAV is subject to registration, and to any other agent employed by the SICAV; the costs relating to legal assistance and auditing; stock exchange listing fees; costs for registering the SICAV and registration renewal fees charged by government authorities; marketing expenses and costs related to the preparation and printing of certificates, the Prospectus, key investor information documents, statements or registration confirmations; government taxes and duties; securities lending fees; as well as any other operational expenses including fees for buying and selling assets (including fees intended to cover work carried out and operational risk incurred on transactions involving a broker from outside the CapitalatWork group and on specific transactions payable to CapitalatWork Foyer Group S.A.1), interest, banking and brokerage fees, postage, telephone and telex charges. The SICAV may calculate administrative and other expenses of a regular or periodic nature by estimating them over the year or any other period and spreading the amount proportionally over this period.

¹ The amount of these fees will be shown in the SICAV's annual reports.

III. Any share of the SICAV in the process of being redeemed shall be treated as an issued and existing share until the close of the valuation day applicable to that share's redemption and, from the close of that valuation day until the day the redemption is settled, the redemption proceeds shall be treated as a liability for the SICAV.

Each share to be issued by the SICAV in accordance with subscription requests received shall be treated as being issued from the close of the valuation day on which the issue price is fixed and its price shall be treated as an amount due to the SICAV until such has been received by the SICAV.

IV. Insofar as possible, any investment or divestment decision taken by the SICAV up until the valuation day shall be taken into account.

V. The net asset value of each sub-fund and share class shall be expressed in the base currency chosen by the Board of Directors (cf. Part B of the Prospectus).

Any asset not denominated in the sub-fund's base currency shall be converted into that currency at the exchange rate prevailing in Luxembourg on the relevant valuation day.

The SICAV constitutes a single legal entity. Unless otherwise agreed with the SICAV's creditors, each sub-fund is solely responsible for the entirety of its debts, liabilities and obligations. Each sub-fund is treated as a separate entity in relations between shareholders.

The net asset value of the SICAV is equal to the sum of the net asset values of the different sub-funds. The SICAV's capital shall at all times be equal to the net asset value of the SICAV and its consolidation currency is the EUR.

VI. A pool of assets shall be established for each sub-fund in the following manner:

- a) the proceeds from the issue of shares of a sub-fund shall be attributed in the books of the SICAV to the pool of assets established for this sub-fund, and the assets, liabilities, income and expenditure relating to this sub-fund shall be attributed to the pool of this sub-fund;
- b) the assets deriving from other assets shall be attributed in the books of the SICAV to the same pool of assets as the assets from which they derive. Each time an asset is re-valued, the increase or decrease in the value of this asset shall be allocated to the asset pool of the sub-fund to which this asset is attributable;
- c) all the liabilities of the SICAV attributable to a specific sub-fund shall be charged against the pool of assets of that sub-fund;
- d) assets, liabilities, expenses and costs which are not attributable to a specific sub-fund shall be charged equally against the different sub-funds or, insofar as justified by the amounts, in proportion to their respective net assets;
- e) following any payment of dividends to shareholders of a sub-fund/share class, the net assets of this sub-fund shall be reduced by the amount of the dividends.

8.2 Suspension of the Calculation of the Net Asset Value and of the Issue, Redemption and Conversion of Shares

The Board of Directors may temporarily suspend the calculation of the net asset value and the subscription, redemption and conversion of shares for one or more sub-funds and/or share classes in the following cases:

- a) during any period when one of the main markets or stock exchanges on which a substantial portion of the investments of a sub-fund is listed is closed, other than for ordinary holidays, or when trading thereon is subject to significant restrictions or is suspended;

- b) whenever the political, economic, military, monetary or social situation or any other event beyond the control of the SICAV does not permit the disposal of the sub-fund's assets by reasonable and normal means without being detrimental to the interests of the shareholders;
- c) during any breakdown in the means of communications normally employed in determining the price or value of any of the SICAV's investments or the current prices on any market or stock exchange;
- d) when currency or capital movement restrictions prevent the execution of transactions on the SICAV's behalf or when purchases and sales of SICAV assets cannot be transacted at normal exchange rates or when payments for the redemption or conversion of SICAV shares cannot, in the Board of Directors' judgement, be transacted at normal exchange rates;
- e) as soon as a General Meeting has been convened at which a motion to dissolve the SICAV will be tabled;
- f) when it has been decided to carry out a merger of the SICAV or of sub-funds of the SICAV, provided that such suspension is justified with regard to protecting shareholders' interests.

Depending on the situations concerned, the suspension shall affect one or more sub-funds. Notice of such suspension period and of its termination shall be published in a Luxembourg daily newspaper and in any other newspaper(s) chosen by the Board of Directors.

Shareholders who have requested to redeem or convert their shares shall also be notified of the suspension of the calculation of the net asset value.

Pending subscription, redemption and conversion requests may be withdrawn on receipt of written notice, provided such notice is received by the SICAV before the suspension period is lifted.

Subscriptions, redemptions and conversions held pending shall be processed on the first valuation day following the end of the suspension.

9. Investment Restrictions

- 9.1 The investments of the different sub-funds of the SICAV must be made up exclusively of:
- a) transferable securities and money market instruments listed or traded on a regulated market within the meaning of European Parliament and Council Directive 2004/39/EC of 21 April 2004 on markets in financial instruments;
 - b) transferable securities and money market instruments traded on another regulated market of a Member State, which operates regularly and is recognised and open to the public. For the purposes of this section, "Member State" denotes a Member State of the European Union as well as the countries party to the Agreement on the European Economic Area, subject to the limits defined in the aforementioned agreement and the related laws;
 - c) transferable securities and money market instruments admitted to an official listing on a securities exchange or traded on another regulated market, which operates regularly and is recognised and open to the public in any other European, American, Asian, Pacific or African country, insofar as the choice of securities exchange or market has been provided for by the SICAV's articles;
 - d) newly issued transferable securities and money market instruments provided that the terms of issue include a commitment to apply for official listing on a securities exchange or on another regulated market which operates regularly and is recognised and open to the public, and provided that the chosen securities exchange or market complies with the management regulations or articles of association of the SICAV and that this listing is obtained within one year of issue;
 - e) units of UCITS authorised under Directive 2009/65/EC (the "**Directive**") and/or other UCIs within the meaning of article 1, paragraph (2) points a) and b) of the Directive, whether or not they are established in a Member State, provided that:
 - such other UCIs are authorised under laws which provide that they are subject to supervision considered by the *Commission de Surveillance du Secteur Financier* (CSSF – Luxembourg Financial Supervisory Authority) to be equivalent to that laid down in Community law, and that cooperation between the authorities is sufficiently ensured;
 - the level of protection guaranteed to unitholders of these other UCIs is equivalent to that provided for the unitholders of a UCITS and, in particular, that the rules relating to the division of assets, to borrowing, lending and short selling of transferable securities and money market instruments are equivalent to the requirements of the Directive;
 - the activities of these other UCIs are reported in semi-annual and annual reports enabling an assessment to be made of the assets, liabilities, income and operations over the reporting period;
 - the total proportion of assets which the target UCITS or other UCIs may, in accordance with their articles of association, invest in units of other UCITS or UCIs does not exceed 10%;
 - f) deposits with credit institutions, repayable on demand or withdrawable and whose maturities are less than or equal to 12 months. The credit institution must be located in a Member State or, if this is not the case, be subject to prudential rules considered by the Luxembourg supervisory authority as being equivalent to European standards;
 - g) in financial derivatives, including equivalent cash-settled instruments, traded on a regulated market referred to in points 9.1 a), b) and c) above or on over-the-counter markets, provided that:
 - the underlying consists of instruments covered in point 9.1, financial indices, interest rates, exchange rates or currencies, in which the SICAV may invest in conformity with the investment policies of the sub-funds;
 - the over-the-counter derivative instruments are reliably and verifiably valued every day and can, at the initiative of the SICAV, be sold, liquidated or closed out by a reverse transaction at any time and at their fair value;
 - the counterparties in over-the-counter derivatives transactions are institutions subject to prudential supervision equivalent to that exercised in Luxembourg;
 - h) money market instruments other than those traded on regulated markets and covered by Article 1 of the Law of 17 December 2010, provided that the issuer or issuer of these instruments is itself subject to regulations intended to protect investors and their savings and that these instruments are:
 - issued or guaranteed by a central, regional or local government administration, by a central bank of an EU Member State, by the European Central Bank, by the European Union or by the European

Investment Bank, by a third country or, in the case of a federal country by a member of the federation, or by an international public body to which one or several EU Member States belong, or

- issued by a company whose securities are traded on the regulated markets covered by points a), b) or c) above, or
- issued or guaranteed by an institution subject to prudential supervision according to the criteria stipulated by EU Law, or by an institution subject and conforming to prudential rules which Luxembourg's supervisory authority, the CSSF, considers at least as stringent as those prescribed by EU legislation, or
- issued by other entities belonging to categories approved by the CSSF provided that investments in such instruments are subject to rules for protecting investors which are equivalent to those stipulated under the first, second and third bullet points above, and that the issuer is either a company with capital and reserves amounting to at least ten million euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth directive 78/660/EEC, or an entity which, within a group of companies including one or more listed companies, is devoted to financing the group, or an entity devoted to financing securitisation vehicles backed by bank financing.

9.2 Any sub-fund of the SICAV may also invest a maximum of 10% of its net assets in transferable securities or money market instruments other than those specified in point 9.1 above.

9.3 Each sub-fund may hold cash on an ancillary basis.

9.4 a) A sub-fund may not invest more than 10% of its assets in transferable securities or money market instruments issued by a single entity. A sub-fund may not invest more than 20% of its assets in deposits with a single institution. A sub-fund's counterparty risk in an over-the-counter derivatives transaction may not exceed 10% of its assets if the counterparty is a credit institution covered by point 9.1. f) above, or 5% of its assets in other cases;

a) The total value of transferable securities and money market instruments held by the sub-fund in the issuing entities in which it has invested more than 5% of its assets may not exceed 40% of the value of its assets. This limit does not apply to deposits with financial institutions subject to prudential supervision or to over-the-counter transactions on derivatives with such institutions.

Notwithstanding the individual limits set out in point 9.4 a) above, a sub-fund may not combine several of the following investments should such combination lead to more than 20% of its assets being invested in a single entity:

- investments in transferable securities or money market instruments issued by that entity;
- deposits with that entity; and/or
- exposures arising from OTC derivative transactions with that entity.

b) The 10% limit specified in point 9.4 a) above may be increased to a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State, by its public regional authorities, by a third country or by international public bodies to which one or several Member States belong.

c) The 10% limit specified in point 9.4 a) above may be increased to a maximum of 25% for certain bonds if they are issued by credit institutions with their registered office in a Member State and are legally subject to special public supervision intended to ensure protection of the holders of such bonds. In particular, the proceeds resulting from the issue of these bonds must be invested, in accordance with the Law, in assets which, during the entire validity of the bonds, sufficiently cover the liabilities arising therefrom and that in the event of the issuer's default are assigned with priority to the repayment of capital and the payment of accrued interest. When a sub-fund invests more than 5% of its net assets in the bonds mentioned above, which are issued by a single entity, the total value of these investments may not exceed 80% of the value of its assets.

d) The transferable securities and money market instruments referred to in paragraph 9.4. c) and d) above are disregarded on application of the 40% limit stipulated in paragraph 9.4 b) above.

The limits stipulated in paragraphs 9.4 a), b), c) and d) may not be aggregated and, in consequence, investments in transferable securities or money market instruments issued by a single entity, or in deposits or derivative instruments contracted with that entity in accordance with paragraphs 9.4 a), b), c) and d) may in no case exceed a total of 35% of the net assets of the relevant sub-fund.

Companies grouped for the purpose of consolidating their accounts according to Directive 83/349/EEC or according to recognised international accounting rules are treated as a single entity in calculating the limits specified in point 9.4.

A sub-fund may invest a cumulative total of up to 20% of its assets in transferable securities and money market instruments from a single group.

9.5 As an exception to the restrictions laid down in Point 9.4) above, all sub-funds are authorised to invest, according to the principle of risk spreading, up to 100% of their assets in different issues of transferable securities and money market instruments issued or guaranteed by a Member State, by its regional public bodies, by an OECD Member State or by international public bodies to which one or several EU Member States belong. If a sub-fund makes use of the aforementioned possibility, these transferable securities must come from at least 6 different issues, without the value of securities from one single issue exceeding 30% of the total amount.

9.6 By way of derogation in respect of the restrictions set out in point 9.4 above, for sub-funds with an investment policy consisting in tracking an equity or debt securities index (hereinafter the “benchmark index”), the limits specified in point 9.4 above are increased to a maximum of 20% for investments in equities and/or debt securities issued by a single entity, provided that:

- the composition of the reference index is sufficiently diversified;
- the index constitutes a representative benchmark of the market to which it refers;
- the index is published in an appropriate manner.

The 20% limit referred to above is increased to 35% for a single issuer if a transferable security or money market instrument proves to be largely dominant in the Benchmark Index. For these same sub-funds, the restrictions stipulated in paragraphs 9.4 b), c) and 9.5 do not apply.

9.7

- a) A sub-fund may acquire units of UCITS and/or other UCIs mentioned in point 9.1 e) above, provided that it does not invest more than 20% of its assets in a single UCITS or other UCI. For the purposes of applying this limit, each sub-fund of a UCI with multiple sub-funds is to be considered as a separate issuer, provided that the principle of segregation of the liabilities of the different sub-funds in regard to third parties is ensured;
- b) A sub-fund may not invest more than 30% of its assets in units of UCIs other than UCITS. If a sub-fund acquires units of UCITS and/or other UCIs, the net assets of these UCITS or other UCIs are not combined for the purposes of the limits laid down in paragraph 9.4 above;
- c) No fees or expenses may be charged to the SICAV when assets of the SICAV are invested in units of another undertaking for collective investment which is also managed, directly or by delegation, by the same promoter, or by CapitalaWork Foyer Group S.A., or by any other company connected to the promoter or CapitalaWork Foyer Group S.A. under joint management or control or by a direct or indirect shareholding of more than 10% of the capital or voting rights. The SICAV may not charge the sub-fund any subscription or redemption fees in respect of investments in such funds. Furthermore, the SICAV may only charge a reduced management fee of 0.25% of the assets of the sub-fund in respect of investments in such funds.

9.8

- a) The SICAV may not acquire shares with voting rights that would enable it to exert a significant influence on the management of an issuer.
- b) The SICAV is prohibited from acquiring more than:
- 10% of the non-voting shares of a single issuer,
 - 10% of the debt securities of a single issuer,
 - 25% of the units of a single UCITS or other UCI within the meaning of article 2 of the Law of 17 December 2010,
 - 10% of the money market instruments of a single issuer,

The limits specified in the second, third and fourth subparagraphs of point b) above do not have to be observed on acquisition if, at that time, the gross amount of the bonds or money market instruments, or the net amount of securities issued cannot be calculated.

- c) The restrictions set out in points 9.8 a) and b) above do not apply to:
- transferable securities and money market instruments issued or guaranteed by a Member State or by its public regional authorities;
 - transferable securities and money market instruments issued or guaranteed by a non-EU Member States;

- transferable securities and money market instruments issued by international public bodies to which one or several EU Member States belong.
- 9.9** All sub-funds may borrow up to 10% of their net assets provided that these borrowings are temporary.
- 9.10** The SICAV may not grant loans or act as guarantor on behalf of third parties, or short sell transferable securities, money market instruments or other financial instruments referred to in point 9.1 e), g) and h).
- 9.11** The SICAV may not invest its assets in movable or immovable assets other than those which are essential for the direct pursuit of its business.
- 9.12** The SICAV may not acquire precious metals or certificates representing the same.
- 9.13** If the maximum percentages set out in this section are exceeded involuntarily by the SICAV or as a result of the exercise of rights attached to the securities in its portfolio, the SICAV must adopt as a priority objective for its sales transactions the remedying of that situation taking due account of the interests of the shareholders.
- 9.14** A sub-fund of the SICAV may subscribe, acquire and/or hold securities issued or to be issued by one or several other sub-funds of the SICAV without the SICAV being subject to the requirements of the Law of 10 August 1915 on commercial companies, as amended, with respect to the subscription, acquisition and/or holding by a company of its own shares, provided that:
- the target sub-fund does not in turn invest in the sub-fund which is investing in it; and
 - the proportion of assets which the target sub-funds may invest, in accordance with the provisions of the articles of association, this Prospectus and the sub-fund factsheets, in units of other target sub-funds of the SICAV does not exceed 10%; and
 - any voting rights attached to the securities concerned are suspended for as long as they are held by the sub-fund in question, without prejudice to proper treatment in the accounts and periodic reports; and
 - in any event and for as long as these securities are held by the SICAV, their value is not taken into account when calculating the net assets of the SICAV for the purposes of verifying the minimum threshold for net assets imposed by the Law of 17 December 2010; and
 - there is no double payment of subscription or redemption fees at the level of the target sub-fund and the sub-fund of the SICAV investing in the target sub-fund.
- 9.15** Furthermore, by way of derogation from the limits set out in this section, the SICAV is authorised to adopt a feeder-master investment policy structure in accordance with the provisions of the Law of 17 December 2010 provided that this is specifically authorised by the investment policy of the sub-fund concerned that will act as the feeder fund, as indicated in Part B of this Prospectus.
- 9.16** For the purposes of this section, each sub-fund is deemed a separate UCITS.
- 9.17** While continuing to observe the principle of risk spreading, newly-approved sub-funds may depart from points 9.4, 9.5, 9.6 and 9.7 for a period of six months following the date of their approval.

10. Risk Hedging and Use of Financial Instruments:

Each sub-fund is authorised, with a view to increasing its returns and/or reducing its risks, to use techniques and instruments involving transferable securities and money market instruments or other types of underlying assets provided that such techniques and instruments are used for the purposes of efficient portfolio management. The use of derivatives is subject to the conditions and investment limits laid down in the section entitled "Investment Restrictions".

Each sub-fund may also enter into forward exchange contracts for hedging purposes or with the intention of taking exchange risks in accordance with the investment policy of the sub-fund.

The SICAV may invest in derivatives provided that the total risk to which the underlying assets are exposed does not exceed the investment limits laid down in the section entitled "Investment Restrictions". When a sub-fund invests in index-based derivative instruments, these investments are not combined for the purposes of the limits laid down in the section entitled "Investment Restrictions".

When a derivative is embedded within a transferable security or money market instrument, this must be taken into account in the application of the provisions of the section entitled "Investment Restrictions" and for the purpose of assessing the risk associated with derivatives transactions, so that the global exposure relating to derivative instruments does not exceed the total net assets as described in the section of the Prospectus entitled "Use of derivatives and management of the associated risks".

10.1 Securities lending transactions

Each sub-fund of the SICAV may enter into securities lending transactions, subject to compliance with ESMA recommendations 2014/937 and the rules of CSSF Circular 08/356 on the rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to transferable securities and money market instruments, as occasionally amended.

1.1. Rules intended to ensure the successful conclusion of securities lending transactions

Each sub-fund of the SICAV may lend the securities in its portfolio to a borrower either directly or via a standardised lending system organised by a recognised securities clearing house or a lending system organised by a financial institution specialised in such transactions and subject to prudential supervision rules equivalent to those provided for under Community legislation.

The expected level of use of securities lending is in the range of 0% to 30% of the NAV of the relevant sub-fund. The maximum percentage may be as high as 100% of the portfolio.

In all cases, the counterparty to the securities lending agreement must be subject to prudential supervision rules deemed by the CSSF (*Commission de Surveillance du Secteur Financier*) to be equivalent to those provided for under Community legislation.

For each securities lending transaction concluded, the relevant sub-fund must receive a guarantee, the value of which may not be less than the total market value of the securities lent throughout the entire lending period, which may not exceed 30 days.

For securities lending purposes, the SICAV has adopted the lending system used by *RBC Investor Services Trust*.

The adoption of this lending system is formalised in an agreement under which the SICAV has appointed *RBC Investor Services Trust* (the "**Securities Lending Agency Agreement**") to act as the main counterparty to the borrower in securities lending transactions.

RBC Investor Services Trust is a trust established under Canadian law and a company belonging to the RBC Investor Services group.

RBC Investor Services Trust's provision of securities lending services to the SICAV complies with the applicable legal and regulatory provisions and rules of conduct, and the performance of such additional banking services and of the tasks of the custodian, which belongs to the same group, are separated, from both a functional and hierarchical standpoint.

The relevant sub-fund will receive a guarantee as described below and this will be held and frozen in the name and on behalf of the sub-fund by *RBC Investor Services Trust* until the agreement expires.

1.2. Conditions and limits governing lending transactions

Each sub-fund must limit the volume of securities lending transactions to an appropriate level or must be able to recall the securities lent so that it is at all times capable of fulfilling its redemption obligations and so that such transactions do not compromise the management of the relevant sub-fund's assets according to its investment policy.

10.2 Repurchase Agreements

The SICAV does not currently participate in repurchase operations consisting of the purchase or sale of securities whereby the seller reserves the right to repurchase the securities sold at a price and at a time agreed between the two parties on conclusion of the contract. If the SICAV intends to use this type of operation in the future, this Prospectus will be amended accordingly.

10.3 Management of financial guarantees for efficient portfolio management techniques

The SICAV may receive financial guarantees to reduce the counterparty risk exposure arising from efficient portfolio management techniques.

Financial guarantees accepted by the SICAV will take the form of a guarantee the nature of which will be determined by mutual agreement in accordance with applicable legal provisions. The guarantee may be given in the form of bonds issued or guaranteed by a Member State of the OECD or its local public authorities or by a supranational institution and frozen in the name of the SICAV until the expiry of the efficient portfolio management techniques.

10.3.1. General criteria

Guarantees to reduce counterparty risk exposure consist of securities that are acceptable to the SICAV's securities lending agent, *RBC Investor Services Trust*, 155 Wellington Street West (7th floor), Toronto, Ontario M5V3L3 (the "**Securities Lending Agent**") and that comply with the criteria specified by the SICAV in accordance with the SICAV's collateral policy.

The management company is responsible for ensuring that guarantees to reduce counterparty risk exposure comply with the criteria referenced in ESMA guidelines 2014/937:

- Liquidity: any guarantee received other than cash shall be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing so that it can be sold quickly at a price that is close to pre-sale valuation. The financial guarantees received shall also comply with the provisions of Article 56 of Directive 2009/65/EC.
- Valuation: the guarantees received shall be valued on at least a daily basis and assets that exhibit high price volatility shall not be accepted as financial guarantees unless suitably conservative haircuts are in place. Said guarantees are **mark to market** and increased by a variation margin relative to the securities lent.
- Issuer credit quality: the financial guarantees received shall be of high quality.
Correlation : the financial guarantees received by the SICAV shall be issued by an entity that is independent from the counterparty and are expected not to display a high correlation with the performance of the counterparty.

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

Risks linked to the management of guarantees, such as operational and legal risks, shall be identified, managed and mitigated by the SICAV's risk management process.

Securities lending is guaranteed by collateral in the form of securities received with transfer of ownership and held by the Securities Lending Agent as trustee on behalf of the SICAV.

The Custodian has delegated custody of the collateral to the Securities Lending Agent. While the Securities Lending Agent is entitled to use intermediaries (including, where applicable, other affiliates of the Custodian or the Securities Lending Agent), ultimate responsibility for the safekeeping of the collateral nevertheless lies with the Custodian.

10.3.2. Types of guarantees authorised

The following types of financial guarantees are permitted:

Bonds issued or guaranteed by Member States of the OECD or by their local or public authorities or by their supranational institutions and organisations.

The Management Company's Risk Management department may impose more stringent criteria in terms of guarantees received and thus exclude certain types of instruments, certain countries, certain issuers or even certain securities.

10.3.3. Level of financial guarantees

The Management Company has implemented a policy which requires a level of financial guarantees based on the type of transaction as follows:

- The minimum percentage required by any applicable legislation or regulatory authority with jurisdiction over the Management Company; and
- Market practice,
- 102% of the value of the bonds lent

10.3.4. Haircut policy

The Management Company has implemented a haircut policy tailored to each category of assets received as a financial guarantee.

The minimum discounts for each type of guarantee are as follows:

Bonds issued or guaranteed by a Member State of the OECD	2%
Bonds issued or guaranteed by a local public authority of a Member State of the OECD	2%
Bonds issued or guaranteed by a supranational institution	2%

No cash guarantees shall be given.

10.3.5 Reinvestment of financial guarantees

Financial guarantees shall not be sold, reinvested or pledged. They will meet the criteria set out in ESMA recommendations 2014/937.

10.4. Measures taken to limit the risks associated with efficient portfolio management techniques

Measures taken to limit counterparty and delivery risks

- Selection of counterparties:

RBC Investor Services Trust selects the counterparties as listed in Appendix A (and amended from time to time) of the Securities Lending Agency Agreement. As part of its securities lending activity, *RBC Investor Services Trust* sends the Management Company a quarterly list of securities borrowers to which the Management Company may lend its securities. *RBC Investor Services Trust* updates this list regularly to ensure that the provisions of CSSF Circular 08/356 are applied. This document is sent on a quarterly basis to the Management Company's risk management department.

For all transactions, counterparties are selected from banking and financial institutions with a strong reputation in the international financial community, based on criteria such as: a significant continued presence on the reference market, prompt and attentive execution, and accuracy in trade settlement.

The SICAV authorises securities lending transactions with institutions deemed creditworthy after assessment by the Securities Lending Agent; such institutions are generally rated investment grade or higher and are located in an OECD country.

- Financial guarantees: See point 10.3.3. Level of financial guarantees
- Restrictions on reinvesting financial guarantees received: see point 10.3.5.

10.5. Remuneration policy for the securities lending activity

Income from the securities lending activity is returned in full to the relevant sub-fund(s), less any direct and indirect operating costs and fees. Costs and fees paid for the securities lending activity are at most 40% of such gross income before direct and indirect operating fees, of which 15% for the management company and a maximum of 25% for *RBC Investor Services Trust*.

As part of this activity, *RBC Investor Services Trust* ensures that the securities lending transactions are concluded and takes responsibility for the resulting administrative follow-up, the monitoring of the activity's risks, the activity's legal and tax monitoring, and the hedging of operational risks arising from the activity.

The annual report contains detailed information on the income from the securities lending activity and on the operating costs and fees incurred. It also provides information on the identity of the entities to which these costs and fees are paid and specifies whether they are related to the Management Company or the Custodian.

10.6. Periodic disclosures to investors

Additional information on the conditions for applying these efficient portfolio management techniques can be found in the annual and semi-annual reports.

11. Use of Derivatives and Management of the Associated Risks

Each sub-fund of the SICAV may enter into derivatives transactions, either for the purpose of efficient portfolio management or for risk hedging. In all cases, these transactions should not result in a sub-fund deviating from its investment objectives.

The use of derivatives may also increase (by an increase in exposure) or decrease (by a reduction in exposure) the volatility of the SICAV.

The SICAV may invest in forward financial instruments traded on regulated markets.

For example, the SICAV may carry out transactions on the futures, options or swaps markets.

The overall risk of the SICAV shall be measured using the **commitment approach**, as defined in CSSF Circular 11/512 and in the CESR/10-788 guidelines.

11.1 Limits

Investments in derivatives may be carried out provided that the overall exposure relating to the financial instruments does not exceed the total net assets of the sub-fund.

The total risk related to financial derivatives does not exceed the total net assets of the portfolio; this means that the total risk related to the use of financial derivatives may not exceed 100% of the net asset value and that the total risk assumed by the SICAV may not exceed 200% of the net asset value on a permanent basis. The overall risk associated with financial instruments is represented by the liabilities, i.e. the result of the conversion of positions on financial instruments into equivalent positions on the underlying assets, where necessary according to their respective sensitivity.

The derivatives used to hedge the portfolio aim to reduce the overall risk assumed by the sub-fund.

Long and short positions on the same underlying asset or on assets with a significant historical correlation may be offset.

When a derivative is embedded within a transferable security or money market instrument, this must be taken into account in the application of the provisions of this section.

When a sub-fund invests in index-based derivative instruments, these investments are not combined for the purposes of the limits laid down in the section entitled "Investment Restrictions".

11.2 Specific limits governing credit derivatives

The SICAV may carry out credit derivative transactions:

- with first-class counterparties specialised in these types of transactions;
- the underlying assets of which correspond to the investment objectives and policy of the sub-fund;
- that may be sold at any time at their market value;
- whose valuation must be reliable and periodically verifiable;
- for hedging purposes or not.

If credit derivatives are concluded for purposes other than hedging, the following conditions must be met:

- credit derivatives must be used for the exclusive interests of investors and produce attractive returns in relation to the risks incurred by the SICAV;
- the investment restrictions specified in the section entitled "Investment Restrictions" apply to the issuer of the credit default swap (**CDS**) and to the credit derivative's final debtor risk (underlying), unless the credit derivative is based on an index;
- the sub-funds must at all times ensure adequate hedging of the liabilities related to credit default swaps so that they are always able to meet the redemption requests of their investors;
- the nominal amounts may not exceed 20% of their net assets.

Credit derivatives are valued regularly according to the valuation methods duly approved by the auditor of the SICAV.

The strategies used for credit derivatives are, inter alia, the following (which may be combined, where appropriate):

- Quickly invest newly subscribed amounts in a UCITS and/or UCI on the credit market through the sale of credit derivatives;
- When the evolution of spreads is expected to be positive, take a credit exposure (global or targeted) by selling credit derivatives;
- when the evolution of spreads is expected to be negative, protect or take a position (overall or targeted) by purchasing credit derivatives.

11.3 Transactions on the currency markets

Each sub-fund of the SICAV may conclude forward exchange transactions for the purpose of hedging or in order to take currency risks within the scope of the investment policy of the sub-fund without, however, deviating from its investment objectives.

12. Risk factors

The different sub-funds of the SICAV may be exposed to different risks depending on their investment policy. The principal risks the sub-funds may face are listed below.

The description of the risks below is not intended to be exhaustive, however, and potential investors should read this Prospectus in full as well as the "Risk Assessment" chapter in the key investor information section of Part B of the Prospectus.

It is also recommended that potential investors consult their professional advisers before investing.

Risk of capital loss: Investors receive no guarantee on the capital invested in the relevant sub-fund. It is possible that they will not get back the full amount invested.

Interest rate risk: Fluctuations in interest rates (mainly due to inflation) may create the risk of a loss and lower the Net Asset Value of the respective sub-fund (in particular when interest rates rise, if the sub-fund has positive rate sensitivity, and when interest rates fall, if the sub-fund has negative rate sensitivity). Long-term bonds (and the related derivatives) are more sensitive to fluctuations in interest rates. A change in inflation, i.e. a general increase or decrease in the cost of living, is one of the factors that can affect interest rates and consequently Net Asset Value.

Volatility risk: The sub-funds may be exposed to the risk of market volatility and could therefore, depending on their exposure, suffer losses in case of fluctuations in the level of volatility on these markets.

Credit risk: Risk that an issuer or counterparty will default. This risk includes the risk of changes in credit spreads and the risk of default.

Some sub-funds may be exposed to the credit market and/or to certain issuers in particular whose prices will change based on the market's expectation of their ability to repay their debt. These sub-funds may also be exposed to the risk of default by a selected issuer, i.e. its inability to meet its debt repayments, in the form of coupons and/or principal. Depending on whether the respective sub-fund is positioned positively or negatively on the credit market and/or on certain issuers in particular, an upward or downward movement in credit spreads, respectively, or even a default, can have a negative impact on Net Asset Value.

Risk related to financial derivatives: Financial derivatives are instruments whose value depends on (or is derived from) one or more underlying financial assets (equities, interest rates, bonds, currencies, etc.). The use of derivatives therefore involves the risk related to the underlying assets. They may be used to gain exposure to or hedge against the underlying assets. Depending on the strategies employed, the use of financial derivatives may also involve leverage risks (amplification of downward movements). With hedging strategies, financial derivatives may, under certain market conditions, not be fully correlated to the assets to be hedged. For options, due to unfavourable fluctuations in the price of the underlying assets, the respective sub-fund could lose all of the premiums paid.

Currency risk: Currency risk stems from the respective sub-fund's direct investments and its investments in forward financial instruments, resulting in exposure to a currency other than the respective sub-fund's valuation currency. Changes in the exchange rate for this currency against the sub-fund's valuation currency can have a negative impact on the value of the assets in the portfolio.

Counterparty risk: The sub-funds may use efficient portfolio management techniques. These transactions may create a counterparty risk, i.e. the risk of incurring losses on commitments entered into with a defaulting counterparty.

Emerging country risk: Market movements may be stronger and faster on these markets than on developed markets, which can lead to a substantial fall in net asset value in the event of adverse movements relative to the positions taken. Volatility may result from an overall market risk or be triggered by difficulties with a single security. Sector concentration risks may also be prevalent in certain emerging markets. These risks may also cause higher volatility. Emerging countries may experience significant political, social, legal and tax uncertainties or other events that may have a negative impact on the sub-funds that invest there.

Risk related to external factors: Uncertainty about the sustainability of certain external environment-related factors (such as the tax system or regulatory changes) likely to have an impact on the operation of the respective sub-fund.

Settlement risk: The risk that settlement through a payment system does not occur as expected, because the payment or the delivery by a counterparty does not occur or is not carried out in accordance with the initial conditions. This risk exists to the extent that certain sub-funds invest in regions where the financial markets are not highly developed; this risk is limited in regions where the financial markets are well developed.

High leverage risk: Compared with other types of investments, certain sub-funds may operate with a high level of leverage. The use of leverage may entail significant volatility, and the respective sub-fund may suffer steeper losses depending on the level of leverage.

Liquidity risk: Liquidity risk is defined as the risk that a position in the portfolio of the respective sub-fund cannot be sold, liquidated or closed at a limited cost and at reasonably short notice, thereby compromising the respective sub-fund's ability to meet, at all times, its obligations to redeem shareholders' shares at their request. On certain markets (in particular emerging and high yield bonds, small-cap equities, etc.), bid-ask spreads may widen under less favourable market conditions, which can have an impact on Net Asset Value when assets are bought or sold. Furthermore, in the event of a crisis on these markets, the securities may also become difficult to trade.

Delivery risk: The respective sub-fund may want to liquidate assets that are, at that time, involved in a transaction with a counterparty. In such a case, this sub-fund would recall these assets from the counterparty. Delivery risk is the risk that the counterparty, although contractually required, may not, operationally speaking, be able to return the assets quickly enough to allow the sub-fund to fulfil the sale of these instruments on the market.

Equity risk: Some sub-funds may be exposed to equity market risk (through transferable securities and/or derivatives). These investments, which result in long or short exposure, may entail the risk of significant losses. A fluctuation in the equity market in the opposite direction of the positions could entail the risk of losses and could lower the sub-fund's Net Asset Value.

Arbitrage risk: Arbitrage is a technique used to take advantage of actual (or anticipated) differences in prices between markets and/or sectors and/or securities and/or currencies and/or instruments. Should these arbitrage transactions perform poorly (rise in short transactions and/or fall in long transactions), the Net Asset Value of the respective sub-fund could fall.

Concentration risk: Risk related to a significant concentration of investments in one asset class or on certain markets. This means that changes in these assets or these markets have a significant impact on the respective sub-fund's portfolio value. The greater the diversification of the sub-fund's portfolio, the lower the concentration risk. This risk is, for example, also greater on more specific markets (certain regions, sectors or themes) than on broadly diversified markets (worldwide distribution).

Conflict of interest risk: The choice of counterparty based on reasons other than the sole interest of the SICAV and/or unequal treatment in the management of equivalent portfolios could be the main sources of conflicts of interest.

Risks related to techniques

Securities lending risk

Risk of loss in the event of default by the counterparty (i.e. the borrower) to the securities lent by the respective sub-fund. This risk is mitigated by the fact the borrower is eligible through the Securities Lending Agent and approved by the SICAV. There is the risk of a delay between when the securities borrower defaults and when the Securities Lending Agent returns equivalent securities once the Securities Lending Agent has exercised the guarantee held (which can limit the respective sub-fund's ability to meet its own commitments).

Risk related to high yield investments

High yield debt securities (also referred to as “non-investment grade”) are defined as debt securities that usually generate significant returns and also have a low credit rating and a high risk of credit events. High yield bonds are often more volatile, less liquid and more likely to experience financial difficulties than other higher-rated bonds. Bonds from troubled issuers are often defined as (i) bonds that have been assigned highly speculative long-term ratings by the rating agencies or (ii) bonds whose issuers have initiated bankruptcy proceedings or are likely to do so. In some cases, the recovery of investments in debt securities that are in difficulty or in default is subject to uncertainties related to court decisions and corporate restructurings, among other factors. It can therefore be more difficult to value high yield securities (including those in difficulty) than other higher-rated securities due to the lack of liquidity. An investment in this type of security can result in unrealised capital losses and/or losses that may have a negative impact on the Net Asset Value of the sub-fund.

13. Management Technique

For the purpose of efficient portfolio management, the SICAV may manage all or part of the assets of one or more sub-funds through **pooling**, provided their respective investment policies are respected. The sub-funds may therefore participate in **pools** of assets in proportion to the amount of assets they contribute.

These pools should not be considered individual legal entities, and a pool's notional units of account should not be considered shares. Shares of the SICAV are not issued in respect of such pools; they are issued solely in respect of each sub-fund concerned, which may contribute a certain amount of its assets to such pools for the purpose indicated above.

The pools shall be built up via the periodic transfer of transferable securities, cash and other eligible assets by the participating sub-funds to the pools (provided that such assets are suitable in terms of the investment objectives and policies of the participating sub-funds). From time to time, the Board of Directors of the SICAV or its appointed agent may then transfer further assets to each pool. Assets may also be withdrawn from the pool and returned to the participating sub-fund, up to the amount of that sub-fund's participation in the pool, which shall be measured in terms of notional units of account in the pool(s).

When a pool is established, the notional units of account shall be expressed in a currency considered appropriate by the Board of Directors of the SICAV and an amount equal in value to the contributed transferable securities, cash and/or other eligible assets shall be allocated to each participating sub-fund; the value of a pool's notional units of account shall be determined on each valuation day by dividing its net assets by the number of notional units of account issued and/or remaining.

When additional cash or assets are transferred to or withdrawn from the pool, the amount of units allocated to the relevant participating sub-fund shall increase or decrease, depending on the case, by the number of units calculated by dividing the amount of cash or the value of the transferred or withdrawn assets by the prevailing value of one unit. For the purpose of such calculations, cash contributions shall be processed minus an amount which the Board of Directors of the SICAV considers equivalent to the tax, investment and transaction costs likely to be incurred upon investment of the cash; in the event of a withdrawal of cash, a further deduction shall be made of an amount equivalent to the costs likely to be incurred upon the sale of the pool's transferable securities and other assets.

The contribution of each participating sub-fund to the pool is reflected in each holding within the pool.

Dividend payments, interest and other distributions equivalent in nature to income received in respect of the pool's assets shall be credited to the participating sub-funds in proportion to their respective participations in the pool at the time such income is received. In the event of the dissolution of the SICAV, the assets constituting a pool shall be allocated (subject to the rights of creditors) to the participating sub-funds, in proportion to their respective participations in the pool.

14. Allocation of Profits

Within the legal limits set by the Law of 17 December 2010, the General Meeting shall deliberate each year on this matter upon proposal by the Board of Directors.

For distribution shares, the Board of Directors shall propose that all the income received, less a proportionate amount of the remunerations, fees and expenses relating thereto, shall be distributed within the limits of Article 27 of the Law of 17 December 2010 and in accordance with Article 26 of the Articles of Association.

Dividend notices shall be published in accordance with the provisions of the section entitled "Publications" below.

For accumulation shares, the Board of Directors shall propose the accumulation of income accruing to them.

Dividends not claimed within five years of the payment date by their beneficiaries shall lapse and revert to the relevant sub-funds.

The Board of Directors may pay interim dividends as it deems appropriate.

15. Fees and Expenses

15.1 Formation expenses for new sub-funds

The Management Company bears the formation expenses for new sub-funds, including the costs of preparing and re-printing the Prospectus, notary fees, fees for introduction to administrative and securities exchange authorities, certificate printing expenses, and all other costs incurred for such changes.

Expenses in respect of the subsequent launch of sub-funds may be amortised over five years, solely on the assets of these new sub-funds.

15.2 Management Company

As payment for collective portfolio management services (including asset management, administration as defined in Annex II of the Law of 17 December 2010, and marketing) provided to the SICAV, as described in Part A of this Prospectus in the chapter on “The Management Company”, the Management Company may charge the SICAV a management fee, administration fee and performance fee as determined in a mutual agreement between the SICAV and Management Company, and as specified in each sub-fund’s factsheet in Part B of this Prospectus.

15.3 Investment Managers

As payment for the services described in the section entitled “Investment Managers” in Part A of this Prospectus, the Management Company shall pay each Investment Manager a management fee and, where applicable, a performance fee as determined by mutual agreement between the respective Investment Manager and the Management Company.

Each Investment Manager shall be responsible for the remuneration of any investment advisers or sub-investment managers it may appoint.

15.4 Custodian – Principal Paying Agent – Domiciliary Agent

The SICAV will pay the Custodian and the Principal Paying Agent an annual fee which will vary up to a maximum of 0.2% of the Net Asset Value of the SICAV, with a minimum fee per sub-fund of EUR 14,500. This fee is payable on a monthly basis and does not include transaction fees or sub-custodian or similar agent fees. The Custodian and Principal Paying Agent can also expect to be reimbursed for reasonable expenses that are not included in the charges listed above. The amounts paid by the SICAV to the Custodian and Principal Paying Agent will be mentioned in the SICAV’s annual report.

The SICAV bears the expenses of the Domiciliary Agent.

15.5 Administrative Agent – Registrar – Transfer Agent

As payment for their services, described in section 3.6 “Central Administration” of Part A of this Prospectus, the Administrative Agent, Registrar and Transfer Agent may charge the Management Company a fee determined by mutual agreement between the Administrative Agent, Registrar and Transfer Agent, and the Management Company.

15.6 Other expenses

In relation to securities lending transactions carried out by *RBC Investor Services Trust* on behalf of the SICAV, the SICAV shall pay fees and expenses calculated on the basis of income received by the SICAV, as negotiated by *RBC Investor Services Trust* on behalf of the SICAV for the securities lending transaction in question.

Expressed as a percentage, the amount of these fees and expenses will be determined by mutual agreement between *RBC Investor Services Trust* and the SICAV.

As payment for services provided in relation to the securities lending transactions, the SICAV will also pay the Management Company fees and expenses calculated on the basis of income received by the SICAV, under

the terms of a mutual agreement between the Management Company and the SICAV, and consistent with standard practice in Luxembourg.

The SICAV shall bear the cost of all its operating expenses: remuneration for its services, fees payable to its Management Company, custodian, domiciliary agent, investment managers, administrative agent, registrar and transfer agent (for the latter three service providers, any expenses not covered by the Management Company under agreements in force and the provisions of this Prospectus), paying agents and permanent representatives in the countries in which the SICAV is subject to registration; the remuneration of its directors and any other agent employed by the SICAV; the costs relating to legal assistance and auditing; costs incurred in the production of annual and semi-annual reports; stock exchange listing fees; costs for registering the SICAV and registration renewal fees charged by government authorities; marketing expenses and costs related to the preparation and printing of certificates, the Prospectus, key investor information documents, statements or registration confirmations; government taxes and duties; securities lending fees; as well as any other operational expenses including fees for buying and selling assets (including fees intended to cover work carried out and operational risk incurred on transactions involving a broker from outside the CapitalatWork group and on specific transactions payable to CapitalatWork Foyer Group S.A.), interest, banking and brokerage fees, postage, telephone and telex charges.

Fees and expenses chargeable to a given sub-fund shall be charged directly to such sub-fund. A sub-fund shall not be liable for expenses attributable to another sub-fund. Each sub-fund is treated as a separate entity in relations between shareholders.

Fees and expenses that may not be directly attributed to a particular sub-fund shall be charged equally to all the sub-funds or, if the amounts so justify, in proportion to their respective net assets.

16. Taxation

16.1. Taxation of the SICAV

The SICAV is governed by Luxembourg tax laws.

Under the legislation and regulations currently in force, the SICAV is subject to a subscription tax (*taxe d'abonnement*). As at the date of this Prospectus, the annual *taxe d'abonnement* amounts to 0.05%. The tax is calculated and payable quarterly on the basis of the net value of the net assets of class A, C, D and E shares of the different sub-funds listed in the factsheets.

A reduced tax of 0.01% is applicable to the Net Asset Value of class I shares of the various sub-funds of the SICAV, as they are classes reserved for Institutional Investors.

It is reduced to 0% for the assets of the SICAV invested in units of other UCIs subject to the *taxe d'abonnement* in Luxembourg.

No fees or taxes are due in Luxembourg on the shares issued by the SICAV, other than the set fee payable on incorporation and covering the raising of capital. This duty amounts to EUR 1,250.00.

Income earned by the SICAV may be subject to tax in its country of origin and is therefore collected by the Company after deduction of this tax, which is non-recoverable.

16.2. Taxation of shareholders

The Luxembourg Law of 21 June 2005, as amended by the Law of 25 November 2014, transposed Directive 2003/48/EC on taxation of savings income in the form of interest payments (the "**Savings Directive**") into Luxembourg law. The aim of the Savings Directive is to enable interest income paid to a beneficial owner who is a natural person residing in an EU Member State, to be taxed according to the provisions of the country of residence of that beneficial owner.

This objective is to be achieved on the basis of an exchange of information procedure between the tax authorities of the European Union. Luxembourg automatically exchanges information about distributions and redemption proceeds received since 1 January 2015 for funds covered by the Savings Directive, which is the case for the SICAV.

It is recommended that shareholders inform themselves of and, if necessary, seek advice in relation to the laws and regulations on taxation and exchange controls applicable to the subscription, purchase, ownership and sale of shares in their country of origin, residence and/or domicile.

In particular, it is recommended that potential shareholders seek advice from their tax adviser as regards the tax consequences applicable under the Savings Directive in relation to interest payments generated by dividends and gains realised on the sale and conversion of shares of the SICAV.

16.3. Exchange of tax information

The Organisation for Economic Co-operation and Development (the "**OECD**") has developed an international standard method to improve transparency and the automatic exchange of tax information, known as the Common Reporting Standard (the "**CRS**"). This standard already applies to all countries in the European Union (the "**EU**") and is intended to apply to the 99 participating countries.

The Luxembourg Law on the Common Reporting Standard of 18 December 2015 introduced the automatic exchange of financial account information in the field of taxation with EU Member States and Luxembourg's other partner jurisdictions.

The CRS gives tax administrations systematic knowledge of the financial assets held abroad by their countries' tax residents.

To implement the automatic exchange of information, the CRS relies on the combined action of:

- a) account-holding **clients** who must report their tax residence to determine whether or not they are considered "non-residents" through self-certification;
- b) **financial institutions** which must, on an annual basis, report their "non-resident" clients, their account balances and the financial income that they earned during the year to their local tax authority;

c) the **tax authorities** of participating countries, which forward this information to the tax authorities of the country of tax residence of the client who was included in this report.
Luxembourg is committed to implementing the new standard on the automatic exchange with other partner jurisdictions from 2017 for information about the 2016 tax year.

16.4. FATCA

The US Foreign Account Tax Compliance Act ("**FATCA**") was passed in the United States of America on 18 March 2010 in the context of the Hiring Incentives to Restore Employment act (the "**HIRE Act**"), with the aim of stepping up the fight against tax evasion by US Persons by requiring that foreign financial institutions ("**FFIs**") identify and provide certain information relating to:

- (i) their US investors (nationals or residents), or
- (ii) certain non-US companies substantially held by US investors, or
- (iii) companies failing to cooperate on FATCA

the US tax authorities (the Internal Revenue Service or "**IRS**"). According to the provisions of FATCA, investment funds located outside the US, such as the SICAV, could be treated as FFIs. FFIs that do not comply with FATCA provisions could be subject to 30% withholding tax on certain income of US origin.

Luxembourg has entered into an intergovernmental agreement ("**IGA**") with the United States whereby Luxembourg financial institutions which meet the FATCA requirements set out in this IGA will be deemed FATCA-compliant. Accordingly, they will not be subject to the 30% withholding tax. The IGA was transposed in Luxembourg by the Law of 24 July 2015.

The Board of Directors of the SICAV considers that it should be regarded as a foreign financial institution within the meaning of the FATCA provisions. Moreover, the Board of Directors of the SICAV wishes to be considered a Collective Investment Vehicle within the meaning of sub-paragraph D of section IV of Appendix II of the IGA. Consequently, shares in the SICAV may only be held by, or through the intermediary of, one or more persons ("**Authorised Persons**") that are qualified, for FATCA purposes, in said IGA and said legislation, as follows:

- "Exempt Beneficial Owners", or
- "Active NFFEs" as described in sub-paragraph B(4) of section IV of Appendix I of the IGA, or
- "US Persons" that are not "Specified US Persons", or
- "Financial Institutions" that are not "Non-participating Financial Institutions".

Persons that are not Authorised Persons within the meaning of the above paragraph are deemed Unauthorised Persons for FATCA purposes.

17. General Meetings and Reports

The Annual General Meeting of Shareholders is held each year at the registered office of the SICAV, or at any other location in Luxembourg specified in the notice to attend.

The Annual General Meeting shall be held on the fifteenth day of April at 16:00 or if that day is a holiday, on the next bank business day. The first General Meeting of Shareholders was held in 1999.

Notices to attend General Meetings are sent by mail to all registered shareholders, at the address recorded in the register of shareholders, at least 8 calendar days before the General Meeting. These notices shall indicate the time and place of the General Meeting, the admission conditions, the agenda, the quorum and majority required under Luxembourg legislation.

In addition, notices to attend shall be published in *Le Mémorial* and in a Luxembourg newspaper, as well as in newspapers of the countries in which the SICAV is distributed. The participation, quorum and majority required for any General Meeting are those stipulated by Articles 67 and 67-1, as amended, of the Law of 10 August 1915 on commercial companies and in the SICAV's Articles of Association.

The financial year begins on 1 January and ends on 31 December each year, with the exception of the first financial year which began on the day the SICAV was created and ended on 31 December 1998.

Each year the SICAV publishes a detailed report on its activity and the management of its assets including a consolidated balance sheet and profit and loss account expressed in EUR, an itemised breakdown of the assets of each sub-fund and the auditor's report.

Furthermore, at the end of each half year, the SICAV publishes an unaudited report.

The SICAV's accounts and annual reports are audited by Deloitte.

18. Liquidation and Merger

18.1 Liquidation – Dissolution of the SICAV

The liquidation of the SICAV shall be carried out in accordance with the provisions of the Law of 17 December 2010.

If the SICAV's share capital falls below two thirds of the minimum capital, the directors must table a motion to dissolve the SICAV at the General Meeting, which shall deliberate without any quorum requirement and adopt resolutions by a simple majority of the shares represented at the Meeting.

If the SICAV's share capital falls below one quarter of the minimum capital, the directors must table a motion to dissolve the SICAV at the General Meeting, which shall deliberate without any quorum requirement; the liquidation may be decided by the shareholders owning one quarter of the shares represented at the Meeting.

The Meeting must be convened in such a way that it is held within a period of forty days of the date on which it is ascertained that the net assets have fallen below two thirds or one quarter of the minimum capital. Moreover, the SICAV may be dissolved by a resolution passed by a General Meeting ruling in accordance with the provisions of the SICAV's Articles of Association.

A decision of the General Meeting or of the court to dissolve and liquidate the SICAV shall be published in *Le Mémorial* and shall also be published in three newspapers with sufficient circulation, including at least one newspaper published in Luxembourg. Publications shall be the duty of the liquidator or liquidators.

In the event of the dissolution of the SICAV, the liquidation shall be carried out by one or more liquidators appointed in accordance with the legislation and the SICAV's Articles of Association.

The net liquidation proceeds shall be distributed to shareholders in proportion to the number of shares they hold.

Amounts unclaimed by shareholders on conclusion of the liquidation shall be deposited with the Caisse de Consignations in Luxembourg in compliance with the provisions of the applicable Luxembourg legislation. Amounts not claimed within the thirty-year limitation period shall be forfeited.

18.2 Liquidation of sub-funds

The Board of Directors may decide to liquidate one or several sub-funds by cancelling the shares of such sub-fund(s), either by reimbursing shareholders of such sub-fund(s) the entire amount of net assets attributable to them or by allowing shareholders to convert to another sub-fund and allocating them new shares of the other sub-fund to the value of their previous investment.

In this event, the assets of the sub-fund shall be sold, the liabilities shall be discharged and the net liquidation proceeds shall be distributed to shareholders in proportion to the number of shares that they hold in the sub-fund. A notice relating to the liquidation of the sub-fund shall be sent in writing to registered shareholders and/or published in *Le Mémorial* and a Luxembourg newspaper as well as in other newspapers with sufficient circulation in the jurisdictions in which the SICAV is registered, as determined by the Board of Directors.

In accordance with the provisions of the Law of 17 December 2010, the liquidation of the last sub-fund of the SICAV shall entail the liquidation of the SICAV, as indicated in article 145 of the Law of 17 December 2010. In such case, as of the occurrence of the event leading to the liquidation of the SICAV and under penalty of nullity, the issuance of new shares shall be prohibited, except for the purposes of the liquidation.

Amounts unclaimed by shareholders on conclusion of the liquidation shall be deposited with the Caisse de Consignations in Luxembourg in compliance with the provisions of the applicable Luxembourg legislation.

In the event of the liquidation of a sub-fund as a result of a decision taken by the Board of Directors, the shareholders of the sub-fund(s) to be liquidated are entitled to request the redemption of their shares until the effective date of the liquidation.

For this redemption, the SICAV shall apply a Net Asset Value taking into consideration the liquidation expenses and shall not deduct any other fees.

18.3 Merger of the SICAV

The SICAV may be subject to a domestic or cross-border merger either as the absorbed UCITS or the absorbing UCITS, in accordance with the definitions and conditions established by the Law of 17 December 2010. The Board of Directors of the SICAV shall decide the effective date of the merger if the SICAV is the absorbing UCITS.

The General Meeting of Shareholders, adopting resolutions by a simple majority of the votes cast by shareholders present or represented at the Meeting, shall decide the effective date of the merger if the SICAV is the absorbed UCITS. The effective date of the merger must be recorded by notarial deed.

Investors in the SICAV must be notified of the merger. For a period of one month following the publication date, all shareholders shall be entitled to request either the redemption of their shares, free of charge, or the conversion of their shares, free of charge.

18.4 Merger of sub-funds

Any sub-fund may be subject to a merger with another sub-fund of the SICAV either as the absorbed sub-fund or the absorbing sub-fund, in accordance with the definitions and conditions established by the Law of 17 December 2010. The Board of Directors shall decide the effective date of the merger.

Subject to the conditions set out in Chapter 8 of the Law, the Board of Directors may also decide to merge a sub-fund of the SICAV with a sub-fund of a foreign fund or a Luxembourg fund governed by Part I of the Law of 17 December 2010, as defined in article 1, points 21 and 22.

Shareholders shall be notified of the merger either in writing or via publication of a notice in *Le Mémorial* and in another Luxembourg newspaper with sufficient circulation, as well as in newspapers distributed in the jurisdictions in which the SICAV is registered, as determined by the Board of Directors. For a period of one month following the date of publication of the merger decision, all shareholders of the sub-fund concerned shall be entitled to request the redemption of their shares, free of charge (with the exception of disinvestment costs), or the conversion of their shares, free of charge (with the exception of divestment costs), into shares of sub-funds not affected by the merger.

At the end of this period, shareholders who have not requested the redemption or conversion of their shares shall be bound by the merger decision.

19. Publications

The Net Asset Value per share of each sub-fund and/or per share class of each sub-fund as well as the subscription, redemption and conversion prices are published each valuation day at the SICAV's registered office in Luxembourg.

They may also be published in one or more newspapers freely and periodically chosen by the Board of Directors.

Financial notices and other shareholder information shall be published in the countries in which shares of the SICAV are distributed.

20. Documents available to the public

The Prospectus, key investor information documents and financial reports of the SICAV may be obtained free of charge from the registered office of the SICAV in Luxembourg, the sales agents and the representatives.

All documents referred to in Chapter 21 of the Law of 17 December 2010, namely:

- a collective portfolio management agreement concluded between the SICAV and the Management Company,
- a custodian and main paying agent agreement concluded between the SICAV and *RBC Investor Services Bank S.A.*,
- an investment fund services agreement concluded between the SICAV and *RBC Investor Services Bank S.A.*
- a central administration agreement concluded between the Management Company and *RBC Investor Services Bank S.A.*,
- a management agreement concluded between the Management Company and CapitalatWork Foyer Group S.A.,
- a management agreement concluded between the Management Company and CapitalatWork S.A.,
- a global distribution agreement concluded between the SICAV and CapitalatWork Management Company S. A.

may be consulted every bank business day during normal business hours.

21. Information

21.1. Complaints

Investors may submit complaints and comments free of charge to the sales agents, representatives or Management Company, and are hereby informed that a complaints handling procedure is in place and may be consulted on the website of the Management Company at www.capitalatwork-managementcompany.com.

21.2. Voting rights

CapitalatWork Management Company S.A. has delegated the management function to CapitalatWork Foyer Group S.A. and Capitalat Work SA. Consequently, each Investment Manager is deemed the best positioned to exercise voting rights in the best interests of the UCITS and investors. CapitalatWork Management Company S.A. has therefore adopted a voting rights procedure enabling it to ensure that (i) the Investment Manager complies with this policy as well as with the requirements of Luxembourg regulations, (ii) the voting rights are exercised in the interests of the fund, and (iii) investors can access the voting rights procedure free of charge at the registered office of the Management Company.

Part B: The Sub-funds of the SICAV

I. The “Equity” Sub-funds

I. 1. CapitalatWork Foyer Umbrella - European Equities *at Work*

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors a capital gain, predominantly through investment in equities. The composition of the sub-fund's portfolio takes into account geographical risk diversification requirements.

The sub-fund shall at all times invest at least two-thirds of its assets in equities and other securities and participation rights of companies that have their registered office or that carry out the main part of their business in Europe. The sub-fund may invest the remaining one-third in all other transferable securities, money market instruments, financial derivatives and cash.

The sub-fund may also invest in units or shares of sub-funds of other UCITS or UCIs, including this SICAV, subject to a limit of 10% of its assets.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled “Risk hedging and use of financial instruments” and “Use of derivatives and management of the associated risks” in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled “Investment restrictions” in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a propensity for risk and who wish to diversify their portfolio mainly in the European equity markets in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the “Risk Factors” section of Part A of this full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0078275129),
- class D (LU0078275392),
- class E (LU0152293659), and
- class I (LU0184241932).

Class C, E and I shares reinvest their income, while class D shares distribute their income. Class I shares are reserved for Institutional Investors. The various share classes of this sub-fund differ from one another in terms of the management, subscription and conversion fees applicable to them, and in terms of whether or not performance fees or specific minimum subscription amounts apply.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C, D, E and I shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount for class C, D and E shares.
- (2) The minimum initial subscription amount for class I shares is EUR 250,000. No minimum subscription amount applies to subscribers who are already class I shareholders; however, a minimum holding amount of EUR 250,000 applies to all class I shareholders. The minimum initial subscription amount may be reduced on the basis of a decision by the Board of Directors of the SICAV.

The first subscription of class I shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request, multiplied by one thousand. All subsequent subscriptions of class I shares shall be processed on the basis of the NAV per share of class I shares, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

- (3) Any initial subscriptions of class D and E shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated the day preceding receipt of the subscription request. All subsequent subscriptions of class D and E shares shall be processed on the basis of the respective NAV per share of the class concerned, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents, at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for the C, D and E classes and 13bp for the I class at the end of each month, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of:

- 1.00% of the average net assets of class C shares
- 1.00% of the average net assets of class D shares
- 1.75% of the average net assets of class E shares
- 0.50% of the average net assets of class I shares

12. Performance fee

For class C and D shares, the Management Company shall receive a performance fee payable by the SICAV at an annual rate of 5% on the outperformance of these two share classes.

The Performance Fee is calculated in accordance with the high watermark principle (the highest historical Net Asset Value on which a performance fee was paid).

A performance fee will be payable if the following two conditions are met: if the Net Asset Value exceeds the high watermark and the performance over the current financial year exceeds the **hurdle rate** of 5% applicable *pro rata temporis*.

The performance of class C and D shares shall be calculated based on the increase in the Net Asset Value per share in proportion to the number of shares outstanding on each valuation day. This fee is payable at the end of each financial year. However, a provision shall be established on each net asset value calculation day, where applicable.

If shares have been redeemed or converted into shares of another sub-fund during the calculation period, the portion of the performance fee provision accrued over the period corresponding to those shares shall be frozen and shall be payable to the Management Company.

No performance fee shall be charged for classes E or I.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* of:

- 0.05% of the Net Asset Value of classes C, D and E
- 0.01% of the Net Asset Value of class I

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

I. 2. CapitalatWork Foyer Umbrella - American Equities at Work

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors a capital gain, predominantly through investment in equities. The composition of the sub-fund's portfolio takes into account geographical risk diversification requirements.

The sub-fund shall at all times invest at least two-thirds of its assets in equities and other securities and participation rights issued by companies that have their registered office in the United States of America or that carry out the main part of their business in the United States of America. The sub-fund may invest the remaining one-third in shares of Latin American issuers. The shares shall be denominated in various currencies. The sub-fund may also invest in transferable securities denominated in the currencies of other OECD countries, if such investments are in the interest of the shareholders given the evolution of market conditions.

Subscribers of this sub-fund are reminded that in view of the political and economic situation in certain countries within the region, investments in Latin America may be subject to the following significant risks: restrictions on the repatriation of funds, counterparty risk, market volatility or the illiquidity of investments. This sub-fund is exposed to these risks. The sub-fund may hold cash on an ancillary basis.

The sub-fund may also invest in units or shares of sub-funds of other UCITS or UCIs, including this SICAV, subject to a limit of 10% of its assets.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Use of derivatives and management of the associated risks" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled "Investment restrictions" in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a propensity for risk and who wish to diversify their portfolio mainly in the US equity markets in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the "Risk Factors" section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The US dollar is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0078275558),
- class D (LU0078275632),
- class E (LU0152293816), and
- class I (LU0184242583).

Class C, E and I shares reinvest their income, while class D shares distribute their income. Class I shares are reserved for Institutional Investors. The various share classes of this sub-fund differ from one another in terms of the management, subscription and conversion fees applicable to them, and in terms of whether or not performance fees or specific minimum subscription amounts apply.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C, D, E and I shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount for class C, D and E shares.
- (2) The minimum initial subscription amount for class I shares is USD 250,000. No minimum subscription amount applies to subscribers who are already class I shareholders; however, a minimum holding amount of USD 250,000 applies to all class I shareholders. The minimum initial subscription amount may be reduced on the basis of a decision by the Board of Directors of the SICAV.

The first subscription of class I shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request, multiplied by one thousand. All subsequent subscriptions of class I shares shall be processed on the basis of the NAV per share of class I shares, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

- (3) Any initial subscriptions of class D and E shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated the day preceding receipt of the subscription request. All subsequent subscriptions of class D and E shares shall be processed on the basis of the respective NAV per share of the class concerned, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents, at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.
No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for the C, D and E classes and 13bp for the I class at the end of each month, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of:

- 1.00% of the average net assets of class C shares
- 1.00% of the average net assets of class D shares
- 1.75% of the average net assets of class E shares
- 0.50% of the average net assets of class I shares

12. Performance fee

For class C and D shares, the Management Company shall receive a performance fee payable by the SICAV at an annual rate of 5% on the outperformance of these two share classes.

The Performance Fee is calculated in accordance with the **high watermark** principle (the highest historical net asset value on which a performance fee was paid).

A performance fee will be payable if the following two conditions are met: if the Net Asset Value exceeds the high watermark and the performance over the current financial year exceeds the **hurdle rate** of 5% applicable *pro rata temporis*.

The performance of class C and D shares shall be calculated based on the increase in the Net Asset Value per share in proportion to the number of shares outstanding on each valuation day. This fee is payable at the end of each financial year. However, a provision shall be established on each net asset value calculation day, where applicable.

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If shares have been redeemed or converted into shares of another sub-fund during the calculation period, the portion of the performance fee provision accrued over the period corresponding to those shares shall be frozen and shall be payable to the Management Company.

No performance fee shall be charged for classes E or I.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* of:

- 0.05% of the Net Asset Value of classes C, D and E
- 0.01% of the Net Asset Value of class I

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

I. 3. CapitalatWork Foyer Umbrella - Contrarian Equities at Work

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors a capital gain, predominantly through investment in equities. The composition of the sub-fund's portfolio takes into account geographical risk diversification requirements.

The sub-fund shall invest primarily, and at no time should this fall below two-thirds of the sub-fund's assets, in equities and other securities and participation rights of issuers from North America and Europe and, on an ancillary basis, issuers from other regions of the world. The common denominator of these issuers is that they have been abandoned by the financial markets, generally owing to 1) slowing or declining sales and/or profits or 2) uncertain prospects. These uncertainties result in moderate prices but also high-risk profiles. The sub-fund may hold cash on an ancillary basis.

The sub-fund may also invest in units or shares of sub-funds of other UCITS or UCIs, including this SICAV, subject to a limit of 10% of its assets.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Use of derivatives and management of the associated risks" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled "Investment restrictions" in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a propensity for risk and who wish to diversify their portfolio mainly in the European and US equity markets in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period. The common denominator of these issuers is that they have been abandoned by the financial markets, generally owing to 1) slowing or declining sales and/or profits or 2) uncertain prospects. These uncertainties result in moderate prices but also high-risk profiles.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the "Risk Factors" section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0090697987),
- class D (LU0090698100),
- class E (LU0152294202), and
- class I (LU0184242823).

C, E and I shares reinvest their income, while class D shares distribute their income. Class I shares are reserved for Institutional Investors. The various share classes of this sub-fund differ from one another in terms of the management, subscription and conversion fees applicable to them, and in terms of whether or not performance fees or specific minimum subscription amounts apply.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C, D, E and I shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount for class C, D and E shares.
- (2) The minimum initial subscription amount for class I shares is EUR 250,000. No minimum subscription amount applies to subscribers who are already class I shareholders; however, a minimum holding amount of EUR 250,000 applies to all class I shareholders. The minimum initial subscription amount may be reduced on the basis of a decision by the Board of Directors of the SICAV.

The first subscription of class I shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request, multiplied by one thousand.

All subsequent subscriptions of class I shares shall be processed on the basis of the NAV per share of class I shares, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

- (3) Any initial subscriptions of class D and E shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated the day preceding receipt of the subscription request.

All subsequent subscriptions of class D and E shares shall be processed on the basis of the respective NAV per share of the class concerned, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents, at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+4** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for the C, D and E classes and 13bp for the I class at the end of each month, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of:

- 1.00% of the average net assets of class C shares
- 1.00% of the average net assets of class D shares
- 1.75% of the average net assets of class E shares
- 0.50% of the average net assets of class I shares

12. Performance fee

For class C and D shares, the Management Company shall receive a performance fee payable by the SICAV at an annual rate of 5% on the outperformance of these two share classes.

The Performance Fee is calculated in accordance with the **high watermark** principle (the highest historical Net Asset Value on which a performance fee was paid).

A performance fee will be payable if the following two conditions are met: if the Net Asset Value exceeds the high watermark and the performance over the current financial year exceeds the **hurdle rate** of 5% applicable *pro rata temporis*.

The performance of class C and D shares shall be calculated based on the increase in the Net Asset Value per share in proportion to the number of shares outstanding on each valuation day. This fee is payable at the end of each financial year. However, a provision shall be established on each net asset value calculation day, where applicable.

If shares have been redeemed or converted into shares of another sub-fund during the calculation period, the portion of the performance fee provision accrued over the period corresponding to those shares shall be frozen and shall be payable to the Management Company.

No performance fee shall be charged for classes E or I.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* of:

- 0.05% of the Net Asset Value of classes C, D and E
- 0.01% of the Net Asset Value of class I

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

I. 4. CapitalatWork Foyer Umbrella - Asian Equities at Work

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors a capital gain, predominantly through investment in equities. The composition of the sub-fund's portfolio takes into account geographical risk diversification requirements.

The sub-fund will at all times invest at least two-thirds of its assets in equities and other securities and participation rights issued by companies that have their registered office in Asia (including Japan) or that carry out the main part of their business in Asia (including Japan). The shares shall be denominated in various currencies. These investments shall be made either directly in such transferable securities, or indirectly in units or shares of UCITS and/or UCIs investing in such transferable securities, within the limits imposed by article 46 of the Law of 17 December 2010; however, the sub-fund may only invest up to 10% of its assets in units or shares of sub-funds of other UCITS or UCIs, including this SICAV.

Subscribers of this sub-fund are reminded that in view of the political and economic situation in certain countries within the region, investments in Asia may be subject to the following significant risks: restrictions on the repatriation of funds, counterparty risk, market volatility or liquidity of investments. This sub-fund is exposed to these risks. The sub-fund may hold cash on an ancillary basis.

Investment in this sub-fund authorised to invest in other target UCITS and/or UCIs may lead to commissions and fees being charged, in particular custodian fees and central administration charges, advisory/management fees, and commissions charged on issues/redemptions, both for the sub-fund and for the target UCITS and/or UCIs. The management fees for the target funds shall not exceed 2% p.a., calculated on the net assets invested in the target fund.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Risk Management" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled "Investment restrictions" in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a propensity for risk and who wish to diversify their portfolio mainly in the Asian equity markets in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period. The common denominator of these issuers is that they are characterised by strong sales and/or profits growth.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the "Risk Factors" section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0216386259),
- class D (LU0216386333),
- class E (LU0216386416), and
- class I (LU0216386507).

Class C, E and I shares reinvest their income, while class D shares distribute their income. Class I shares are reserved for Institutional Investors. The various share classes of this sub-fund differ from one another in terms of the management, subscription and conversion fees applicable to them, and in terms of whether or not performance fees or specific minimum subscription amounts apply.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D+1**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D+1 on the basis of the quoted market prices of D+1 for the Asian markets and D for other markets
D+4: deadline for payment of subscription amount

Class C, D, E and I shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount for class C, D and E shares.
- (2) The minimum initial subscription amount for class I shares is EUR 250,000. No minimum subscription amount applies to subscribers who are already class I shareholders; however, a minimum holding amount of EUR 250,000 applies to all class I shareholders. The minimum initial subscription amount may be reduced on the basis of a decision by the Board of Directors of the SICAV.

The first subscription of class I shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request, multiplied by one thousand. All subsequent subscriptions of class I shares shall be processed on the basis of the NAV per share of class I shares, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

- (3) Any initial subscriptions of class D and E shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated the day preceding receipt of the subscription request. All subsequent subscriptions of class D and E shares shall be processed on the basis of the respective NAV per share of the class concerned, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents, at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D+1**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+4** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D+1**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for the C, D and E classes and 13bp for the I class at the end of each month, plus a fixed rate of EUR 12,900 per annum.

11. Management, Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of:

- 1.00% of the average net assets of class C shares
- 1.00% of the average net assets of class D shares
- 1.75% of the average net assets of class E shares
- 0.50% of the average net assets of class I shares

12. Performance fee

For class C and D shares, the Management Company shall receive a performance fee payable by the SICAV at an annual rate of 5% on the outperformance of these two share classes.

The Performance Fee is calculated in accordance with the **high watermark** principle (the highest historical Net Asset Value on which a performance fee was paid).

A performance fee will be payable if the following two conditions are met: if the Net Asset Value exceeds the high watermark and the performance over the current financial year exceeds the **hurdle rate** of 5% applicable *pro rata temporis*.

The performance of class C and D shares shall be calculated based on the increase in the Net Asset Value per share in proportion to the number of shares outstanding on each valuation day. This fee is payable at the

end of each financial year. However, a provision shall be established on each net asset value calculation day, where applicable.

If shares have been redeemed or converted into shares of another sub-fund during the calculation period, the portion of the performance fee provision accrued over the period corresponding to those shares shall be frozen and shall be payable to the Management Company.

No performance fee shall be charged for classes E or I.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* of:

- 0.05% of the Net Asset Value of classes C, D and E
- 0.01% of the Net Asset Value of class I

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

I. 5. CapitalatWork Foyer Umbrella - Equities at Work

1. Investment policy

This sub-fund shall consist mainly of variable-income transferable securities, such as equities and warrants on transferable securities issued by issuers of any nationality and denominated in any currency. The proportion of investments made in these securities may be up to 100% of the net assets of the sub-fund.

The sub-fund may also invest over 10% of its assets in securities to be issued or by one or several sub-funds of this SICAV, as well as units of sub-funds of other UCITS or UCIs.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled “Risk hedging and use of financial instruments” and “Use of derivatives and management of the associated risks” in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled “Investment restrictions” in Part A of this Prospectus.

2. Investor profile

This sub-fund is aimed at investors whose risk aversion is relatively low. The recommended investment horizon is a minimum of 5 years.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the “Risk Factors” section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0974686213), and
- class D (LU0974686486)

Class C shares accumulate their income while class D shares distribute their income.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on D before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated D, calculated on D+1 following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C and D shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount.
- (2) All initial subscriptions of class D shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request.
All subsequent subscriptions of class D shares shall be processed on the basis of the NAV per share of this class, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents at a maximum rate of 3% for each share class in this sub-fund

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at a maximum rate of 3% for each share class in this sub-fund

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for each share class in this sub-fund, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of 1.00% of the average net assets of each share class in this sub-fund.

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* amounting to 0.05% of the Net Asset Value of each share class in this sub-fund. This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

II. The “Bond” Sub-funds

II. 1. CapitalatWork Foyer Umbrella - Corporate Bonds at Work

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors a capital gain, predominantly through investment in bonds denominated in various currencies. The composition of the sub-fund's portfolio takes into account geographical risk diversification requirements.

The sub-fund will primarily invest in bonds of European and US issuers. The sub-fund may also buy bonds of other issuers. It may also invest in all types of fixed income products (for example: convertibles, reverse convertibles, inflation-linked bonds, etc.), if such investments are in the interest of shareholders given the evolution of market conditions. The sub-fund shall invest up to 49% of its assets in cash and money market instruments (including money market papers), up to one-quarter of its assets in convertible or option bonds, up to 10% of its assets in equities and other securities and participation rights, and up to one-third of its assets in cash at banks (namely sight deposits and term deposits maturing in 12 months). The sub-fund may hold cash on an ancillary basis.

The sub-fund may also invest in units or shares of sub-funds of other UCITS or UCIs, including this SICAV, subject to a limit of 10% of its assets.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled “Risk hedging and use of financial instruments” and “Use of derivatives and management of the associated risks” in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled “Investment restrictions” in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a moderate propensity for risk and who wish to diversify their portfolio mainly in the European and US bond markets in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the “Risk Factors” section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0116513721),
- class D (LU0116514026),
- class E (LU0184243128), and
- class I (LU0184243557).

Class C, E and I shares reinvest their income, while class D shares distribute their income. Class I shares are reserved for institutional investors. The various share classes of this sub-fund differ from one another in terms of the management, subscription and conversion fees applicable to them, and in terms of whether or not performance fees or specific minimum subscription amounts apply.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C, D, E and I shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

(1) There is no minimum subscription amount for class C, D and E shares.

The minimum initial subscription amount for class I shares is EUR 250,000. No minimum subscription amount applies to subscribers who are already class I shareholders; however, a minimum holding amount of EUR 250,000 applies to all class I shareholders. The minimum initial subscription amount may be reduced on the basis of a decision by the Board of Directors of the SICAV.

The first subscription of class I shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request, multiplied by one thousand. All subsequent subscriptions of class I shares shall be processed on the basis of the NAV per share of class I shares, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

(3) Any initial subscriptions of class D and E shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated the day preceding receipt of the subscription request. All subsequent subscriptions of class D and E shares shall be processed on the basis of the respective NAV per share of the class concerned, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents, at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.
No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for the C, D and E classes and 12bp for the I class at the end of each month, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of:

- 0.60% of the average net assets of class C shares
- 0.60% of the average net assets of class D shares
- 0.90% of the average net assets of class E shares
- 0.30% of the average net assets of class I shares

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* of:

- 0.05% of the Net Asset Value of classes C, D and E
- 0.01% of the Net Asset Value of class I

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

II. 2. CapitalatWork Foyer Umbrella - Inflation at Work

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors a capital gain, predominantly through investment in bonds linked to inflation (“**inflation-linked bonds**”) denominated in various currencies. The composition of the sub-fund’s portfolio takes into account geographical risk diversification requirements.

The sub-fund will primarily invest in inflation-linked bonds of European and US issuers. The sub-fund may also buy other bonds and bonds of other issuers. It may also invest in all types of fixed income products (for example: convertibles, reverse convertibles, etc.), if such investments are in the interest of the shareholders given the evolution of market conditions. The sub-fund shall invest up to 49% of its assets in money market instruments (including money market papers), up to one-quarter of its assets in convertible or option bonds, up to 10% of its assets in equities and other securities and participation rights, and up to one-third of its assets in cash at banks (namely sight deposits and term deposits maturing in 12 months).

The sub-fund may hold cash on an ancillary basis.

The sub-fund may also invest in units or shares of sub-funds of other UCITS or UCIs, including this SICAV, subject to a limit of 10% of its assets.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled “Risk hedging and use of financial instruments” and “Use of derivatives and management of the associated risks” in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled “Investment restrictions” in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a moderate propensity for risk and who wish to diversify their portfolio mainly in the European and US **inflation-linked bond** markets in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the “Risk Factors” section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

The Net Asset Value, subscription price and redemption price are also expressed in USD, using the same exchange rates as those used in calculating the corresponding Net Asset Value.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0175696946),
- class D (LU0175697324),
- class E (LU0184243714), and
- class I (LU0184245339).

Class C, E and I shares reinvest their income, while class D shares distribute their income. Class I shares are reserved for Institutional Investors. The various share classes of this sub-fund differ from one another in terms of the management, subscription and conversion fees applicable to them, and in terms of whether or not performance fees or specific minimum subscription amounts apply.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C, D, E and I shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount for class C, D and E shares.
- (2) The minimum initial subscription amount for class I shares is EUR 250,000. No minimum subscription amount applies to subscribers who are already class I shareholders; however, a minimum holding amount of EUR 250,000 applies to all class I shareholders. The minimum initial subscription amount may be reduced on the basis of a decision by the Board of Directors of the SICAV.

The first subscription of class I shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request, multiplied by one thousand. All subsequent subscriptions of class I shares shall be processed on the basis of the NAV per share of class I shares, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

- (3) Any initial subscriptions of class D and E shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated the day preceding receipt of the subscription request. All subsequent subscriptions of class D and E shares shall be processed on the basis of the respective NAV per share of the class concerned, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents, at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for the C, D and E classes and 12bp for the I class at the end of each month, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of:

- 0.60% of the average net assets of class C shares
- 0.60% of the average net assets of class D shares
- 0.90% of the average net assets of class E shares
- 0.30% of the average net assets of class I shares

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* of:

- 0.05% of the Net Asset Value of classes C, D and E
- 0.01% of the Net Asset Value of class I

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

II. 3. Capital at Work Foyer Umbrella - Government Bonds at Work

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors a capital gain as well as a higher yield than that of a money market investment, predominantly through investment in bonds denominated in various currencies. The composition of the sub-fund's portfolio takes into account geographical risk diversification requirements.

The sub-fund shall invest primarily in bonds issued or expressly guaranteed by a government or supranational entity, and at no time shall such investments fall below two thirds of the sub-fund's assets.

The sub-fund may hold cash on an ancillary basis.

The sub-fund may also invest in units or shares of sub-funds of other UCITS or UCIs, including this SICAV, subject to a limit of 10% of its assets.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Use of derivatives and management of the associated risks" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled "Investment restrictions" in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a moderate propensity for risk and who wish to diversify their portfolio mainly in the markets of bonds issued or expressly guaranteed by a government or supranational entity, in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the "Risk Factors" section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0424231065),
- class D (LU0424231149),
- class E (LU0424231222), and
- class I (LU0424231495).

Class C, E and I shares reinvest their income, while class D shares distribute their income. Class I shares are reserved for Institutional Investors. The various share classes of this sub-fund differ from one another in terms of the management, subscription and conversion fees applicable to them, and in terms of whether or not performance fees or specific minimum subscription amounts apply.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C, D, E and I shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount for class C, D and E shares.

The minimum initial subscription amount for class I shares is EUR 250,000. No minimum subscription amount applies to subscribers who are already class I shareholders; however, a minimum holding amount of EUR 250,000 applies to all class I shareholders. The minimum initial subscription amount may be reduced on the basis of a decision by the Board of Directors of the SICAV.

The first subscription of class I shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request, multiplied by one thousand. All subsequent subscriptions of class I shares shall be processed on the basis of the NAV per share of class I shares, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

- (3) Any initial subscriptions of class D and E shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated the day preceding receipt of the subscription request. All subsequent subscriptions of class D and E shares shall be processed on the basis of the respective NAV per share of the class concerned, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents, at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for the C, D and E classes and 12bp for the I class at the end of each month, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of:

- 0.40% of the average net assets of class C shares
- 0.40% of the average net assets of class D shares
- 0.70% of the average net assets of class E shares
- 0.20% of the average net assets of class I shares

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* of:

- 0.05% of the Net Asset Value of classes C, D and E
- 0.01% of the Net Asset Value of class I

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

II. 4. Capital at Work Foyer Umbrella - High Yield at Work

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors a capital gain, predominantly through investment in bonds denominated in various currencies. The composition of the sub-fund's portfolio takes into account geographical risk diversification requirements.

These investments shall be made either directly in such transferable securities, or indirectly in units or shares of UCITS and/or UCIs investing in such transferable securities, within the limits imposed by article 46 of the Law of 17 December 2010. The sub-fund may invest in any type of high yield bond instrument (e.g. convertibles, reversed convertibles, inflation linked bonds, emerging market bonds, corporate bonds) if such investments are in the interest of shareholders given the evolution of market conditions. The sub-fund shall invest up to 49% of its assets in money market instruments (including money market papers), up to one-quarter of its assets in convertible or option bonds, up to 10% of its assets in equities and other securities and participation rights.

The sub-fund may hold cash on an ancillary basis.

The sub-fund may also invest in units or shares of sub-funds of other UCITS or UCIs, including this SICAV, subject to a limit of 10% of its assets.

Investment in this sub-fund authorised to invest in other target UCITS and/or UCIs may lead to commissions and fees being charged, in particular custodian fees and central administration charges, advisory/management fees, and commissions charged on issues/redemptions, both for the sub-fund and for the target UCITS and/or UCIs. The management fees for the target funds shall not exceed 2% p.a., calculated on the net assets invested in the target fund.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Use of derivatives and management of the associated risks" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled "Investment restrictions" in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a propensity for risk and who wish to diversify their portfolio mainly in high yield bonds in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors should note that this sub-fund may invest in transferable securities on emerging markets, which present a higher degree of risk than developed countries. This sub-fund also incurs the following risks: restrictions on the investment and repatriation of funds, counterparty risk, market volatility or illiquidity of investments, political and economic uncertainty and instability in the regions covered. Investors are invited to consult the "Risk Factors" section of Part A of this full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0974684515),
- class D (LU0974684788),
- class E (LU0974684945), and
- class I (LU0974685165).

Class C, E and I shares reinvest their income, while class D shares distribute their income. Class I shares are reserved for Institutional Investors. The various share classes of this sub-fund differ from one another in terms of the management, subscription and conversion fees applicable to them, and in terms of whether or not performance fees or specific minimum subscription amounts apply.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C, D, E and I shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount for class C, D and E shares.
- (2)•The minimum initial subscription amount for class I shares is EUR 250,000. No minimum subscription amount applies to subscribers who are already class I shareholders; however, a minimum holding amount of EUR 250,000 applies to all class I shareholders. The minimum initial subscription amount may be reduced on the basis of a decision by the Board of Directors of the SICAV.

The first subscription of class I shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request, multiplied by one thousand. No subscription fee shall be charged for such subscriptions.

All subsequent subscriptions of class I shares shall be processed on the basis of the NAV per share of class I shares, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

- (3) Any initial subscriptions of class D and E shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated the day preceding receipt of the subscription request. No subscription fee shall be charged for such subscriptions.
All subsequent subscriptions of class D and E shares shall be processed on the basis of the respective NAV per share of the class concerned, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents, at the following rates:

- maximum 3% for class C, D and I shares
- 0% for class E shares

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates in book-entry form – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at the following rates:

- maximum 3% for class C, D and I shares;
- 0% for class E shares.

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for the C, D and E classes and 12bp for the I class at the end of each month, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of:

- 0.80% of the average net assets of class C shares
- 0.80% of the average net assets of class D shares
- 1.45% of the average net assets of class E shares
- 0.40% of the average net assets of class I shares

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* of:

- 0.05% of the Net Asset Value of classes C, D and E
- 0.01% of the Net Asset Value of class I

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

II. 5. CapitalatWork Foyer Umbrella - Fixed Income at Work

1. Investment policy

This sub-fund shall consist mainly of fixed-income transferable securities, such as fixed and/or floating rate bonds and convertible bonds, issued by issuers of any nationality and denominated in any currency. The sub-fund shall not invest in equities.

The sub-fund may also invest over 10% of its assets in securities to be issued or by one or several sub-funds of this SICAV, as well as units of sub-funds of other UCITS or UCIs.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Use of derivatives and management of the associated risks" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled "Investment restrictions" in Part A of this Prospectus.

2. Investor profile

This sub-fund is aimed at investors whose risk aversion is relatively high. The recommended investment horizon is a minimum of 3 years.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0974685322), and
- class D (LU0974685678).

Class C shares accumulate their income while class D shares distribute their income.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C and D shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2. Minimum subscription amount

- (1) There is no minimum subscription amount.
- (2) All initial subscriptions of class D shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request.
All subsequent subscriptions of class D shares shall be processed on the basis of the NAV per share of this class, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents at a maximum rate of 3% for each share class in this sub-fund.

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at a maximum rate of 3% for each share class in this sub-fund

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for each share class in this sub-fund, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of 0.60% of the average net assets of each share class in this sub-fund.

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual tax d'abonnement amounting to 0.05% of the Net Asset Value of each share class in this sub-fund.

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

III. The “Mixed” Sub-funds

III. 1. CapitalatWork Foyer Umbrella - Defensive

1. Investment policy

This sub-fund shall consist mainly of fixed-income transferable securities, such as fixed and/or floating rate bonds and convertible bonds, issued by issuers of any nationality and denominated in any currency. Preference shall be given to issuers from OECD countries.

The proportion of investments made in variable-income transferable securities, such as equities and warrants on transferable securities may not, in principle, exceed 25% of the net assets of this sub-fund.

The sub-fund may either invest directly in the fixed or variable income transferable securities described above or indirectly through other UCIs. It may also invest over 10% of its assets in securities to be issued or by one or several sub-funds of this SICAV.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled “Risk hedging and use of financial instruments” and “Use of derivatives and management of the associated risks” in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled “Investment restrictions” in Part A of this Prospectus.

2. Investor profile

This sub-fund is aimed at retail investors whose risk aversion is relatively high. The recommended investment horizon is a minimum of 3 years.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the “Use of derivatives and management of the associated risks” section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0617430730), and
- class D (LU0617430656).

Class C shares accumulate their income while class D shares distribute their income.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on D before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated D, calculated on D+1 following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C and D shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount.
- (2) All initial subscriptions of class D shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request.
All subsequent subscriptions of class D shares shall be processed on the basis of the NAV per share of that class, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents at a maximum rate of 3% for each share class in this sub-fund.

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at a maximum rate of 3% for each share class in this sub-fund.

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for each share class in this sub-fund, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of 0.60% of the average net assets of each share class.

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* amounting to 0.05% of the Net Asset Value of each share class.

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

III. 2. CapitalatWork Foyer Umbrella - Balanced

1. Investment policy

For this sub-fund, the Investment Manager has set the objective of maintaining a balance between fixed-income transferable securities, such as fixed and floating rate bonds and convertible bonds, and variable-income transferable securities, such as equities and warrants on transferable securities, all of these securities being issued by issuers of any nationality and denominated in any currency.

In principle, the proportion of investments made in variable-income securities may not exceed 50% of the net assets of this sub-fund.

The sub-fund may either invest directly in the fixed or variable income transferable securities described above or indirectly through other UCIs. It may also invest over 10% of its assets in securities to be issued or by one or several sub-funds of this SICAV.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled “Risk hedging and use of financial instruments” and “Use of derivatives and management of the associated risks” in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled “Investment restrictions” in Part A of this Prospectus.

2. Investor profile

This sub-fund is aimed at retail investors whose risk aversion is relatively moderate. The recommended investment horizon is a minimum of 4 years.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the “Use of derivatives and management of the associated risks” section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0617431035), and
- class D (LU0617430904).

Class C shares accumulate their income while class D shares distribute their income.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated **D** on the basis of the quoted market prices of **D**
D+3: deadline for payment of subscription amount

Class C and D shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount.
- (2) All initial subscriptions of class D shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request.
All subsequent subscriptions of class D shares shall be processed on the basis of the NAV per share of that class, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

- A subscription fee may be charged and paid to sales agents at the maximum rate of 3% shown below for each share class in this sub-fund.

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at a maximum rate of 3% for each share class in this sub-fund.

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for each share class, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of 0.80% of the average net assets of each share class in this sub-fund.

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* amounting to 0.05% of the Net Asset Value of each share class in this sub-fund.

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

III. 3. CapitalatWork Foyer Umbrella - Patrimonium at Work

1.1 Investment policy

The sub-fund's objective is to enable investors to obtain optimal, long-term growth of their invested capital.

In order to achieve this goal, the Sub-fund shall invest in fixed-income transferable securities, such as fixed and floating rate bonds, convertible bonds, and variable-income transferable securities, such as equities and warrants on transferable securities, all of these securities being issued by issuers of any nationality and denominated in any currency.

The Sub-fund shall employ a combination of the following investment strategies:

a) Tactical Asset Allocation

The Sub-fund shall always have the following ratio of equity risk to interest rate risk:

- Minimum exposure of 25% of the sub-fund's net assets to fixed-income products (bonds, treasury certificates, deposits, etc.), including exposure via derivatives (bond futures, interest rate swaps, etc.);
- Minimum exposure of 25% of the sub-fund's net assets to equities (single stocks, equity investment funds, etc.), including exposure via derivatives (equity index futures, warrants, equity index options and single stocks, etc.).

Exposure by means of transferable securities shall be evaluated based on the market value of the transferable securities in question. Exposure by means of derivatives shall be evaluated based on the market value of the underlying assets.

The tactical allocation shall be based on market indicators developed by the Investment Manager (calculation of equity market risk premiums, indicators of momentum between equities and bonds, etc.).

The Sub-fund may invest up to 100% of its assets in equity and bond sub-funds of target UCIs (including this SICAV).

Investment in this sub-fund authorised to invest in other target UCITS and/or UCIs may lead to commissions and fees being charged (as outlined below), in particular custodian fees and central administration charges, advisory/management fees, and commissions charged on issues/redemptions, both for the sub-fund and for the target UCITS and/or UCIs. The management fees for the target funds shall not exceed 2% p.a., calculated on the net assets invested in the target fund.

Positions in individual equities and bonds issued by private issuers are actively managed using a bottom-up approach defined by the Investment Manager. This method of selecting individual securities is based on the evaluation of enterprise value and free cash flows.

b) Options and other derivatives strategies

This type of strategy consists in taking advantage of the equities' volatility and improving the sub-fund's returns by doing the following: selling call options, selling put options, buying call options, selling put options.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Use of derivatives and management of the associated risks" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities. In addition to equity option strategies, the sub-fund may employ, on a ancillary and ad hoc basis, other types of arbitrage and derivatives strategies (e.g. index, interest rate and commodities derivatives).

1.2 Instruments used

As part of the implementation of the strategies outlined above, the sub-fund may invest in all types of transferable securities and derivative financial instruments. The sub-fund may also acquire units in target UCIs or shares of this SICAV.

Transferable securities may include bonds, convertible bonds, treasury certificates, units of UCIs investing in bonds, money market instruments, deposit certificates and treasury bills, as well as individual stocks and units of UCIs investing in equities. The Sub-fund may also invest in structured products listed on a stock exchange (e.g. index-linked bonds).

Derivative financial instruments may include options, swaptions, warrants, futures on financial instruments and options on such contracts. The derivative financial instruments in question may involve transferable securities, interest rates, currencies, indices and in particular commodity indices.

The financial indices to which the SICAV is exposed must comply with the provisions of article 9 of the Grand-Ducal Regulation of 8 February 2008 and the requirements of the ESMA guidelines on ETFs and other UCITS issues (2014/937). The derivative financial instruments must be traded either on an organised market or over the counter with first-class professionals specialised in this type of transaction. They must also be subject to reliable and verifiable valuation on a daily basis and can, at the initiative of the UCITS, be sold, liquidated or closed out by a reverse transaction at any time and at their fair value.

Furthermore, the Sub-fund may also engage in techniques such as securities lending.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at retail investors whose risk aversion is relatively moderate. The recommended investment horizon is five years.

3. Risk assessment

Investors should note that this sub-fund may invest in transferable securities on emerging markets, which present a higher degree of risk than developed countries. The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the full version of the Prospectus for a detailed description of the risks.

4. Base Currency

The sub-fund's base currency is the EUR. The NAV per share is calculated based on the sub-fund's base currency.

5. Shares

This sub-fund offers investors the following share classes:

- Class C (LU1157188944), and
- Class D (LU1157193274)

Class C shares accumulate their income while class D shares distribute their income.

Class C and D shares shall be issued starting on a date determined by the Board of Directors.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on D before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated D, calculated on D+1 following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: Day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C and D shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

There is no minimum subscription and no minimum holding amount for class C and D shares.

6.3 Subscription fee

The applicable subscription fee shall not exceed 3% of the NAV per share and shall be levied in favour of the placement agents carrying out the placement of shares.

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled. Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class.

This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee not exceeding 3% of the NAV per share may be charged and paid to sales agents.

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the end of each month at the annual rate of 14BP for C and D share classes, plus a fixed rate of EUR 12,900 per annum per sub-fund.

11. Management fee

At the end of each month, the Management Company shall receive a fixed fee, payable from the SICAV's assets, at a maximum annual rate of:

- 0.8% of the average net assets of class "C" shares
- 0.8% of the average net assets of class "D" shares

12. Performance fee

Until 14 July 2017 this reads as follows:

No performance fee will be charged for this sub-fund.

As of 17 July 2017 this reads as follows:

For class C and D shares, the Management Company shall receive a performance fee payable by the SICAV at an annual rate of 5% on the outperformance of these two share classes.

The Performance Fee is calculated in accordance with the high watermark principle (the highest historical Net Asset Value on which a performance fee was paid).

A performance fee will be payable if the following two conditions are met: if the Net Asset Value exceeds the high watermark and the performance over the current financial year exceeds the **hurdle rate** of 5% applicable *pro rata temporis*.

The performance of class C and D shares shall be calculated based on the increase in the Net Asset Value per share in proportion to the number of shares outstanding on each valuation day. This fee is payable at the end of each financial year. However, a provision shall be established on each net asset value calculation day, where applicable.

If shares have been redeemed or converted into shares of another sub-fund during the calculation period, the portion of the performance fee provision accrued over the period corresponding to those shares shall be frozen and shall be payable to the Management Company.

13. Taxation

The sub-fund's assets attributable to each share class are subject to the following annual *taxe d'abonnement*:

- Classes C and D: 0.05% p.a. of the NAV.

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

III. 4. CapitalatWork Foyer Umbrella - Dynamic

1. Investment policy

This sub-fund shall consist mainly of variable-income transferable securities, such as equities and warrants on transferable securities issued by issuers of any nationality and denominated in any currency.

The proportion of investments made in these securities may not exceed 75% of the net assets of this sub-fund. The balance may be invested in fixed-income transferable securities such as fixed and floating rate bonds, as well as in convertible bonds, denominated in any currency and issued by issuers of any nationality.

The sub-fund may either invest directly in the fixed or variable income transferable securities described above or indirectly through other UCIs. It may also invest over 10% of its assets in securities to be issued or by one or several sub-funds of this SICAV.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled “Risk hedging and use of financial instruments” and “Use of derivatives and management of the associated risks” in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled “Investment restrictions” in Part A of this Prospectus.

2. Investor profile

This sub-fund is aimed at retail investors whose risk aversion is relatively low. The recommended investment horizon is a minimum of 5 years.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the “Use of derivatives and management of the associated risks” section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0617431381), and
- class D (LU0617431209).

Class C shares accumulate their income while class D shares distribute their income.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated **D** on the basis of the quoted market prices of **D**
D+3: deadline for payment of subscription amount

Class C and D shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount.
- (2) All initial subscriptions of class D shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request.
All subsequent subscriptions of class D shares shall be processed on the basis of the NAV per share of that class, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

A subscription fee may be charged and paid to sales agents at a maximum rate of 3% for each share class in this sub-fund.

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

A conversion fee may be charged and paid to sales agents at a maximum rate of 3% for each share class in this sub-fund.

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for each share class, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of 0.80% of the average net assets of each share class in this sub-fund.

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* amounting to 0.05% of the Net Asset Value of each share class.

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

IV. The Other Sub-funds

IV. 1. CapitalatWork Foyer Umbrella - Cash + at Work

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors consistently high levels of income while maintaining liquidity and investing primarily in money market securities, short-term bonds or floating-rate bonds. The composition of the sub-fund's portfolio takes into account geographical risk diversification requirements.

The sub-fund may purchase government bonds as well as **investment grade corporate bonds**. It may also invest in all types of fixed income products (for example: convertibles, reverse convertibles, inflation-linked bonds, etc.), if such investments are in the interest of shareholders given the evolution of market conditions. The sub-fund may hold cash on an ancillary basis.

The sub-fund may also invest in units or shares of sub-funds of other UCITS or UCIs, including this SICAV, subject to a limit of 10% of its assets.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Use of derivatives and management of the associated risks" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled "Investment restrictions" in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a moderate propensity for risk and who wish to diversify their portfolio mainly in the European short-term bond markets in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the "Use of derivatives and management of the associated risks" section of Part A of the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The EUR is the base currency of this sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- class C (LU0291670288),
- class D (LU0291670361),
- class E (LU0295382989), and
- class I (LU0291670445).

Class C, E and I shares reinvest their income, while class D shares distribute their income. Class I shares are reserved for Institutional Investors. The various share classes of this sub-fund differ from one another in terms of the management, subscription and conversion fees applicable to them, and in terms of whether or not performance fees or specific minimum subscription amounts apply.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C, D, E and I shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

- (1) There is no minimum subscription amount for class C, D and E shares.
- (2) The minimum initial subscription amount for class I shares is EUR 250,000. No minimum subscription amount applies to subscribers who are already class I shareholders; however, a minimum holding amount of EUR 250,000 applies to all class I shareholders. The minimum initial subscription amount may be reduced on the basis of a decision by the Board of Directors of the SICAV.

Outside of the initial subscription period, in the event that class I shares are not yet activated, the first subscription of class I shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request, multiplied by one thousand.

All subsequent subscriptions of class I shares shall be processed on the basis of the NAV per share of class I shares, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

- (3) Outside of the initial subscription period, in the event that class D and E shares are not yet activated, any initial subscription of class D and E shares of this sub-fund shall be processed on the basis of the NAV of class C shares calculated on the day preceding receipt of the subscription request.
All subsequent subscriptions of class D and E shares shall be processed on the basis of the respective NAV per share of the class concerned, determined according to the terms of this Prospectus, plus a subscription fee as described below, where applicable.

6.3 Subscription fee

No subscription fee shall be charged for this sub-fund.

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled.

Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No conversion fees shall be charged.

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the annual rate of 14bp for the C, D and E classes and 12bp for the I class at the end of each month, plus a fixed rate of EUR 12,900 per annum.

11. Management fee

At the end of each month, the Management Company shall receive a management fee payable by the SICAV at a maximum annual rate of:

- 0.40% of the average net assets of class C shares
- 0.40% of the average net assets of class D shares
- 0.60% of the average net assets of class E shares
- 0.20% of the average net assets of class I shares

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The SICAV is subject in Luxembourg to an annual *taxe d'abonnement* of:

- 0.05% of the Net Asset Value of classes C, D and E
- 0.01% of the Net Asset Value of class I

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.

IV. 2. CapitalatWork Foyer Umbrella - Cash Govies at Work

1. Investment policy

All transferable securities of this sub-fund shall be listed on the stock exchange or traded on a regulated market, unless otherwise stated and within the limits of the investment policy described below.

The objective of this sub-fund is to offer its investors consistently high levels of income while maintaining liquidity and investing primarily in cash, money market securities, short-term bonds or floating-rate bonds. The composition of the sub-fund's portfolio takes into account geographical risk diversification requirements.

The sub-fund shall primarily acquire government bonds and cash, and shall invest in non-investment grade corporate bonds on an ancillary basis. It may also invest in all types of fixed income products (for example: convertibles, reverse convertibles, inflation-linked bonds, etc.), if such investments are in the interest of shareholders given the evolution of market conditions.

The sub-fund may also invest in units or shares of sub-funds of other UCITS or UCIs, including this SICAV, subject to a limit of 10% of its assets.

The sub-fund intends to use techniques and instruments to hedge specific risks and to improve the profitability of the portfolio in order to efficiently manage its assets. These transactions shall be carried out within the limits outlined in the sections entitled "Risk hedging and use of financial instruments" and "Use of derivatives and management of the associated risks" in Part A of this Prospectus. However, it must be noted that the use of these techniques and instruments is a highly sophisticated activity which may lead to higher risks than a normal investment in transferable securities.

The investment restrictions to be observed are set out in the section entitled "Investment restrictions" in Part A of this Prospectus.

2. Investor profile

Due to its characteristics, this sub-fund is aimed at savers who are distinguished by a moderate propensity for risk and who wish to diversify their portfolio mainly in the short-term bond markets in order to take advantage of the attractive growth opportunities offered by the financial markets over a medium- to long-term investment period.

3. Risk assessment

The sub-fund's investments are exposed to market fluctuations and investors may not get back the initial amounts they invested. Investors are invited to consult the full version of the Prospectus for a detailed description of the risks.

4. Base currency of the sub-fund

The sub-fund's base currency is the EUR. The NAV per share of each class is calculated in the base currency of the sub-fund.

5. Shares

This sub-fund offers investors the following share classes:

- Class C (LU1157197341), and
- Class D (LU1157200400)

Class C shares accumulate their income while class D shares distribute their income.

Class C and D shares shall be issued starting on a date determined by the Board of Directors.

6. Subscriptions and subscription fee

6.1 Subscription Procedure

Subscription requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed, if accepted, at the price of the NAV dated **D**, calculated on **D+1** following the outline below, plus any fees, taxes, levies and stamp duty that may be payable.

D: Day on which the subscription request is received by the Registrar before 15:00 (Luxembourg time)
D+1: calculation day of the NAV dated D on the basis of the quoted market prices of D
D+3: deadline for payment of subscription amount

Class C and D shares are issued at a price equal to the NAV per share determined according to the outline above plus, where applicable, a subscription fee as described below.

6.2 Minimum subscription amount

There is no minimum subscription and no minimum holding amount for class C and D shares.

6.3 Subscription fee

No subscription fee shall be charged for this sub-fund.

7. Redemptions and redemption fee

Shareholders may request the SICAV to redeem their shares at any time and without limitation. Shares redeemed by the SICAV shall be cancelled. Redemption requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No redemption fee shall be charged.

The redemption price for shares to be redeemed shall be paid in the base currency of the sub-fund, or in another currency after conversion, on **D+3** at the latest, provided that the bearer share certificates – if issued – have been received by the Registrar.

8. Conversions and conversion fee

All shareholders may request the conversion of all or some of their shares into shares of another sub-fund or share class. This conversion shall be made on the basis of the Net Asset Values of the sub-fund or share class to be converted and of the sub-fund or share class to be allocated as established on a common valuation day according to the procedure laid down in the section entitled "Conversion of shares" in Part A of this Prospectus.

Conversion requests received by the Registrar on **D** before 15:00 (Luxembourg time) shall be processed at the price of the NAV dated **D**, calculated on **D+1**.

No conversion fees shall be charged.

9. Frequency of the NAV calculation

Each bank business day in Luxembourg for each share class of the sub-fund.

10. Administration fee

The Management Company shall receive an administration fee payable by the SICAV at the end of each month at the annual rate of 14BP for share classes C and D, plus a fixed rate of EUR 12,900 per annum per sub-fund.

11. Management fee

At the end of each month, the Management Company shall receive a management fee, payable from the SICAV's assets, at an annual rate of:

- maximum 0.2% of the average net assets of class "C" shares
- maximum 0.2% of the average net assets of class "D" shares.

12. Performance fee

No performance fee will be charged for this sub-fund.

13. Taxation

The sub-fund's assets attributable to each share class are subject to the following annual *taxe d'abonnement*:

- Classes C and D: 0.05% p.a. of the NAV.

This tax is payable quarterly on the basis of the net assets of the SICAV and is calculated at the end of each quarter.