

# **ECONOPOLIS FUNDS**

**Société d'Investissement à Capital Variable (SICAV)**

## **PROSPECTUS**

**1 JULY 2019**

## 1. INTRODUCTION

ECONOPOLIS FUNDS (hereinafter the "Company") is a limited company (*société anonyme*) incorporated in the form of an Investment Company with Variable Capital (*société d'investissement à capital variable - SICAV*) with multiple Sub-Funds under the laws of the Grand Duchy of Luxembourg. The aim of the Company is to enable investors to invest in portfolios made up of diversified transferable securities according to the specific approach of the Sub-Funds offered, to best achieve the performances expected by the investors.

The Company is registered on the official list of UCIs in accordance with the Law of 2010 and is governed by Part I of the Law of 2010.

This registration cannot be construed as an approval by the CSSF regarding the contents of this Prospectus or the quality of the securities offered by the Company. Any representation to the contrary is unauthorised and unlawful.

This Prospectus may not be used for the purpose of offering and promoting sales in any country or any circumstance where such offers or promotions are not authorised.

None of the shares has been or will be registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), or under the securities laws of any state or political subdivision of the United States of America or any of its territories, commonwealths, possessions or other areas subject to its jurisdiction including the Commonwealth of Puerto Rico (the "United States"), and such shares may be offered, sold or otherwise transferred only in compliance with the 1933 Act and such state or other securities laws. The Company has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended (the "1940 Act"), nor under any other U.S. Federal laws. Accordingly, no shares are being offered to U.S. Persons (as defined under U.S. Federal securities and commodities laws) or persons who are in the United States at the time the shares are offered or sold (except as may be otherwise provided under the chapter titled 'Shares' in this Prospectus). In addition, shares may not be sold to, held by or transferred to any person subject to or in breach of the FATCA requirements. The attention of investors is drawn to the possibility given to the Board of Directors to compulsorily redeem shares as described under "Redemption of Shares" in this Prospectus.

The shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "SEC") or any other regulatory agency in the United States, nor has the SEC or any other regulatory agency in the United States passed upon the accuracy or adequacy of this Prospectus or the merits of the shares. Any representation to the contrary is a criminal offence. The U.S. Commodity Futures Trading Commission has not reviewed or approved this offering or any offering memorandum for the Company.

No person is authorised to give any information other than that contained in this Prospectus or the documents mentioned herein and which are available for inspection by the general public.

The Board of Directors of the Company is responsible for the accuracy of the information contained in this Prospectus at the time of its publication.

This Prospectus may be updated from time to time with significant amendments. Consequently, subscribers are advised to ask the Company for the most recent Prospectus.

Potential subscribers are also advised to seek professional advice on the laws and regulations (such as those on taxation and exchange control) applicable to the subscription, purchase, holding, redemption and sale of shares in their countries of citizenship, residence or domicile.

This Prospectus is valid only if it is accompanied by the latest available annual report and by the latest semi-annual report if published after such annual report. These documents are an integral part of this Prospectus.

To enable the Management Company to fulfil the services required by the investors and to comply with its legal and regulatory obligations, certain personal data concerning investors (including, but not limited to, the name, address and invested amount of each investor) may be gathered, recorded, transferred, treated and used by the Company, the Management Company, the Registrar and Transfer Agent, the Investment Manager, the global distributor, any of their sub-contractors as well as by other companies of the Banque de Luxembourg Group and of the Econopolis Group and the distributors/nominees pursuant to data protection law applicable in Luxembourg (including but not limited to the Luxembourg Law of 2 August 2002 on the Protection of Persons with regard to the Processing of Personal Data, as amended from time to time).

In particular, such data may be processed for the purposes of account and distribution fee administration, anti-money laundering and terrorism financing identification and those arising from tax identification obligations as specifically scheduled by FATCA and by any legislation for the purpose of the application of the CRS (as defined in Section 23 "Tax Considerations") or similar laws and

regulations, maintaining the register of investors, processing subscription, redemption and conversion orders (if any) and payments of dividends to investors and to provide client-related services. Such information shall not be passed on to any unauthorised third persons without the investors' consent. In particular, the attention of investors is drawn to the fact that the Management Company (or its sub-contractor) has instructed the transfer of information contained in the register of shareholders of the Company to a global distributor to enable the latter to perform its services as global distributor of the Company.

The Company may sub-contract to a Processor (such as the Management Company or a sub-contractor of the latter) the processing of personal data for the purposes referred to above. In this respect, certain personal data may be transferred outside the European Economic Area or to countries which do not provide an appropriate level of protection for personal data similar to the data protection laws in Luxembourg and the European Union and the response to any mandatory operations of tax authorities in compliance with FATCA and the CRS, in which case the Company will either collect the investor's consent for the transfer or enter into appropriate data transfer agreements or European Union model clause agreements with the Processors.

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

Investors are also informed that, as a matter of general practice, telephone conversations and instructions may be recorded as proof of a transaction or related communication. Such recordings will benefit from the same protection under Luxembourg law as the information contained in this application form and shall not be released to third parties, except in cases where the Company, the Management Company, the Registrar and Transfer Agent, the Investment Manager, the global distributor and the distributors/nominees are compelled or entitled by law or regulation to do so.

By subscribing shares of the Company, each investor consents to such a treatment of its personal data and expressly agrees that their personal data be stored with, changed by, otherwise used by or disclosed or transferred to (i) to any entity of Banque de Luxembourg Group and other parties which intervene in the process of the business relationship with the investors (e.g. Processors, external processing centres, dispatch or payment agents) or (ii) when required by law or regulation (including parties outside of the European Union which may not offer a similar level of protection as the one deriving from Luxembourg data protection law).

Investors acknowledge and accept that failure to provide relevant personal data request by the Company, the Management Company and/or the Registrar and Transfer Agent in the course of their relationship with the Company may prevent them from maintaining their holdings in the Company and may be reported by the Company, the Management Company and/or the Registrar and Transfer Agent to the relevant Luxembourg authorities.

Investors acknowledge and accept that the Company, the Management Company or the Registrar and Transfer Agent will report any relevant information in relation to their investment in the Company to the Luxembourg tax authorities which will exchange this information on an automatic basis with the competent authorities in the United States or other permitted jurisdictions as agreed in the FATCA Law, CRS at OECD and EU levels or equivalent Luxembourg legislation.

Banque de Luxembourg Group will accept no liability with respect to any unauthorised third party receiving knowledge of or having access to such personal data, except in the case of negligence by Banque de Luxembourg Group or any of its Processors.

Personal data shall not be held for longer than necessary with regard to the purpose of the data processing, subject always to applicable legal minimum retention periods.

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## 2. NOTE TO INVESTORS

Pursuant to international rules and Luxembourg laws and regulations comprising, but not limited to, the law of 12 November 2004 on the fight against money laundering and financing of terrorism, as amended, and circulars of the CSSF, obligations have been imposed on all professionals of the financial sector to prevent the use of UCIs for money laundering and financing of terrorism purposes. As a result of such provisions, the Registrar and Transfer Agent must in principle ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The Registrar and Transfer Agent may require subscribers to provide any document it deems necessary to effect such identification.

In case of delay or failure by an applicant to provide the documents required, the application for subscription (or, if applicable, for redemption) will not be accepted. Neither the Company nor the Registrar and Transfer Agent have any liability for delays or failure to process deals as a result of the applicant providing no or only incomplete documentation.

Shareholders may be requested to provide additional or updated identification documents from time to time pursuant to ongoing client due diligence requirements under relevant laws and regulations.

The Fund may either subscribe to classes of shares of target funds likely to participate in offerings of US new issue equity securities ("US IPOs") or directly participate in US IPOs. The Financial Industry Regulatory Authority ("FINRA"), pursuant to FINRA rules 5130 and 5131 (the "Rules"), has established prohibitions concerning the eligibility of certain persons to participate in US IPOs where the beneficial owner(s) of such accounts are financial services industry professionals (including, among other things, an owner or employee of a FINRA member firm or money manager) (a "restricted person"), or an executive officer or director of a U.S. or non-U.S. company potentially doing business with a FINRA member firm (a "covered person").

Accordingly, investors considered as restricted persons or covered persons under the Rules are not eligible to invest in the Fund. In case of doubts regarding its status, the investor should seek the advice of its legal adviser.

Shareholders should note that they will in principle only be able to exercise their rights directly against the Company and that they will not have any direct contractual rights against the service providers appointed from time to time.

### **Fair treatment of shareholders**

The participation of each shareholder in each Sub-fund is represented by shares. Each share pertaining to the same class of shares within the same Sub-fund bears the same rights and obligations. Therefore, equal treatment of all shareholders holding shares of the same class of shares within the same Sub-fund is ensured.

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#### 4. GLOSSARY

**Absolute VaR Approach:** Designates a methodology for the determination of the global exposure as specified in the applicable legislation and regulations, including without limitation CSSF Circular 11/512.

**Administrative Agent, Registrar and Transfer Agent, Paying Agent:** Banque de Luxembourg, which has sub-delegated the performance of certain of these functions to European Fund Administration or any entity appointed as its successor.

**Domiciliary Agent:** Conventum Asset Management or any entity appointed as its successor.

**Articles:** the articles of incorporation of the Company, as amended from time to time.

**Board of Directors:** the board of directors of the Company, as appointed from time to time.

**Business Day:** any day on which banks in Luxembourg are open for business except for 24 December unless otherwise defined in the Term Sheet for a Sub-Fund.

**Category:** type of share in a Sub-Fund of the Company offered to a certain type of investor or via a specific marketing network. There may be several categories of shares as outlined in the relevant Term Sheet.

**CSSF Circular 11/512:** the CSSF Circular 11/512 on the presentation of the main regulatory changes in risk management following the publication of CSSF Regulation 10-4 and ESMA clarifications, as amended from time to time.

**Commitment Approach:** Designates a methodology for the determination of the global exposure as specified in the applicable legislation and regulations, including without limitation the CSSF Circular 11/512.

**CRS:** Standard for Automatic Exchange of Financial Account Information in Tax matters (the "Common Reporting Standard" or "CRS");

**CSSF:** the *Commission de Surveillance du Secteur Financier*.

**Depository Bank:** Banque de Luxembourg or any other entity appointed as depository bank.

**Eligible State:** any Member State, any member State of the Organisation for Economic Co-operation and Development ("OECD"), and any other State which the Board of Directors deems appropriate with regard to the investment objectives of each Sub-Fund. Eligible States include in this category countries in Africa, the Americas, Asia, Australasia and Europe.

**Euro Zone:** zone including all European Union States participating in the Economic and Monetary Union.

**FATCA:** Foreign Account Tax Compliance Act, as it might be amended, completed or supplemented.

**"Investment Funds" – "Undertakings for Collective Investment" or "UCIs":** Entities the sole purpose of which is the collective investment of the capital subscribed, whether in securities, financial instruments or other assets.

**Investment Manager(s):** the investment manager(s) of the Sub-Funds, as appointed from time to time.

**Key Investor Information Document (the "KIID"):** the key investor information document of each Category of the Company. Information on Categories of shares launched shall be available on the website [www.conventum.lu](http://www.conventum.lu).

The Company draws the attention of investors to the fact that before any subscription of shares, investors should consult the KIIDs on Categories of shares available on the website [www.conventum.lu](http://www.conventum.lu). A paper copy of the KIIDs may also be obtained at the registered office of the Company or of the global distributor or any distributor, free of charge.

**Law of 1915:** the Law of 10 August 1915 on commercial companies, as amended.

**Law of 2010:** the Law of 17 December 2010 on undertakings for collective investment, as amended.

**Management Company:** Conventum Asset Management or any entity appointed as its successor.

**Member State:** a Member State of the European Union.

**OTC:** Market for trading securities that are not listed on a Regulated Market.

**Processor:** means an entity (such as the Management Company or its sub-contractor) to which the processing of personal data may be sub contracted by the Company.

**Prospectus:** the prospectus of the Company, as amended from time to time.

**Regulated Market:** a regulated market as defined in Directive 2004/39/EC of 21 April 2004 on financial instruments markets (Directive 2004/39/EC), i.e. a market on the list of regulated markets prepared by each Member State, that functions regularly characterised by the fact that the regulations issued or approved by the competent authorities set out the conditions of operation and access to the market, as well as the conditions that a given financial instrument must meet in order to be traded on the market, in compliance with all information and transparency obligations prescribed in Directive 2004/39/EC, as well as any other regulated, recognised market open to the public in an Eligible State that operates regularly.

**Relative VaR Approach:** Designates a methodology for the determination of the global exposure as specified in the applicable legislation and regulations, including without limitation CSSF Circular 11/512.

**Sub-Fund:** refers to a sub-fund of the Company.

**Term Sheet:** refers to an annex to the present Prospectus providing the terms and features of each Sub-Fund and which is an integral part of the present Prospectus.

**UCI:** an undertaking for collective investment within the meaning of points a) and b) of Article 1 (2) of the UCITS IV Directive.

**UCITS:** an undertaking for collective investment authorised according to the UCITS IV Directive.

**UCITS IV Directive:** The Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities.

**UCITS V Directive:** The Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 amending the Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities.

**Valuation Day:** any Business Day as of which the net asset value per share of each Sub-Fund is determined unless otherwise specifically provided for a Sub-Fund or a Category in the relevant Term Sheet.

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## 5. ADMINISTRATION OF THE COMPANY

<b>BOARD OF DIRECTORS</b>	Geert NOELS Chairman ECONOPOLIS WEALTH MANAGEMENT N.V. Sneeuwbeslaan 20 B-2610 Wilrijk
	Fred JANSSENS Director ECONOPOLIS WEALTH MANAGEMENT N.V. Sneeuwbeslaan 20 B-2610 Wilrijk
	Gregory CHRISTIANS Director ECONOPOLIS WEALTH MANAGEMENT N.V. Sneeuwbeslaan 20 B-2610 Wilrijk
<b>MANAGEMENT COMPANY AND DOMICILIARY AGENT</b>	CONVENTUM ASSET MANAGEMENT 9, boulevard Prince Henri L-1724 Luxembourg
<b>BOARD OF DIRECTORS OF THE MANAGEMENT COMPANY</b>	Ruth BÜLTMANN Administrateur indépendant 40 rue d'Ernster L-6977 OBERANVEN Chairman
	Michèle BIEL General Manager CONVENTUM ASSET MANAGEMENT Société Anonyme 9, boulevard Prince Henri L-1724 Luxembourg Director
	Fernand GRULMS Administrateur indépendant 2 rue Nic. Flener L-8228 MAMER Director
<b>MANAGERS OF THE MANAGEMENT COMPANY</b>	Michèle BIEL General Manager CONVENTUM ASSET MANAGEMENT Société Anonyme 9, boulevard Prince Henri L-1724 Luxembourg
	Georges ENGEL General Manager CONVENTUM ASSET MANAGEMENT Société Anonyme 9, boulevard Prince Henri L-1724 Luxembourg
<b>REGISTERED OFFICE</b>	9, boulevard Prince Henri L-1724 Luxembourg
<b>DEPOSITARY and PRIMARY PAYING AGENT</b>	BANQUE DE LUXEMBOURG 14, boulevard Royal L-2449 Luxembourg



<b>ADMINISTRATIVE AGENT</b>	BANQUE DE LUXEMBOURG 14, boulevard Royal L-2449 Luxembourg
<b>ADMINISTRATIVE AGENT'S SUBCONTRACTOR</b>	EUROPEAN FUND ADMINISTRATION 2, rue d'Alsace L-1017 Luxembourg
<b>APPROVED STATUTORY AUDITOR</b>	DELOITTE AUDIT 20, boulevard de Kockelscheuer L-1821 Luxembourg
<b>INVESTMENT MANAGER</b>	ECONOPOLIS WEALTH MANAGEMENT N.V. Sneeuwbeslaan 20 B-2610 Wilrijk

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## 6. GENERAL CHARACTERISTICS OF THE COMPANY

ECONOPOLIS FUNDS is an Investment Company with Variable Capital (*SICAV*) with multiple Sub-Funds incorporated on 30 January 2013 under the laws of Luxembourg for an unlimited duration. The Company is subject to the provisions of Part I of the Law of 2010 and the Law of 1915.

ECONOPOLIS FUNDS has appointed CONVENTUM ASSET MANAGEMENT as Management Company under Chapter 15 of the Law of 2010.

ECONOPOLIS FUNDS is organised as an umbrella fund, which means it is comprised of several Sub-Funds each of which represents a separate pool of assets and liabilities and each with a distinct investment policy.

This structure offers investors the advantage of being able to choose between the various Sub-Funds and then switch from one Sub-Fund to another at will, as explained in the chapter "Conversion of shares".

The Company includes the following Sub-Funds:

**ECONOPOLIS PATRIMONIAL SUSTAINABLE**

**ECONOPOLIS PATRIMONIAL EMERGING**

**ECONOPOLIS GLOBAL EQUITY**

**ECONOPOLIS EM GOVERNMENT BONDS**

**ECONOPOLIS SMART CONVICTIONS FUND**

**ECONOPOLIS EMERGING MARKET EQUITIES**

**ECONOPOLIS GLOBAL BONDS**

**ECONOPOLIS BELGIAN CHAMPIONS**

**ECONOPOLIS EXPONENTIAL TECHNOLOGIES**

The Board of Directors reserves the right to create new Sub-Funds in the future, the investment policy and selling methods of which will be announced in due course through an amendment of this Prospectus. Investors may be informed thereof through a newspaper announcement if deemed appropriate by the Board of Directors. Similarly, the Board of Directors may decide to close a Sub-Fund or propose to shareholders the closing of a Sub-Fund.

The deed of incorporation of the Company was published in the Recueil Electronique des Sociétés et Associations (RESA) on 18 February 2013. The Articles have been deposited with the Register of Commerce and Companies in Luxembourg. These documents are available for inspection and copies can be obtained on payment of the administrative costs as determined by Grand Ducal regulation.

The Company is under registration with the Register of Commerce and Companies in Luxembourg and its registered office is established in Luxembourg.

The capital of the Company is at all times equal the total net assets of the various Sub-Funds and is represented by shares issued with no par value and fully paid up. Variations in the capital can take place without further consideration or inquiry and without the need for publication or registration with the Register of Commerce and Companies in Luxembourg. The minimum capital required for the Company is EUR 1,250,000 (one million two hundred and fifty thousand Euro). This minimum capital must be reached within a period of 6 months following the authorisation of the Company.

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## 7. CONFLICT OF INTEREST

The members of the Board, the Management Company, the Investment Manager(s), the global distributor, the distributor(s), the Depositary and any of their sub-contractors may, in the course of their business, have potential conflicts of interests with the Company. Each of members of the Board, the Management Company, the Investment Manager(s), the global distributor, the distributor(s), the Depositary and their sub-contractors will have regard to their respective duties to the Company and other persons when undertaking any transactions where conflicts or potential conflicts of interest may arise. In the event that such conflicts arise, each of such persons undertake or will be requested by the Company to undertake to use its reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its respective obligations and duties) and to ensure that the Company and its shareholders are fairly treated.

### Interested dealings

The members of the Board, the Management Company, the Investment Manager(s), the global distributor, the distributor(s), the Depositary and the Administrative Agent and any of their respective subsidiaries, affiliates, associates, agents, directors, officers, employees, sub-contractors or delegates (together the **Interested Parties** and, each, an **Interested Party**) may:

- A. contract or enter into any financial, banking or other transaction with one another or with the Company including, without limitation, investment by the Company, in securities in any company or body any of whose investments or obligations form part of the assets of the Company or any Sub-Fund, or be interested in any such contracts or transactions;
- B. invest in and deal with shares, securities, assets or any property of the kind included in the property of the Company for their respective individual accounts or for the account of a third party;
- C. act as broker, dealer, agent, lender or provide any other services in relation to the execution of transactions for the account of the Company;
- D. act as counterparty to the derivative transactions or contracts entered on behalf of the Company or act as index sponsor or index calculation agent of indices to which the Company will be exposed via derivative transactions; and
- E. deal as agent or principal in the sale, issue or purchase of securities and other investments to, or from, the Company through, or with, the Management Company, the Investment Managers or the Depositary or any subsidiary, affiliate, associate, agent, sub-contractor or delegate thereof.

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

Any commissions, fees and other compensation or benefits arising from any of the above may be retained by the relevant Interested Party.

Any such transactions must be carried out as if effected on normal commercial terms negotiated at arm's length.

Notwithstanding anything to the contrary herein, the Investment Manager(s) and its (their) respective affiliates may actively engage in transactions on behalf of other investment funds and accounts which involve the same securities and instruments in which the Sub-Funds will invest. The Investment Manager(s) and their respective affiliates may provide investment management services to other investment funds and accounts that have investment objectives similar or dissimilar to those of the Sub-Funds and/or which may or may not follow investment programs similar to the Sub-Funds, and in which the Sub-Funds will have no interest. The portfolio strategies of the Investment Manager(s) and their respective affiliates used for other investment funds or accounts could conflict with the transactions and strategies advised by the Investment Managers in managing a Sub-Fund and affect the prices and availability of the securities and instruments in which such Sub-Fund invests.

The Investment Managers and their respective affiliates may give advice or take action with respect to any of their other clients which may differ from the advice given or the timing or nature of any action taken with respect to investments of a Sub-Fund. The Management Company and the Investment Managers have no obligation to advise any investment opportunities to a Sub-Fund which they may advise to other clients.

The Investment Managers will devote as much of their time to the activities of a Sub-Fund as they deem necessary and appropriate. The Management Company and the Investment Managers and their respective affiliates are not restricted from forming additional investment funds, from entering into other investment management relationships, or from engaging in other business activities, even though such activities may be in competition with a Sub-Fund. These activities will not qualify as creating a conflict of interest.

Additional considerations relating to conflicts of interest may be applicable, as the case may be, for a specific Sub-Fund as further laid down in the Appendix I to this Prospectus.

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## **8. INVESTMENT POLICY AND OBJECTIVES**

The main objective of the Company is to preserve the capital in real terms and ensure the growth of its assets. Obviously, no guarantee is given that this objective will be achieved.

The investment policy and objectives of each Sub-Fund are detailed in the relevant Term Sheet for each Sub-Fund at the end of this document.

Information on the historical performance of each Category may be found in the relevant KIID.

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## 9. SPECIAL CONSIDERATIONS ON RISKS

With regard to each Sub-Fund, future investors are recommended to consult their professional advisers to evaluate the suitability of an investment in a specific Sub-Fund, in view of their personal financial situation.

The number and allocation of portfolio assets in each Sub-Fund should reduce the Sub-Fund's sensitivity to risks associated with a particular investment. Nevertheless, potential investors should be aware of the fact that there can be no assurance that their initial investment will be preserved.

In addition, future investors should give careful consideration to the following risks linked to an investment in certain Sub-Funds:

### **Market risk**

Market risk is a general risk that applies to all types of investments. Variations in the prices of securities and other instruments are essentially determined by variations in the financial markets as well as variations in the economic situations of issuers that are themselves impacted by the general world economy as well as by the economic and political conditions prevailing in their own country.

### **Risk linked to equities markets**

The risks associated with investments in equities (and related instruments) are important variations in prices, negative information on issuers or the market and the subordinated nature of equity capital with respect to the debt issued by the same company. Price fluctuations may be amplified in the short term. The risk that one or more companies record losses or fail to grow can have a negative impact on the performance of the portfolio.

Certain Sub-funds can invest in companies at their Initial Public Offering stage. In this case, there is a risk of a higher volatility of the share price due to several factors such as the absence of a previous public market, unseasonal transactions, the limited number of tradable shares and the lack of information on the issuer.

Sub-funds that invest in growth companies may be more volatile than the market as a whole and may react differently to economic, political and market developments that are specific to the issuer. The value of growth companies is traditionally more volatile than other companies, especially over very short periods of time. Therefore the share price of growth companies can be more expensive relative to company's earnings as compared to other companies in general. Shares of growth companies can be more reactive to changes in profits.

### **Risk linked to bonds, debt instruments, fixed income (including high yield bonds) and convertible bonds**

For Sub-funds investing in bonds or other debt instruments, the value of the underlying investments will depend on market interest rates, the credit quality of the issuer and liquidity considerations. The net asset value of a Sub-fund investing in debt instruments will change in response to fluctuations in interest rates, perceived credit quality of the issuer, market liquidity and also currency exchange rates (when the currency of the underlying investment is different from the reference currency of the Sub-fund). Some Sub-funds may invest in high yield debt instruments where the level of income may be relatively higher as compared to investment grade debt instruments (for instance); however the risk of depreciation and capital losses associated to such debt instruments will be significantly higher than other debt instruments with lower yield.

Investments in convertible bonds are sensitive to fluctuations in the prices of the underlying equities ("equity component" of the convertible bond) while offering a certain kind of protection with a more secured portion of capital ("bond floor" of the convertible bond). The higher the equity component, the lower the corresponding capital protection. As a corollary, a convertible bond that has seen major growth in its market value following a rise in the underlying share price will have a risk profile closer to that of a share. On the other hand, a convertible bond, the value of which has declined to the level of its bond floor following a fall in the price of the underlying share will have, depending on the level, a risk profile close to that of a traditional bond.

Convertible bonds, like other types of bonds, are subject to the risk that the issuer may be unable to meet its obligations to pay interest and/or repay the principal at maturity (credit risk). The market's perception of the increasing probability of default or bankruptcy of an issuer leads to a noticeable decrease in the market value of the bond and thus a decrease of the protection offered by the bond. Moreover, market value of bonds may decrease consequently to the increase of the interest rate of reference (interest rate risk).

## **Risk linked to investments in emerging markets**

Suspensions and cessations of payment by developing countries are due to a variety of factors such as political instability, poor financial management, a lack of currency reserves, flight of capital, internal conflicts or the absence of the political will to continue servicing previously contracted debt.

The capacity of private sector issuers to meet their obligations may also be affected by these same factors. In addition, these issuers are subject to the decrees, laws and regulations enacted by governmental authorities. These include, for example, changes in foreign exchange controls and in the legal and regulatory framework, expropriations and nationalisations, the introduction of, or increase in taxes, such as withholding tax.

Systems for settlement of transactions and clearing are often less well-organised than they are in developed markets. This results in a risk that the settlement or clearing of transactions are delayed or cancelled. Market practices may require payment on transactions to be made prior to receipt of acquired transferable securities or other instruments or the delivery of traded transferable securities or other instruments to be made prior to receipt of payment. In these circumstances, the default of the counterparty through which the transaction is executed or settled may bring about losses for the Sub-fund investing in these markets.

The uncertainty linked to a murky legal environment or the inability to establish well defined property and legal rights are other determining factors. Added to that is the lack of reliability of the sources of information in these countries, the non-conformity of accounting methods with respect to international standards and the absence of financial or commercial controls.

At present, investments in Russia are subject to increased risks concerning property and the ownership of Russian securities. It may be that the ownership and holding of securities is documented only by registration in the books of the issuers or those keeping the register (who are neither agents of, or are responsible to, the Depositary). No certificate representing the ownership of securities issued by Russian companies will be held by the Depositary, or by a local correspondent of the Depositary, or by a central depository. Due to market practices and the absence of effective regulations and controls, the Company could lose its status as owner of the securities issued by Russian companies due to fraud, theft, destruction, negligence, loss or disappearance of the securities in question. Moreover, owing to market practices, it may be that the Russian securities must be deposited in Russian institutions that do not have adequate insurance to cover the risks linked to theft, destruction, loss or disappearance of these deposited securities.

## **Risk of concentration**

Some Sub-funds may concentrate their investments in one or more countries, geographical regions, economic sectors, asset classes, types of financial instruments or currencies in such a way that these Sub-funds may thus be more impacted in the event of economic, social, political or fiscal events affecting the countries, geographical regions, economic sectors, asset classes, types of financial instruments or currencies concerned.

## **Interest rate risk**

The value of an investment may be affected by fluctuations in interest rates. Interest rates may be influenced by a number of elements or events such as monetary policies, discount rates, inflation, etc. Investors must be aware that rising interest rates may result in the decrease in the value of investments in bond instruments and debt securities.

## **Credit risk**

Credit risk is the risk linked to an issuer's capacity to honour its debts. Credit risk can lead to the downgrading of the credit rating of a bond or debt security issuer that may lead to a decrease in the value of investments.

The downgrading of the rating of an issue or issuer can lead to the decline in the value of the debt securities concerned in which the Sub-fund is invested. The bonds or debt securities issued by entities having a low rating are in general deemed to have a greater credit risk and be more likely to default than those of issuers with a higher rating. When the issuer of bonds or debt securities experiences financial or economic difficulty, the value of the bonds or debt securities (that can become zero) and the payments made for the bonds or debt securities (that can be zero) may be affected.

## **Foreign exchange risk**

If a Sub-fund holds assets denominated in currencies other than its reference currency, it may be affected by any fluctuation in interest rates between its reference currency and the other currencies or by any change with respect to interest rate controls. If the currency in which a security is denominated appreciates with respect to the reference currency of the Sub-fund, the equivalent value of the security in that reference currency will also appreciate. Conversely, a depreciation of that same currency will lead to a depreciation of the equivalent value of the security.

When the Sub-fund conducts transactions to hedge against foreign exchange risk, the full effectiveness of such transactions cannot be guaranteed.

## **Liquidity risk**

There is a risk that investments made in the Sub-funds may become illiquid due to a market that is too narrow (often reflected by a very wide bid-ask spread or other major price movements); or if security issuer's "rating" depreciates, or if the economic situation deteriorates; consequently these investments might not be sold or bought fast enough to prevent or minimise losses in the Sub-funds. Finally, there is a risk that the securities traded in a narrow market segment, such as the small caps market, are subject to great volatility in prices.

## **Counterparty risk**

When concluding over-the counter (OTC) contracts, the Company may be exposed to risks linked to the solvency of its counterparties and to their capacity to respect contractual terms. The Company may conclude futures contracts, options and swap contracts or even use other derivative techniques, each of which involve the risk that the counterparty will not honour its commitments with respect to each contract.

## **Risk linked to derivative instruments**

As part of the investment policy described in the respective fact sheets of each Sub-fund, the Company may use financial derivative instruments. These products may be used for hedging purposes, as well as be part of an investment strategy for optimisation of performance. The use of financial derivative instruments may be limited by market conditions and applicable regulations and may involve risks and expenses to which the Sub-fund using such instruments would not otherwise be exposed were it to refrain from using such instruments. The risks inherent in the use of options, contracts in foreign currencies, swaps, futures contracts and options on such contracts include in particular:

(a) the fact that success depends on the accuracy of the analysis of the portfolio manager(s) or sub-manager(s) with respect to changes in interest rates, prices of transferable securities and/or money market instruments as well as currency markets and any other underlying of the derivative instrument; (b) the existence of an imperfect correlation between the price of the options, futures contracts and options on such futures and the movements of the prices of transferable securities, money market instruments or hedged currencies; (c) the fact that the skills needed to use these financial derivative instruments are different to the skills needed to select securities for the portfolio; (d) the possibility of a non-liquid secondary market for a particular financial derivative instrument at a given time; and (e) the risk that a Sub-fund is unable to buy or to sell a security in the portfolio in favourable times or to have to sell an asset in the portfolio in unfavourable conditions.

When a Sub-fund conducts a swap transaction, it is exposed to counterparty risk. The use of financial derivative instruments involves, moreover, a risk linked to leverage. Leveraging is obtained by investing a modest amount of capital to purchase financial derivative instruments with respect to the direct cost of acquisition of the underlying assets. The more leverage there is, the more important the variation in the price of the financial derivative instrument will be if the price of the underlying asset changes (with respect to the subscription price determined in the conditions of the financial derivative instrument). The potential benefit and risks linked to these instruments thus increase in parallel to any increase of leverage. Finally, nothing guarantees that the objective pursued will be reached using these financial derivative instruments.

## **Taxation**

Investors should note in particular that (i) the proceeds from the sale of securities in some markets or the receipt of any dividends or other income may be or may become subject to tax, levies, duties or other fees or charges imposed by local authorities in that market including taxation levied by withholding at source and/or (ii) the Sub-fund's investments may be subject to specific taxes or charges imposed by authorities in some markets. Tax law and practice in certain countries into which a Sub-fund invests or may invest in the future is not clearly established. It is possible therefore that the current interpretation of the law or understanding of

practice might change, or that the law might be changed with retrospective effect. It is therefore possible that the Sub-fund could become subject to additional taxation in such countries that is not anticipated either at the date of this Prospectus or when investments are made, valued or disposed of.

#### **Risk linked to investments in UCI units**

Investments made by the Company in UCI units (including investments by some Sub-funds of the Company in units of other Sub-funds of the Company) expose the Company to the risks linked to the financial instruments that these UCIs hold in their portfolio and that are described above. Some risks are, however, intrinsic to the holding of UCI units by the Company. Some UCIs may leverage their portfolio either by using derivative instruments or through borrowing. The use of leverage increases the volatility of the UCI units and thus the risk of loss of capital. Most UCIs also plan for the possibility of temporary suspension of redemptions under exceptional circumstances. Investments made in UCI units are thus exposed to greater liquidity risk than investing directly in a portfolio of transferable securities. On the other hand, investments made in UCI units provide the Company with flexible and efficient access to different investment strategies from professional asset managers as well as further portfolio diversification. A Sub-fund that invests mainly through UCIs ensures that its UCI portfolio has the appropriate level of liquidity that will allow the Sub-fund to meet its own redemption duties.

Investment in UCI units may involve the doubling of certain fees to the extent that, in addition to the fees already paid to the Sub-fund in which an investor has invested, that investor also has to pay a portion of the fees paid to the UCI in which the Sub-fund is invested.

The Company offers investors a choice of portfolios that may have different degrees of risk and thus, in principle, long-term returns in relation to the degree of risk accepted.

Investors will find the degree of risk of each class of shares offered by the Company in the KIID.

The higher the risk level, the more investors should have a long-term investment horizon and be ready to accept the risk of major loss of invested capital.

#### **Accounting and statutory standards**

It may occur in some countries, where a Sub-Fund may potentially invest, that standards of accountancy, auditing and reporting are less strict than the standards applicable in more developed countries and that investment decisions have to be taken based on information less complete and accurate than that available in more developed countries.

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## 10. CO-MANAGEMENT AND POOLING

To ensure effective management, the Board of Directors may decide to manage all or part of the assets of one or more Sub-Funds with other Sub-Funds in the Company (technique of pooling) or to co-manage all or part of the assets, except for a cash reserve, if necessary, of one or more Sub-Funds in the Company with assets of other Luxembourg investment funds or of one or more sub-funds of other Luxembourg investment funds (hereinafter called "Party(ies) to co-managed assets") for which the Depositary Bank is appointed as the depositary bank. These assets will be managed in accordance with the respective investment policy of the Parties to co-managed assets, each of which pursuing identical or comparable objectives. Parties to co-managed assets will only participate in co-managed assets as stipulated in their respective prospectus and in accordance with their respective investment restrictions.

Each Party to co-managed assets will participate in co-managed assets in proportion to the assets contributed thereto by it. Assets will be allocated to each Party to co-managed assets in proportion to its contribution to co-managed assets. The entitlements of each Party to co-managed assets apply to each line of investment in the aforesaid co-managed assets.

The aforementioned co-managed assets will be formed by the transfer of cash or, if necessary, other assets from each Party participating in the co-managed assets. Thereafter, the Board of Directors may regularly make subsequent transfers to co-managed assets. The assets can also be transferred back to a Party to co-managed assets for an amount not exceeding the participation of the said Party to co-managed assets.

Dividends, interest and other distributions deriving from income generated by co-managed assets will accrue to the Parties to co-managed assets in proportion to their respective investments. Such income may be kept by the Party to co-managed assets or reinvested in the co-managed assets.

All charges and expenses incurred in respect of co-managed assets will be applied to these assets. Such charges and expenses will be allocated to each Party to co-managed assets in proportion to its respective entitlement in the co-managed assets.

In the case of infringement of the investment restrictions by a Sub-Fund taking part in co-management and even though the Investment Manager has complied with the investment restrictions applicable to the co-managed assets in question, the Board of Directors shall ask the Investment Manager to reduce the investment in question proportionally to the participation of the Sub-Fund concerned in the co-managed assets or, if necessary, reduce its participation in the co-managed assets so that the investment restrictions applicable to the relevant Sub-Fund are observed.

When the Company is liquidated or when the Board of Directors decides - without prior notice - to withdraw the participation of the Company or a Sub-Fund from co-managed assets, the co-managed assets will be allocated to Parties to co-managed assets proportionally to their respective participation in the co-managed assets.

**The investor must be aware of the fact that such co-managed assets are employed solely to ensure effective management, and provided that all Parties to co-managed assets have the same depositary bank. Co-managed assets are not distinct legal entities and are not directly accessible to investors. However, the assets and liabilities of each Sub-Fund will be constantly separated and identifiable.**

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## 11. INVESTMENT RESTRICTIONS

The Board of Directors has adopted the following investment restrictions relating to the investment of the Company's assets and its activities. These investment restrictions and policies may be amended from time to time by the Board of Directors if and as it shall deem it to be in the best interests of the shareholders in which case this Prospectus will be updated.

The investment restrictions imposed by Luxembourg law must be complied with by each Sub-Fund. The investment restrictions mentioned in paragraph 1. (D) below are applicable to the Company as a whole.

### I. Investment in eligible assets

(A) (1) The Company will exclusively invest in:

- a) transferable securities and money market instruments admitted to or dealt in on a Regulated Market; and/or
- b) transferable securities and money market instruments dealt in on another regulated market in an Eligible State; and/or
- c) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on an official stock exchange or another Regulated Market and such admission is achieved within one year of the issue; and/or
- d) units of a UCITS and/or of an UCI, whether or not established in a Member State, provided that:
  - such other UCIs have been authorised under the laws of any Member State of the European Union or under the laws of Canada, Hong Kong, Japan, Norway, Switzerland or the United States of America,
  - the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the UCITS IV Directive,
  - the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,
  - no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs; and/or
- e) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law; and/or
- f) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraphs a) and b) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
  - the underlying consists of instruments covered by this section (A) (1), financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Funds may invest according to their investment objective;
  - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF;
  - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative.

and/or

g) money market instruments other than those dealt in on a Regulated Market, if the issuer or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
- issued by an undertaking any securities of which are dealt in on Regulated Markets, or
- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law, or
- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the previous three indents and provided that the issuer is a company whose capital and reserves amount 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, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

(2) In addition, the Company may invest a maximum of 10% of the net asset value of any Sub-Fund in transferable securities and money market instruments other than those referred to under (1) above.

(B) (i) The Company may hold ancillary liquid assets.

(ii) The Company will ensure that the global exposure relating to derivative instruments does not exceed the total net value of the Sub-Fund to which they apply.

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

The Company may invest, as part of the investment policy of its Sub-Funds and within the limits laid down in paragraph (C)(v), in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in paragraph (C). When the Company, on behalf of any of its Sub-Funds, invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in paragraph (C).

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

(C) (i) The Company may invest no more than 10% of the assets of any Sub-Fund in transferable securities or money market instruments issued by the same body.

The Company may not invest more than 20% of the assets of such Sub-Fund in deposits made with the same body.

The risk exposure to a counterparty of a Sub-Fund in an OTC derivative transaction may not exceed 10% of its assets when the counterparty is a credit institution referred to in (A) (1) e) above or 5% of its assets in other cases.

(ii) Furthermore, the total value of the transferable securities and money market instruments held by the Company on behalf of a Sub-Fund in the issuing bodies in each of which it invests more than 5% of its assets shall not exceed 40% of the value of its assets.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph (C) (i), the Company may not combine for each Sub-Fund:

- investments in transferable securities or money market instruments issued by a single body,

- deposits made with a single body, and/or
- exposures arising from OTC derivative transactions undertaken with a single body

in excess of 20% of its assets.

- (iii) The limit of 10% laid down in paragraph (C)(i) above may be of a maximum of 35% in respect of transferable securities or money market instruments which are issued or guaranteed by a Member State, its public local authorities or by a third country or by public international bodies of which one or more Member States are members.
- (iv) The limit of 10% laid down in paragraph (C) (i) above may be of a maximum of 25% for certain debt securities when they are issued by a credit institution which has its registered office in a Member State and is subject by law, to special public supervision for the purpose of protecting the holders of such debt securities. In particular, sums deriving from the issue of such debt securities must be invested in accordance with the law, in assets which, during the whole period of validity of the debt securities, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of accrued interest.

If a Sub-Fund invests more than 5% of its assets in the debt securities referred to in the sub-paragraph above and issued by one issuer, the total value of such investments may not exceed 80% of the value of the assets of such Sub-Fund.

- (v) The transferable securities and money market instruments referred to in paragraphs (C)(iii) and (C)(iv) are not included in the calculation of the limit of 40% referred to in paragraph (C)(ii).

The limits set out in paragraphs (C)(i), (C)(ii), (C)(iii) and (C)(iv) above may not be aggregated and, accordingly, investments in transferable securities or money market instruments issued by the same body, in deposits or derivative instruments made with this body, carried out in accordance with paragraphs (C)(i), (C)(ii), (C)(iii) and (C) (iv) shall not, in any event, exceed a total of 35% of any Sub-Fund's assets.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, shall be regarded as a single body for the purpose of calculating the limits contained in this paragraph (C).

A Sub-Fund may cumulatively invest up to 20% of its assets in transferable securities and money market instruments within the same group.

- (vi) Without prejudice to the limits laid down in paragraph (D), the limits laid down in paragraphs (C)(i), C(ii), C(iii), C(iv) and C(v) are raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when, according to the Prospectus, the aim of a Sub-Fund's investment policy is to replicate the composition of a certain stock or bond index which is recognised by the CSSF, on the following basis
  - the composition of the index is sufficiently diversified,
  - the index represents an adequate benchmark for the market to which it refers,
  - it is published in an appropriate manner.

The limit laid down in the subparagraph above is raised to 35% where it proves to be justified by exceptional market conditions in particular in Regulated Markets where certain transferable securities or money market instruments are highly dominant. The investment up to 35% is only permitted for a single issuer.

- (vii) **Notwithstanding the provisions of paragraphs (C)(i), C(ii), C(iii), C(iv) and C(v), the Company is authorised to invest up to 100% of the assets of any Sub-Fund, in accordance with the principle of risk spreading, in transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, an OECD member State, Singapore, Russia, Indonesia, South Africa or Brazil or by public international bodies of which one or more Member States are members, provided that such Sub-Fund must hold securities from at least six different issues and securities from any one issue may not account for more than 30% of the total amount.**
- (D) (i) The Company may not acquire shares carrying voting rights which would enable the Company to exercise significant influence over the management of the issuing body.
- (ii) The Company may acquire no more than

- (a) 10% of the non-voting shares of the same issuer,
- (b) 10% of the debt securities of the same issuer,
- (c) 25% of the units of the same UCITS and/or other UCI; and/or
- (d) 10% of the money market instruments of the same issuer.

However, the limits laid down in (b) to (d) above may be disregarded at the time of acquisition, if at that time the gross amount of the debt securities, or of the money market instruments or units or the net amount of instruments in issue cannot be calculated.

(iii) The limits set out in paragraphs (D)(i) and (ii) above shall not apply to:

- (a) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- (b) transferable securities and money market instruments issued or guaranteed by a non-Member State;
- (c) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;
- (d) shares held by a Sub-Fund in the capital of a company incorporated in a non-Member State which invests its assets mainly in the securities of issuing bodies having their registered office in that State where, under the legislation of that State, such a holding represents the only way in which the Sub-Fund can invest in the securities of the issuing bodies of that State, provided, however, that such company in its investment policy complies with the limits laid down in Articles 43, 46 and 48 (1) and (2) of the Law of 2010;
- (e) shares held by one or more investment companies in the capital of subsidiary companies which, exclusively on its or their behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of shares at the request of shareholders.

(E) (i) Unless otherwise provided in the investment policy of a specific Sub-Fund, each Sub-Fund will not invest more than 10% of its net assets in the units or shares of UCITS and/or other UCIs.

In the case the restriction (E)(i) above is not applicable to a specific Sub-Fund as provided in its investment policy, such Sub-Fund may acquire units or shares of UCITS and/or other UCIs referred to in (A)(1)d), provided that no more than 20% of a Sub-Fund's net assets be invested in the units or shares of a single UCITS or other UCI.

For the purpose of the application of this investment limit, each compartment of a UCITS and/or other UCI with multiple compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured.

Investments made in units or shares of UCIs other than UCITS may not in aggregate exceed 30% of the net assets of a Sub-Fund.

(ii) When the Company invests in the units of other UCITS and/or other UCIs that are managed directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by way of a direct or indirect stake of more than 10% of the capital or votes, that management company or other company may not charge subscription, redemption or management fees on account of the Company's investment in the units of such other UCITS and/or UCIs.

When the Company invests an important part of its assets in units of other UCITS and/or other UCIs other than those described in the preceding paragraph, the maximum level of the management fees that may be charged both to the Company itself and to the other UCITS and/or other UCIs in which it intends to invest is fixed at 2.5% per annum. The Company will indicate in its annual report the total management fee charged both to the relevant Sub-Fund and other UCITS and/or UCIs in which such Sub-Fund has invested during the relevant period.

(iii) The underlying investments held by the UCITS or other UCIs in which the Company invests do not have to be considered for the purpose of the investment restrictions set forth under paragraph I. (C) above.

## **II. Investment in other assets**

(A) The Company will not make investments in precious metals or certificates representing these.

- (B) The Company may not enter into transactions involving commodities or commodity contracts, except that the Company may employ techniques and instruments relating to transferable securities within the limits set out in paragraph III. below.
- (C) The Company will not purchase or sell real estate or any option, right or interest therein, provided the Company may invest in transferable securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.
- (D) The Company may not carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in paragraph I.(A) (1) d), f) and g).
- (E) The Company may not make loans to – or act as guarantor for – third parties, provided that this restriction shall not prevent the Company from acquiring transferable securities or money market instruments or other financial instruments referred to in paragraph I. (A)(1) d), f) and g).
- (F) The Company may not borrow for the account of any Sub-Fund, other than amounts which do not in aggregate exceed 10% of the net assets of the Sub-Fund, and then only on a temporary basis. However, the Company may acquire foreign currency by means of back-to-back loans.
- (G) The Company will not mortgage, pledge, hypothecate or otherwise encumber as security for indebtedness any securities held for the account of any Sub-Fund, except as may be necessary in connection with the borrowings mentioned in (F) above, and then such mortgaging, pledging, or hypothecating may not exceed 10% of the net asset value of each Sub-Fund. In connection with OTC transactions including amongst others, swap transactions, option and forward exchange or futures transactions, the deposit of securities or other assets in a separate account shall not be considered a mortgage, pledge or hypothecation for this purpose.
- (H) The Company will not underwrite or sub-underwrite securities of other issuers.

### **III. Financial Techniques and instruments**

#### **A. Financial derivative instruments**

Each Sub-Fund is authorised, in accordance with the investment restrictions and their relevant investment policy, as set out in the relevant Term Sheet, to use financial derivative instruments for investment purposes as well as efficient portfolio management purposes. In addition, each Sub-Fund is entitled to use financial derivative instruments for currency, interest rate or other hedging purposes. The global exposure of each Sub-Fund relating to financial derivative instruments shall not exceed the net assets of the Sub-Fund.

Under no circumstances may the use of financial derivative instruments result in an investment policy diverging from that set out for each Sub-Fund in this Prospectus.

The Company must ensure that the total risk associated with financial derivative instruments does not exceed the total net value of its portfolio.

Exposure is calculated taking into account the current value of underlying assets, counterparty risk, foreseeable market movements and the time available to liquidate positions. This also applies to the following paragraphs.

As indicated above, Sub-Funds may, within the framework of their investment policies and within the limits laid down in (A)(1)f) above, invest in financial derivative instruments provided that the overall risks to which the underlying assets are exposed do not exceed the investment limits set out in (C)(i) to (v) above. When the Company invests in index-based financial derivative instruments, these investments do not necessarily have to be combined for the purpose of the limits set out above in (C).

When a financial derivative instrument is embedded in a transferable security or money market instrument, this must be taken into account for the purposes of complying with the provisions of this section.

The Company and its Sub-Funds do not enter into repurchase transactions, securities or commodities lending transactions, securities or commodities borrowing transactions, buy and sell back transactions, sell and buy back transactions, margin lending transactions, total return swaps and/or any other type of financial derivative instrument covered by Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012. Should the board of directors of the Company decide to provide for such possibility, this Prospectus will be updated in compliance with the disclosure requirements of Regulation (EU) 2015/2365 prior to the entry into force of such decision

## **B. Use of techniques and instruments relating to transferable securities and money market instruments**

The Company may, on behalf of each Sub-Fund and subject to the conditions and within the limits laid down in the Law of 2010 as well as any present or future related Luxembourg laws or implementing regulations, circulars and CSSF's positions, employ techniques and instruments relating to transferable securities and money market instruments provided that such techniques and instruments are used for efficient portfolio management purposes or to provide protection against risk.

In particular and to the extent permitted by, and within the limits of, the Law of 2010 and any related Luxembourg law or any other regulation in force, circulars and positions of the CSSF and, in particular, the provisions of (i) Article 11 of the Grand Ducal regulation of 8 February 2008 relating to certain definitions of the amended Law of 20 December 2002 relating to undertakings for collective investment and (ii) CSSF circular 08/356 relating to rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to transferable securities and money market instruments (as amended or replaced from time to time), each Sub-Fund can, in order to generate capital or additional income or to reduce costs or risk (A) enter into repurchase transactions, either as a buyer or a seller, and (B) engage in securities lending transactions.

Where applicable, cash received as guarantee by each Sub-Fund in relation to one of these operations can be reinvested in a manner compatible with the investment objectives of the Sub-Fund in (a) shares or units issued by money market undertakings for collective investment calculating a daily net asset value and with a rating of AAA or equivalent, (b) short-term bank certificates, (c) money market instruments as defined within the Grand Ducal regulation mentioned above, (d) short-term bonds issued or guaranteed by a Member State, Switzerland, Canada, Japan or the United States or their local public authorities or supranational institutions and EU, regional or worldwide undertakings, (e) bonds issued or guaranteed by issuers of the first order offering adequate liquidity, and (f) reverse repurchase agreement transactions in accordance with the provisions described in section I.C. a) of the CSSF circular mentioned above. This reinvestment will be taken into account when calculating the overall risk of each Sub-Fund concerned, in particular if it creates leverage.

Unless otherwise stipulated in the investment policy of a Sub-Fund, collateral received will not be reinvested.

At the date of the present Prospectus, the Company and the Sub-Funds do not enter into repurchase transactions and securities lending transactions.

## **IV. Cross Sub-Fund investments**

A Sub-Fund (the "Investing Sub-Fund") may subscribe, acquire, and/or hold securities issued or to be issued by one or more Sub-Funds (each, a "Target Sub-Fund"), without the Company being subject to the requirements of the Law of 1915, with respect to the subscription, acquisition, and/or holding by a company of its own shares, under the condition however that:

- the Target Sub-Fund does not, in turn, invest in the Investing Sub-Fund invested in this Target Sub-Fund; and
- no more than 10% of the assets that the Target Sub-Fund whose acquisition is contemplated, may, according to its investment policy, be invested in units/shares of other UCITS or other UCIs; and
- the Investing Sub-Fund may not invest more than 20% of its net assets in units/shares of a single Target Sub-Fund; and
- for as long as these securities are held by the Investing Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the Law of 2010; and
- Voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the relevant Investing Sub-Fund and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- no subscription or redemption fee is applicable to the investments of the Investing Sub-Fund in the Target Sub-Fund.

## **V. Master-Feeder Structures**

Under the conditions and within the limits laid down by the Law of 2010, the Company may, to the widest extent permitted by the Luxembourg laws and regulations, (i) create any Sub-Fund qualifying either as a feeder UCITS (a "Feeder UCITS") or as a master UCITS (a "Master UCITS"), (ii) convert any existing Sub-Fund into a Feeder UCITS, or (iii) change the Master UCITS of any of its Feeder UCITS.

(1) A Feeder UCITS shall invest at least 85% of its assets in the units or shares of another Master UCITS.

(2) A Feeder UCITS may hold up to 15% of its assets in one or more of the following:

- a. ancillary liquid assets in accordance with the terms of Section II (A), above.
- b. financial derivative instruments which may be used only for hedging purposes.

For the purposes of compliance with Article 42(3) of the Law of 2010 the Feeder UCITS shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the terms of (2) b) above with either:

- a) the master UCITS actual exposure to financial derivative instruments in proportion to the Feeder UCITS investments into the Master UCITS; or
- b) the Master UCITS potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations, or instruments of incorporation, in proportion to the Feeder UCITS investment into the Master UCITS.

## **VI. Risk-management process**

The Management Company will use a risk-management process which enables it to monitor and measure at any time the risk of each Sub-Fund's portfolio positions and their contribution to the overall risk profile of each Sub-Fund. The Management Company will employ a process for accurate and independent assessment of the value of any OTC derivative instruments.

While assessing the risks involved in the management of the assets of each Sub-Fund, the Management Company will, in addition to the global exposure, monitor risks such as market risks, liquidity risks, counterparty risks and operational risks.

The Management Company will calculate the global exposure of each Sub-Fund by assessing the risk profile of the various Sub-Funds resulting from their investment policy. For this purpose, the Management Company will use either the Commitment Approach or the value-at-risk approach ("VaR or VaR approach"), each a methodology for the determination of the global exposure as specified in the applicable legislations and regulations, including without limitation CSSF Circular 11/512.

For Sub-Funds using the Commitment Approach, the positions on financial derivative instruments will be converted into equivalent positions on the underlying assets (as an alternative method the notional amount may be used). Any Sub-Fund's global exposure, limited to 100% of the Sub-Fund's total net assets, will then equal the sum of the absolute value of each commitment, after consideration of possible effects of netting and hedging in accordance with applicable laws and regulations.

Sub-Funds may also measure their global exposure using the VaR approach (either Absolute VaR Approach or Relative VaR Approach, as further defined below). The VaR approach permits the quantification of the maximum potential loss which might be generated by a Sub-Fund's portfolio in normal market conditions. The loss is thereby estimated on the basis of a given holding period and a certain confidence level.

The Absolute VaR Approach calculates a Sub-Fund's global exposure as a percentage of the net asset value of the Sub-Fund and is measured against an absolute limit of 20% as defined by the CSSF. In the absence of a perceptible reference portfolio or benchmark the Absolute VaR Approach is generally an appropriate approach.

The relative VaR of a Sub-Fund is expressed as a multiple of the VaR of a benchmark or reference portfolio and is limited to no more than twice the VaR on the comparable benchmark or reference portfolio. In case the relative VaR is applied to a Sub-Fund, information on the reference portfolio of the relevant Sub-Fund may be obtained free of charge from the registered office of the Management Company.

VaR reports for these Sub-Funds will be produced and monitored on a daily basis based on the following criteria:

- 1 month holding period;
- 99% confidence levels;
- stress testing will also be applied on an ad hoc basis.

The Sub-Funds using the VaR approach are also required to disclose the expected level of leverage. The leverage is thereby calculated based on the sums of notionals in accordance with CSSF Circular 11/512.

The methodology used by each Sub-Fund and the expected level of leverage (if applicable) will be indicated in the Term Sheet of the relevant Sub-Fund.

Upon request of an investor, the Management Company will provide supplementary information relating to the quantitative limits that apply to the risk management of each Sub-Fund, to the methods chosen to this end and to the recent evolution of the risks and yields of the main categories of instruments.



## **VII. General**

The Company needs not to comply with the investment limit percentages laid down above when exercising subscription rights attached to securities which form part of its assets. In addition, the Company and its Sub-Funds need not to comply with the investment limits set out in paragraph I (C) above during the first 6 month period following its authorisation in Luxembourg. If such percentages are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, the Company must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its shareholders.

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## **12. USE OF BENCHMARKS**

Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the “Benchmarks Regulation”) applies from 1 January 2018.

In accordance with the requirements of the Benchmarks Regulation:

- the SICAV’s sub-funds may use a benchmark or a combination of benchmarks if it is provided by an administrator located in the European Union and recorded in the register under Article 36 of the Benchmarks Regulation (the “Register”), or any other benchmark recorded in the Register.
- the SICAV has established and maintains an emergency plan describing the measures it would take if a benchmark used was subject to substantial changes or ceased be provided. Once this emergency plan is deemed feasible and appropriate, it shall appoint one or more other benchmarks likely to serve as reference for replacing the benchmark which is no longer provided, and shall indicate how this or these benchmarks shall be considered as suitable replacements.

If one or several benchmarks used by a sub-fund (“Benchmark(s)”) were subject to substantial changes or ceased to be provided, the emergency plan decided on by the SICAV provides the substitution of this/these Benchmarks by one/several of the substitution indices (“Substitution Index(ices)”).

The Benchmark(s) used by the SICAV sub-funds as well as Benchmark(s) defined by the Emergency Plan and deemed appropriate by the SICAV are indicated in the sub-fund fact sheets.

### 13. MANAGEMENT COMPANY

The Board of Directors is responsible for the management and control including the determination of investment policy of the Sub-Funds.

Pursuant to the provisions of an agreement between CONVENTUM ASSET MANAGEMENT and the Company, the Company has appointed CONVENTUM ASSET MANAGEMENT as management company to provide portfolio management services, administrative services and distribution services.

CONVENTUM ASSET MANAGEMENT, incorporated on 7th February 1986, has its registered office at 9, boulevard Prince Henri, L-1724 Luxembourg and performs management services to Luxembourg undertakings for collective investments.

The subscribed capital fully paid up amounts to EUR 2,500,000.

#### ADMINISTRATION

The Management Company has delegated, under its control and responsibility, the function of administration to Banque de Luxembourg. Banque de Luxembourg has sub-contracted part of its duties (accounting, calculation of the net asset value, preparation of the financial reports and of the reporting to the CSSF, reception of the subscriptions, redemptions and conversions of shares, holding and maintenance of the register of registered shares) under the responsibility of the Bank, to the European Fund Administration (« EFA »), a joint stock company with its registered office at 2, rue d'Alsace, L-1017 Luxembourg.

#### INVESTMENT MANAGEMENT

The Management Company may delegate, under its responsibility, its control and at its cost and expense, the management of the assets of one or several Sub-Funds of the Company to one or several Investment Managers. An Investment Manager may delegate, under its responsibility, its control, at its cost and expense and in accordance with the Luxembourg regulations, certain tasks relating to the portfolio management to a third party (the “Sub-Investment Manager”), under the condition that such third party is authorized to offer such services. If such delegation is decided, the prospectus will be amended accordingly.

The name, the description and the compensation of the currently appointed Investment Managers and Sub-Investment Managers, if any, are detailed in the Fact Sheet of each Sub-Fund.

The rate of the investment management fee and of the performance fee is detailed in the Fact Sheet of the respective Sub-Funds.

#### DISTRIBUTION

The Management Company may, under its responsibility and its control, appoint one or several distributors for the purpose of placing the shares of one or several Sub-Funds of the Company.

The rate of the distribution fee is detailed in the Fact Sheet of the respective Sub-Funds.

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

The Management Company has delegated the following functions in respect of the Company and its Sub-Funds:

- The investment management function to ECONOPOLIS WEALTH MANAGEMENT N.V.
- The central administration function to BANQUE DE LUXEMBOURG

In addition, the Management Company may delegate all or part of its administrative functions and duties to a sub-contractor which, having regard to the nature of the functions and duties to be delegated, must be qualified and capable of undertaking the duties in question. The Management Company's liability shall not be affected by such delegation to one or more sub-contractor(s).

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

The Management Company will ensure that the Company complies with the investment restrictions and the investment policies described in this Prospectus. The Management Company will itself report on this subject to the Board of Directors of the Company.

The Management Company will receive a management company fee as detailed in Chapter 24 "Charges and expenses".

#### REMUNERATION POLICY

Pursuant to the Law of 2010, the Management Company has established a remuneration policy for those categories of staff, including senior management, risk takers, control functions, and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers whose professional activities have a material impact on the risk profiles of the Management Company or the Company that complies with the following principles:

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

The up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits including the composition of the remuneration committee are available at [www.conventum.lu](http://www.conventum.lu) (Legal and regulatory information/Remuneration policy). A paper copy is available free of charge upon request at the Management Company's registered office.

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## 14. INVESTMENT MANAGER

Pursuant to an agreement dated 1<sup>ST</sup> January 2017, the Management Company has decided to delegate, at the request and with the consent of the Company, the management of the assets of the Company to:

ECONOPOLIS WEALTH MANAGEMENT N.V.

The Investment Manager is a Belgian limited liability company incorporated on 3 June 2009 as a subsidiary of the Econopolis NV holding company, created by co-founders Geert Noels and Geert Wellens. Its articles of incorporation were published in the Belgian Official Gazette (*Moniteur belge*) on 16 June 2009. The company was registered in the Register for Legal Entities of Mechelen under the number 0812.127.055. The company received its authorisation as an investment firm active in portfolio management and investment advice in July 2010 from the Financial Services and Markets Authority ("FSMA") in Belgium. The subscribed capital of the company is EUR 2,500,000 and is fully paid up.

At the date of this Prospectus, the board of directors of the Investment Manager is as follows:

- Ms Inge Boets, non-executive, independent, chairman
- Mr. Marc Leysen, non-executive;
- Mr Geert Noels, executive;
- Mr Thierry François, executive.

Daily management is entrusted to the executive directors, acting by delegation from the board of directors of the Investment Manager.

The Investment Manager may on a discretionary basis acquire and dispose of any investment of the Sub-Funds for which it has been appointed as investment manager, subject to and in accordance with instructions received from the Management Company from time to time, and in accordance with stated investment objectives and restrictions.

With the consent of the Company and the Management Company, the Investment Manager may delegate its investment management function to third parties in respect of one or more Sub-Funds for which it has been appointed as investment manager, in which case such delegation will be described in the Term Sheet of the relevant Sub-Fund.

With the consent of the Company and the Management Company, the Investment Manager may, under its own responsibility, receive investment advice and obtain the assistance of one or more investment advisers for the various different Sub-Funds of the Company.

The Investment Manager will receive an investment management fee as further detailed in Chapter 24 "Charges and expenses".

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## 15. DEPOSITARY BANK

By virtue of a depositary agreement executed between the Company, the Management Company and BANQUE DE LUXEMBOURG (“Depositary Agreement”), the latter has been appointed as depositary of the Company (“Depositary”) for (i) the safekeeping of the assets of the Company, (ii) the cash monitoring, (iii) the oversight functions and (iv) such other services as agreed from time to time and reflected in the Depositary Agreement.

The Depositary is a credit institution established in Luxembourg, whose registered office is situated at 14, boulevard Royal, L-2449 Luxembourg, and which is registered with the Luxembourg register of commerce and companies under number B 5310. It is licensed to carry out banking activities under the terms of the Luxembourg law of 5 April 1993 on the financial services sector, as amended, including, inter alia, custody, fund administration and related services.

### Duties of the Depositary

The Depositary is entrusted with the safekeeping of the Company's assets. For the financial instruments which can be held in custody within the meaning of Article 22.5 (a) of Directive 2009/65/EC as amended (“Custodiable Assets”), they may be held either directly by the Depositary or, to the extent permitted by applicable laws and regulations, through other credit institutions or financial intermediaries acting as its correspondents, sub-custodians, nominees, agents or delegates. The Depositary also ensures that the Company's cash flows are properly monitored.

In addition, the Depositary shall:

- i. ensure that the sale, issue, repurchase, redemption and cancellation of the shares of the Company are carried out in accordance with the Law of 2010 and the Articles of Incorporation;
- ii. ensure that the value of the shares of the Company is calculated in accordance with the Law of 2010 and the Articles of Incorporation;
- iii. carry out the instructions of the Company, unless they conflict with the Law of 2010 or the Articles of Incorporation;
- iv. ensure that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits;
- v. ensure that the Company's income is applied in accordance with the Law of 2010 and the Articles of Incorporation.

### Delegation of functions

Pursuant to the provisions of the Law of 2010 and of the Depositary Agreement, the Depositary delegates the custody of the Company's Custodiable Assets to one or more third-party custodians appointed by the Depositary.

The Depositary shall exercise care and diligence in choosing, appointing and monitoring the third-party custodians so as to ensure that each third-party custodian fulfils the requirements of the Law of 2010. The liability of the Depositary shall not be affected by the fact that it has entrusted all or some of the Company's assets in its safekeeping to such third-party custodians.

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

According to the Law of 2010, where the law of a third country requires that certain financial instruments of the Company be held in custody by a local entity and there is no local entity in that third country subject to effective prudential regulation (including minimum capital requirements) and supervision, delegation of the custody of these financial instruments to such a local entity shall be subject (i) to instruction by the Company to the Depositary to delegate the custody of such financial instrument to such a local entity, and (ii) to the Company's investors being duly informed, prior to their investment, of the fact that such a delegation is required due to legal constraints in the law of the relevant third country, of the circumstances justifying the delegation and of the risks involved in such a delegation. It shall rest with the Company and/or Management Company to fulfil the foregoing condition (ii), whereas the Depositary may validly refuse accepting any of the concerned financial instruments in custody until it receives to its satisfaction both the instruction referred to under the foregoing condition (i), and the written confirmation from the Company and/or the Management Company that the foregoing condition (ii) has been duly and timely fulfilled.

### Conflicts of interests

In carrying out its duties and obligations as depositary of the Company, the Depositary shall act honestly, fairly, professionally, independently and solely in the interest of the Company and the investors of the Company.

As a multi-service bank, the Depositary may provide the Company, directly or indirectly, through parties related or unrelated to the Depositary, with a wide range of banking services in addition to the depositary services.

The provision of additional banking services and/or the links between the Depositary and key service providers to the Company, may lead to potential conflicts of interests with the Depositary's duties and obligations to the Company. Such potential conflicts of interests may in particular be due to the following situations (the term "CM-CIC Group" designates the banking group to which the Depositary belongs).

- the Depositary and the Management Company are part of the CM-CIC Group and some members of the staff of the CM-CIC Group are members of the Management Company's board of directors;
- the Depositary also acts as central administration agent of the Company;
- the Depositary has a significant shareholder stake in European Fund Administration in Luxembourg ("EFA") and some members of the staff of the CM-CIC Group are members of EFA's board of directors;
- the Depositary delegates the custody of financial instruments of the Company to a number of third-party custodians;
- the Depositary may provide additional banking services beyond the depositary services and/or act as counterparty of the Company for over-the-counter derivative transactions.

The following circumstances should mitigate the risk of occurrence and the impact of conflicts of interests that might result from the above mentioned situations.

The staff members of the CM-CIC Group in the Management Company's board of directors do not interfere with the performance of the Management Company's duties to the Company which rests with the Management Company's management board and staff. The Management Company, when performing its duties and tasks, operates with its own staff, according to its service agreement(s) with the Company, its own procedures and rules of conduct and under its own control framework.

The performance of the tasks as central administration agent is delegated by the Depositary, acting in its capacity as central administration agent, to a separate legal entity, EFA, a specialized financial services provider regulated by and under the supervision from the Commission de Surveillance du Secteur Financier in Luxembourg.

The staff members of the CM-CIC Group in EFA's board of directors do not interfere in the day-to-day management of EFA which rests with EFA's management board and staff. EFA, when performing its duties and tasks, operates with its own staff, according to its own procedures and rules of conduct and under its own control framework.

The selection and monitoring process of third-party custodians is handled in accordance with the Law of 2010 and is functionally and hierarchically separated from possible other business relationships that exceed the sub-custody of the Company's financial instruments and that might bias the performance of the Depositary's selection and monitoring process. The risk of occurrence and the impact of conflicts of interests is further mitigated by the fact that, except with regards to one specific class of financial instruments, none of the third-party custodians used by Banque de Luxembourg for the custody of the Company's financial instruments is part of the CM-CIC Group. The exception exists for units held by the Company in French investment funds where, because of operational considerations, the trade processing is handled by and the custody is delegated to Banque Fédérative du Crédit Mutuel in France ("BFCM") as specialized intermediary. BFCM is a member of the CM-CIC Group. BFCM, when performing its duties and tasks, operates with its own staff, according to its own procedures and rules of conduct and under its own control framework.

Additional banking services provided by the Depositary to the Company are provided in compliance with relevant legal and regulatory provisions and rules of conduct (including best execution policies) and the performance of such additional banking services and the performance of the depositary tasks are functionally and hierarchically separated.

Where, despite the aforementioned circumstances, a conflict of interest arises at the level of the Depositary, the Depositary will at all times have regard to its duties and obligations under the depositary agreement with the Company and act accordingly. If, despite all measures taken, a conflict of interest that bears the risk to significantly and adversely affect the Company or the investors of the Company, may not be solved by the Depositary having regard to its duties and obligations under the depositary agreement with the Company, the Depositary will notify the Company which shall take appropriate action.

As the financial landscape and the organizational scheme of the Company may evolve over time, the nature and scope of possible conflicts of interests as well as the circumstances under which conflicts of interests may arise at the level of the Depositary may also evolve.

In case the organizational scheme of the Company or the scope of Depositary's services to the Company is subject to a material change, such change will be submitted to the Depositary's internal acceptance committee for assessment and approval. The Depositary's internal acceptance committee will assess, among others, the impact of such change on the nature and scope of possible conflicts of interests with the Depositary's duties and obligations to the Company and assess appropriate mitigation actions.

Investors of the Company may contact the Depositary at the Depositary's registered office to receive information regarding a possible update of the above listed principles.

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## **16. DISTRIBUTORS AND NOMINEES**

In the context of selling shares, the Management Company may enter, at the request and with the consent of the Company, into an agreement with a global distributor, which will organise the distribution and marketing of the Company's shares and which will, from time to time, enter into contractual arrangements with several other distributors, intermediaries, selling networks and/or professional investors for the distribution of those shares. The Management Company may also enter, at the request and with the consent of the Company, into agreements with distributors, intermediaries, selling networks and/or professional investors for the distribution of those shares. In the event of a change of status, specifically under FATCA, the intermediaries must notify the global distributor and/or the Company and/or the Management Company of said change within maximum 90 days from the date of change.

The entities appointed by the global distributor may act as nominees depending on rules applicable in the countries concerned and investor demands..

In compliance with the applicable contractual arrangements, the global distributor and/or the entities appointed by it and any other intermediaries, when acting as nominee, will be registered in the register of shareholders but not the investors who have invested in the Company. Terms and conditions of the applicable contractual arrangement provide, among other things, that a client who has invested in the Company via a nominee, may at any time request that shares subscribed via the nominee be transferred to his own name, so that the investor is registered under his own name in the register of shareholders upon receipt of such instructions from the nominee.

In case of a nominee, investors must be aware that subscriptions to shares may be made both through the nominee or directly to the Company.

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

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## 17. SHARES

Shares are issued in registered form and are eligible and tradable in clearing for each Sub-Fund. They must be fully paid up and are issued with no par value. Fractions of shares will be issued with four decimal places. There is no limit to the number of shares to be issued. Shares redeemed by the Company are cancelled.

The Company may decide to issue in each Sub-fund shares of one or more Categories especially depending on the category of the investor targeted, the minimum initial and/or additional subscription amount, the type of distributor, the hedging policy or on the different fee charges. The characteristics of each Category of shares issued in a Sub-Fund are described in the relevant Term Sheet.

The Company may issue distribution or capitalisation shares for each Category as defined in the relevant Term Sheet for each Sub-Fund.

The Company may open other Sub-Funds and create new shares in each Category representing assets of these Sub-Funds.

No share certificate will be issued but a confirmation of registration in the register of shareholders will be issued by the Registrar and Transfer Agent instead.

Each share carries one voting right. The rights attached to shares are those set forth in the Law of 1915 as long as these do not depart from the Law of 2010. Shareholders have no preferential subscription right for new shares. All shares are freely transferable and have equal rights in profits, liquidation proceeds and dividends, if applicable, of the Sub-Fund to which they relate. Fractions of shares have no voting rights, but have rights to dividends and liquidation proceeds.

The distribution of dividends is approved by the general meeting of shareholders of the Sub-Fund or Category of shares concerned.

Any change in the Articles resulting in a change of the rights of a Sub-Fund must be approved by the shareholders' general meeting of the Sub-Fund concerned.

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## 18. NET ASSET VALUE

The net asset value of each Sub-Fund's shares is calculated as of each Valuation Day which is indicated in the relevant Term Sheet for each Sub-Fund by the Administrative Agent under the responsibility of the Board of Directors.

If 31 December is not a Valuation Day in Luxembourg, then, for the purpose of the Company's financial reporting and statements, a net asset value per share will be calculated for each Sub-Fund as of this date, provided that such net asset value will not be used for the purposes of subscription, redemption and conversion.

The net assets of each Sub-Fund are expressed in the reference currency set for each Sub-Fund.

The net asset value per share in each Sub-Fund is determined in Luxembourg by the Management Company, acting as Administrative Agent (or its sub-contractor) under the ultimate responsibility of the Board, by dividing the net assets of each Sub-Fund by the number of shares in the relevant Sub-Fund outstanding on the applicable Valuation Day, by rounding up or down to the nearest whole unit of the reference currency of the Sub-Fund (e.g. for the euro it will be a cent).

The Board of Directors will determine a distinct amount of net assets per Sub-Fund. As regards the shareholders, this amount will only be allocated to shares issued on behalf of the Sub-Fund concerned.

The total net assets of the Company are expressed in euros, and consolidation of the various Sub-Funds is obtained by translating the net assets of all Sub-Funds into euros and adding them.

The net assets of the various Sub-Funds in the Company will be assessed as follows:

**1. The assets of the Company will include in particular:**

1. all cash in hand and on deposit including accrued interest not yet collected and accrued interest receivable on these deposits until the applicable Valuation Day;
2. all bills and notes payable on demand and any amounts due (including the proceeds of the securities sold but not yet collected);
3. all securities, shares, stocks, bonds, option or subscription rights and other investments and transferable securities owned by the Company;
4. all dividends and distribution proceeds due in cash or in kind to the extent known to the Company;
5. all accrued interest not yet collected on any interest bearing securities until the applicable Valuation Day due on securities owned by the Company, except if such interest is comprised in the principal thereof;
6. preliminary expenses of the Company, insofar as they have not been written off;
7. all other permitted assets of any kind, including prepaid expenses.

**The value of these assets will be determined as follows:**

1. The value of any cash on hand or on deposit, notes and bills payable on demand and accounts receivable, prepaid expenses and cash dividends and interest declared or accrued but not yet collected, shall be deemed the full amount thereof, unless it is improbable that it can be collected; in which case, the value thereof will be arrived at after deducting such amounts as the Board of Directors may consider appropriate to reflect the true value of these assets.
2. All transferable securities and money market instruments quoted or dealt in on an official stock exchange or on any other Regulated Market will be valued at the last price known in Luxembourg on the applicable Valuation Day and, if the relevant transferable security and money market instrument is traded on several markets, on the basis of the last known price on the main market of this security. If the last known price is not representative, valuation will be based on the fair value at which it is expected it can be resold, as determined with prudence and in good faith by the Board of Directors.
3. Futures contracts and options are valued based on their closing price the previous day on the market concerned. Prices used are settlement prices on forward markets.
4. Unlisted securities or securities not traded on a stock exchange or any other Regulated Market, will be valued based on the fair value at which it is expected they can be resold, as determined with prudence and in good faith by the Board of

Directors.

5. Financial derivative instruments which are not listed on any official stock exchange or traded on any other Regulated Market will be valued in a reliable and verifiable manner on a daily basis and in accordance with market practice.
6. Securities denominated in a currency other than the Sub-Fund's reference currency will be translated at the average exchange rate of the currency concerned.
7. Shares or units of UCITS and other UCIs will be valued on the basis of their last available net asset value as reported by such undertakings.
8. The swap agreements, whereby income produced by the investment in interest rate instruments, in equities and in money market instruments will be waived to the counterparty of the swap agreement in order to obtain, in exchange, a return based on the return on interest rate, on equities or a basket of equities or an index or a basket of indices, in relation to the European and American markets, are valued as follows:

– **Floating leg**

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

- A Amount of difference in value of interest rate instruments, equities or a basket of equities or an index or a basket of indices.
- B Nominal amount.
- C Closing value of interest rate instruments, equities or a basket of equities or an index or a basket of indices on the applicable Valuation Day.
- D Fees.
- E Initial value of interest rate instruments, equities or a basket of equities or an index or a basket of indices.

– **Fixed payable leg**

Interests calculated at the fixed interest rate on the nominal amount of the transaction.

The realised (or unrealised) gain or loss is the difference between the two legs.

For the purpose of determining the value of the Company's assets, the Management Company, acting as Administrative Agent, and its sub-contractor relies on information obtained from various sources of quotation (including fund administrative agents and brokers) and directives received from the Board of Directors of the Company. Unless there are manifest errors, the Management Company and its sub-contractor are not responsible for such valuations coming from the aforementioned sources of quotation, nor for any errors in the valuation of net asset values as a result of such erroneous information.

If one or more sources of quotation cannot provide relevant valuations to the Management Company, acting as Administrative Agent, and its sub-contractor, the latter is authorised not to calculate the net asset value and, consequently, not to determine subscription and redemption prices. The Management Company (or its sub-contractor) shall immediately inform the Board of Directors if such a situation were to arise. Henceforth, the Board of Directors may decide to suspend the calculation of the net asset value in compliance with procedures described in the chapter "Suspension of the calculation of net asset value and of the issue, redemption and conversion of shares".

**II. Liabilities of the Company will include in particular:**

1. all borrowings, bills and other amounts due;
2. all known liabilities, due or not yet due, including all matured contractual obligations for payment in cash or kind, including the amount of dividends declared by the Company but not yet paid;
3. all reserves, authorised or approved by the Board of Directors, in particular those set aside in order to provide for any possible depreciation of certain investments of the Company;
4. all other liabilities of the Company, of whatever kind, with the exception of those represented by the Company's own capital. For the purpose of determining the value of these other liabilities, the Company will take into account all expenses to be borne by it, including, without limitation, the costs of its constitution and subsequent modifications of its Articles; fees and expenses payable to investment advisers, Investment Managers, accountants, Depositary Bank and correspondent agents,

Domiciliary Agents, Management Company, Registrar and Transfer Agents, Paying Agents and other (sub) contractors or other agents and employees of the Company or the Management Company, and permanent representatives of the Company in the countries where it is subject to registration; the cost of legal assistance and auditing of the Company's annual accounts; advertising expenses; the cost of drafting, printing and publishing the Prospectus, the KIIDs and any other document prepared to promote the sale of shares; printing and publication expenses of annual and half-year financial reports; expenses for holding shareholders' and board meetings; reasonable travel expenses for directors and officers; attendance fees; expenses for registration declarations; all taxes and duties levied by government authorities and stock exchanges; expenses for publishing the issue and redemption prices as well as all other operating costs, including financial, banking or brokerage expenses incurred on purchase or sale of assets or otherwise and any other administrative expenses incurred in connection with the operation of the Company.

For the purposes of valuation of its liabilities, the Company will take into account prorata temporis the administrative expenses and other costs of a regular or periodic nature.

5. Each Sub-Fund will be treated as a separate entity generating its own assets, liabilities, charges and expenses.

The assets, liabilities, costs and expenses that cannot be allocated to one Sub-Fund will be allocated to the different Sub-Funds in equal parts or, as far as justified by the amounts concerned, in proportion to their respective net assets.

- III. Each share of the Company in the process of being redeemed will be regarded as a share issued and existing until the close of the Business Day on which the net asset value is calculated (the Business Day after the Valuation Day) applied to redemption of such share, and its price will be regarded as a liability of the Company from the close of business on that day until the price is paid.

Each share to be issued by the Company in accordance with subscription applications received will be considered as being issued as of the close of the Business Day on which the net asset value is calculated (the Business Day after the Valuation Day) when its issue price is set, and its price will be considered as an amount due to the Company until it is received.

- IV. As far as possible, account will be taken of any investment or divestment decided by the Company until the applicable Valuation Day.

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<b>19. SUSPENSION OF THE CALCULATION OF NET ASSET VALUE AND OF THE ISSUE, REDEMPTION AND CONVERSION OF SHARES</b>
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The Board of Directors is authorised to temporarily suspend the calculation of the net asset value of one or more Sub-Funds, as well as the issue, redemption and conversion of shares in the following cases:

- (a) during any period when any of the principal stock exchanges or Regulated Markets on which any substantial portion of the investments of the Company attributable to the relevant Sub-Fund from time to time are quoted or dealt on is closed, or during which dealings therein are restricted or suspended; or
- (b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Company attributable to such Sub-Fund would be impracticable; or
- (c) during any period when there is a breakdown in the means of communication normally employed in determining the price or value of any of the investments attributable to any particular Sub-Fund or the current price or values on any stock exchange or Regulated Market; or
- (d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange; and
- (e) upon the convening of a general meeting of shareholders for the purpose of resolving on the winding-up of the Company or of a Sub-Fund or, in the case where the Board of Directors has the power to resolve on the liquidation of a Sub-Fund, as soon as the Board of Directors has decided to liquidate a Sub-Fund.

When exceptional circumstances might adversely affect shareholders' interests, or in case of massive requests for redemption as described in the chapter "Redemption of shares", the Board of Directors of the Company reserves the right to set the value of a share only after having sold the necessary transferable securities, as soon as possible, on behalf of the Sub-Fund.

In this case, subscriptions and requests for redemption and conversion in the process of execution will be treated on the basis of the net asset value calculated as of the applicable Valuation Day.

Any such suspension of calculation of the net asset value shall be notified to the subscribers and shareholders requesting redemption or conversion of their shares upon receipt of the request for subscription, redemption or conversion.

Subscriptions and requests for redemption and conversion then outstanding may be withdrawn by written notification as long as they are received by the Company before the suspension ends.

Suspended subscriptions, redemptions and conversions will be taken into account on the first Valuation Day after the suspension ends.

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## 20. ISSUE OF SHARES, SUBSCRIPTION AND PAYMENT PROCEDURE

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

The Shares may be subscribed through the Management Company (or its sub-contractor) or sales agents or distributors.

The relevant Term Sheet will indicate whether a Sub-Fund is currently available for subscriptions in which case it will be listed in the subscription form.

If the Board of Directors so decides, other Sub-Funds listed in this Prospectus may be launched in the future. Details of the subscription will be announced at that time through an amendment to this Prospectus and to the subscription form.

In the event that a Category of shares within a particular Sub-Fund has not been issued, it may be opened upon the acceptance of any application at an initial subscription price determined by the Board of Directors on the basis of the latest available net asset value per share of one or the other Categories of the Sub-Fund concerned, to be determined by the Board of Directors at its discretion. However, the net asset value per share of the Category of the Sub-Fund concerned will be adjusted by the Board of Directors to reflect the administration and management fees applicable to this Category of shares, as described under the Chapter "Shares".

### **Initial subscriptions**

The initial subscription period and related procedures for all new Sub-Funds are specified in the relevant Term Sheet.

### **Current subscriptions**

For each Sub-Fund, subscription requests are received according to the frequency indicated in the relevant Term Sheet and may be addressed to EUROPEAN FUND ADMINISTRATION, 2 rue d'Alsace, P.O. Box 1725, L-1017 Luxembourg or by facsimile to +352 48 65 61 8002 or by swift or to the entities authorised to receive orders for subscription, redemption, conversion and transfer on behalf of the Company, in accordance with the terms and conditions prescribed in the Term Sheet of the relevant Sub-funds.. Any subscription to new shares must be fully paid up. For all Sub-Funds, the amount subscribed is payable in the currency of each Category of shares of the Sub-Fund indicated in the relevant Term Sheet. The subscription must be received before 12.30 p.m. (Luxembourg time) at the latest on the Business Day preceding the applicable Valuation Day.

Shares can be issued, at the discretion of the Board of Directors, in consideration for the contribution to the relevant Sub-Fund of transferable securities and other eligible assets insofar as investment policies and restrictions appearing in this Prospectus are observed and such transferable securities and other eligible assets have a value equal to the issue price of the relevant shares. Transferable securities and other eligible assets brought into the Sub-Fund will, to the extent required by applicable laws and regulations, be valued separately in a special report by the Company's approved statutory auditor at the expense of the subscriber concerned unless the Board of Directors determines at its sole discretion that the relevant contribution in kind is in the interest of the Sub-Fund concerned and its shareholders in which case part or all of the costs of the special report will be borne by the Sub-Fund. These contributions in kind of transferable securities and other eligible assets are not subject to brokerage fees. The Board of Directors will only have recourse to this possibility (i) if such is the request of the investor in question; and (ii) if the transfer does not negatively affect existing shareholders.

The Company reserves the right :

- a) to refuse all or part of a share subscription request,
- b) to redeem, at any time and in accordance with the provisions contained in the Articles, shares held by persons not authorised to buy or own shares of the Company.

Instructions for subscriptions which the Management Company (or its sub-contractor) considers unclear or incomplete may lead to a delay in their execution. Such instructions will only be executed once they have been verified and confirmed to the Management Company's satisfaction. The Management Company and the Board will not be liable for any losses which may result from delays that arise from unclear instructions.

### **Restrictions on the acquisition of shares in respect of the fight against the practice and techniques of late trading and market timing**

The Board of Directors will not accept the practices of late trading and market timing. Subscriptions, redemptions, and conversions are always made at an unknown net asset value. The Board of Directors, the Management Company, their sub-contractors or any intermediary reserve the right when necessary to reject any application to subscribe, to redeem or to convert shares which comes

from an investor who employs or who is suspected of employing such practices, and may at its own discretion take any other measures which seem appropriate or necessary to it.

**Restrictions on the acquisition and holding of shares and anti-money laundering measures**

In adherence to international regulations and the laws and regulations of Luxembourg (including the law of 12 November 2004 regarding the money laundering and the financing of terrorism, as amended), and the applicable Circulars of the CSSF, professionals in the financial sector are subject to anti-money laundering and/or financing terrorism requirements. As part of these requirements, the Management Company (or its sub-contractor) must, in principle, identify investors in the Company. The Management Company (or its sub-contractor) may require investors to furnish any documents it deems necessary to perform this identification requirement.

In the case of the investor delaying or not providing the required documents, the subscription order may not be accepted and, in the case of redemption, the payment of the redemption proceed may not be made. None of the Company, the Management Company or any of their sub-contractors shall be responsible for delays in execution or non-execution of transactions resulting from the investor not having furnished the required documentation or having supplied incomplete documentation.

Shareholders may be required from time to time, to furnish additional documents or updates, in compliance with legal and regulatory requirements.

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## 21. CONVERSION OF SHARES

Any shareholder may ask to convert all or part of its shares into shares of the same Category of another Sub-Fund or into shares of another Category of the same or another Sub-Fund in accordance with the conditions specified in the relevant Term Sheet for each Sub-Fund and unless otherwise specified therein.

The shareholder may request such a conversion at EUROPEAN FUND ADMINISTRATION, 2 rue d'Alsace, P.O. Box 1725, L-1017 Luxembourg or by facsimile to +352 48 65 61 8002 or by swift or to the entities authorised to receive orders for subscription, redemption, conversion and transfer on behalf of the Company in accordance with the terms and conditions prescribed in the Term Sheet of the relevant Sub-funds. The conversion should indicate the number of shares to be converted, the Category of shares to be converted, and the Category of shares to be issued. The request must be accompanied by a conversion form duly filled in or any other document attesting the conversion request. This application must reach the Company or its distributors before 12.30 p.m. (Luxembourg time) at the latest on the Business Day preceding the applicable Valuation Day.

The number of shares to be allotted in the new Sub-Fund is calculated according to the following formula:

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

- A** stands for the number of shares to be allotted in the new Sub-Fund,
- B** stands for the number of shares to be converted in the initial Sub-Fund,
- C** stands for the net asset value as of the applicable Valuation Day of the shares to be converted in the initial Sub-Fund,
- D** stands for the exchange rate applicable as of the applicable Valuation Day for the reference currencies of the two Sub-Funds,
- E** are the applicable conversion expenses
- F** stands for the net asset value as of the applicable Valuation Day, of the shares to be allotted in the new Sub-Fund.

Conversions shall be made for fractions of shares of four decimal places maximum.

**X<sub>p</sub>** is the residual balance after conversion which will be refunded if it is higher than 1% of the value of the converted shares. If it is less, this amount will be abandoned to the initial Sub-Fund. Shareholders are deemed to have claimed the refund of the unallocated balance.

After conversion, the Company will inform the shareholder of the number of new shares obtained following the conversion as well as of the costs of the transaction.

Instructions for conversion which the Management Company (or its sub-contractor) considers unclear or incomplete may lead to a delay in their execution. Such instructions will only be executed once they have been verified and confirmed to the Management Company's (or its sub-contractor's) satisfaction. None of the Management Company and its sub-contractor will be liable for any losses which may result from delays that arise from unclear instructions.

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## 22. REDEMPTION OF SHARES

Any shareholder may at any time, request the Company to redeem all or part of its shares issued by the Company. The shares redeemed by the Company will be cancelled.

Request for redemption must be addressed to EUROPEAN FUND ADMINISTRATION, 2 rue d'Alsace, P.O. Box 1725, L-1017 Luxembourg or by facsimile to +352 48 65 61 8002 or by swift or to the entities authorised to receive orders for subscription, redemption, conversion and transfer on behalf of the Company, in accordance with the terms and conditions prescribed in the Term Sheet of the relevant Sub-funds. The redemption should specify the address where the payment is to be effected. The request shall be irrevocable (subject to the provisions in the chapter "Suspension of the calculation of net asset value and of the issue, redemption and conversion of shares") and must indicate the number and the Category of shares of the Sub-Fund which should be redeemed and all useful references for settlement of the redemption. The redemption must be received before 12.30 p.m. (Luxembourg time) at the latest on the Business Day preceding the applicable Valuation Day.

The request must indicate the name under which the shares are registered.

Redemption requests are dealt with in accordance with the conditions specified in the relevant Term Sheet.

Instructions for redemptions which the Management Company (or its sub-contractor) considers unclear or incomplete may lead to a delay in their execution. Such instructions will only be executed once they have been verified and confirmed to the Management Company's satisfaction. The Management Company and the Board will not be liable for any losses which may result from delays that arise from unclear instructions.

Payment will be made in the currency of each Category of shares of the Sub-Fund.

Nevertheless, if on a given Valuation Day, requests for redemption and conversion are received for more than 10% of the net assets of a Sub-Fund, the Company may decide to postpone the portion of such requests in excess of 10% of the net assets in the Sub-Fund until the next Valuation Day, by reducing all redemption and conversion requests received proportionally. Delayed requests will be given priority compared to later requests, but the Company may delay again those requests exceeding the above limit of 10%.

The Board of Directors may, at its discretion, after delivery of a report by the Company's approved statutory auditor, to the extent required by applicable laws and regulations, at the expense of the shareholder concerned, pay the shareholder in question the redemption price in kind by means of a payment in transferable securities or other assets of the relevant Sub-Fund in value equal to the net asset value attributable to the shares to be redeemed. The Board of Directors will only have recourse to this possibility (i) if such is the request of the shareholder in question; and (ii) if the transfer does not negatively affect the remaining shareholders.

The redemption price of the shares in the Company may be higher or lower than the purchase price paid by the shareholder at the time of subscription, depending on whether the net asset value has appreciated or depreciated.

### **Compulsory redemption of shares**

If the Board of Directors becomes aware that a shareholder is a U.S. Person or is holding shares for the account of a U.S. Person or is holding shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Company or a majority of its shareholders, or otherwise be detrimental to the interests of the Company (deriving, *inter alia* from any FATCA requirements or any breach thereof), the Board of Directors may compulsorily redeem such shares in accordance with the provisions of the Articles. Shareholders are required to notify the Company and the Administrative Agent immediately if they are a U.S. Person, hold shares for the account or benefit of a U.S. Person or hold shares in breach of any law or regulation or otherwise in circumstances having, or which may either have adverse regulatory, tax or fiscal consequences for the Company or be detrimental to the interests of the Company (deriving, *inter alia*, from any FATCA requirements or any breach thereof).

If the Board of Directors becomes aware that a shareholder has failed to provide any information or declaration required by the Board of Directors within ten days of being requested to do so, the Board of Directors may compulsorily redeem the relevant shares in accordance with the provisions of the Articles.

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## **23. DISTRIBUTION POLICY**

The distribution policy is specified in the relevant Term Sheet.

The annual general meeting of shareholders may upon proposal of the Board of Directors, resolve on the distribution of dividends from that portion of net investment income attributable to the relevant Category of shares, including from capital gains, realised or unrealised, after deduction of capital losses, realised or unrealised, within the sole limits set forth in the Law of 2010.

The Board of Directors may decide, for the Categories of shares concerned, to pay interim dividends for the past or current year in compliance with legal requirements.

When the Board of Directors decides to propose the payment of a dividend to the general meeting of shareholders, it will be calculated according to the limits provided for this purpose by the Law of 2010 and the Articles. Notice of dividend payment will be published if the Board of Directors considers suitable. Each shareholder may reinvest the dividend without cost.

In case a dividend is paid, the assets attributable to the shares of the relevant Category are reduced by the amount of the dividend paid.

Dividends not claimed within five years after the date of payment will be foreclosed for the recipients and will return to the Sub-Fund concerned. No interest shall be paid on a dividend declared by the Company and held by the Company on behalf of the shareholders entitled thereto.

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## 24. TAX CONSIDERATIONS

### **23.1 Taxation of the Company**

According to the law and practice currently in force, the Company is not subject to any Luxembourg tax on income and capital gains, nor are dividends paid by the Company subject to any Luxembourg withholding tax.

The Company is, however, subject in Luxembourg to a subscription tax (*taxe d'abonnement*) of 0.05% per annum of its net asset value. The rate of the annual subscription tax is reduced to 0.01% per annum in respect of Categories of shares which are only held by Institutional Investors. No stamp duty or other tax is payable in Luxembourg on the issue of shares in the Company except a fixed registration duty or capital of EUR 75 payable at the time of its incorporation and any subsequent amendment of the Articles. This subscription tax is payable quarterly on the basis of the total net assets of the Company calculated as at the end of the relevant quarter.

Under current law and practice, no other tax is payable in Luxembourg or realised or unrealised capital appreciation of the assets of the Company.

Dividend and interest, if any, received by the Company from investments may be liable to withholding taxes in the State of source at varying rates, which normally cannot be recovered.

### **23.2 Taxation of shareholders**

Shareholders who are not domiciled, resident or who do not have a permanent establishment in Luxembourg for taxation purposes are not liable to any income, withholding, transfer, capital gains, estate, inheritance or other taxes on holding, transferring, purchasing or repurchasing of shares in the Company or on any dividends, distributions or other payments made to such shareholders.

The above information is based on the law and practice currently in force and is subject to changes.

Potential shareholders are recommended to seek information and, if necessary, seek advice as to the laws and regulations (like those concerning taxation and exchange control) which are applicable to them because of subscription, purchase, holding and selling of shares in their country of origin, residence or domicile.

### **23.3 Obligations and constraints resulting from FATCA and CRS**

This chapter provides general information on the impacts on the Company and on its shareholders of two main regulations (FATCA and CRS), both ultimately aiming at combatting tax evasion. Shareholders and prospective shareholders in the Company are recommended to consult with their own tax advisors regarding the implications that FATCA and/or CRS will or would have on them by investing in the Company.

#### **General introduction on FATCA**

The Foreign Account Tax Compliance Act ("FATCA") in the United States ("U.S.") requests non-U.S. financial institutions ("Foreign Financial Institutions" or "FFI") to report information relating to certain U.S. persons that have accounts with or investments in FFI or that have a beneficial interest in such accounts or investments (the "U.S. Reportable Accounts").

In accordance with the Luxembourg law of 24 July 2015 transposing the Intergovernmental Agreement concluded on 28 March 2014 between the Grand Duchy of Luxembourg and the United States of America (the "Luxembourg FATCA Regulations"), Luxembourg FFI are required to annually report through the Luxembourg tax authority (i.e. Administration des Contributions Directes, the "ACD"), as set out in the Luxembourg FATCA Regulations, personal and financial information (the "Information" as further defined in the Data Protection section) related, inter alia, to the identification of, holdings by and payments made (i) to Specified U.S. Persons ("Specified U.S. Persons" as such term is defined in the Luxembourg FATCA Regulations), (ii) to certain non-financial foreign entities ("NFFE") with a significant ownership by Specified U.S. Persons (iii) and to FFI that do not comply with FATCA (nonparticipating FFIs or "NPFFIs") (together the "U.S. Reportable Persons").

The Company qualifies as Luxembourg FFI and is therefore subject to the provisions of the Luxembourg FATCA Regulations.

#### **General introduction on CRS**

The Standard for Automatic Exchange of Financial Account Information in Tax matters (the "Common Reporting Standard" or "CRS") as set out in the Multilateral Competent Authority Agreement on the Automatic exchange of Financial Account Information

(“MCAA”) signed by Luxembourg on 29 October 2014 and in the Luxembourg law of 18 December 2015 on CRS (together the “Luxembourg CRS Regulations”) requests Luxembourg financial institutions (“Luxembourg FI”) to report information relating to certain persons that have accounts with or investments in FI or that have a beneficial interest in such accounts or investments (the “CRS Reportable Persons”).

In accordance with the Luxembourg CRS Regulations, Luxembourg FI are required to annually report to the ACD, as set out in the Luxembourg CRS Regulations, personal and financial information (the “Information” as further defined in the Data Protection section) related, inter alia, to the identification of, holdings by and payments made (i) to CRS Reportable Persons, and (ii) to controlling persons of certain non-financial entities (“NFE”) which are themselves CRS Reportable Persons.

The Company qualifies as Luxembourg FI and is therefore subject to the provisions of the Luxembourg CRS Regulations.

#### **Status of the Company under FATCA and under CRS (the “Company’s Status”)**

The Company has elected to be treated as Collective Investment Vehicle for FATCA purposes and as Exempt Collective Investment Vehicle for CRS purposes.

#### **Impact of the Company’s Status on shareholders and prospective shareholders**

References to the obligation of shareholders and prospective shareholders to provide the Company with certain information and documentary evidence shall be understood as meaning an obligation to provide the Company or European Fund Administration as delegate of the Company’s registrar and transfer agent, with such information and documentary evidence.

The Company’s Status implies that the Company will only accept certain categories of shareholders as detailed under ‘Eligibility criteria of investors in the Company’ and will not accept a prospective shareholder that has not provided the Company with such Information and supporting documentary evidence as required by the Luxembourg FATCA Regulations and/or the Luxembourg CRS Regulations.

Should the prospective shareholder fail to provide the Company with the required Information and supporting documentary evidence at the time of receipt of the subscription request by the Company, the subscription request will not be accepted and will be postponed for a limited period of time (the “Grace Period”) until the Company receives the required Information and supporting documentary evidence. The subscription request will only be accepted if and will be considered to have been received by the Company :

- i. at the time the Company has received the required Information and supporting documentary evidence during the Grace Period; and
- ii. the Company has reviewed such Information and supporting documentary evidence
- iii. and the Company has accepted the prospective shareholder.

At the date of this prospectus, the Grace Period is set at 90 calendar days but may be adjusted or cancelled at any time at the discretion of the Company or if required by applicable laws and regulations.

In such case, following the acceptance of the prospective shareholder, the subscription request will be processed in accordance with the terms of the prospectus of the Company.

Should the prospective shareholder have failed to provide the Company with the required Information and supporting documentary evidence at the end of the Grace Period, the subscription request will be cancelled definitely without any compensation due to the prospective shareholder and any subscription money received will be returned to the prospective shareholder.

Prospective shareholders should be aware that, in addition to the Information and supporting documentary evidence as required by the Luxembourg FATCA Regulations and/or the Luxembourg CRS Regulations, they might be requested to provide such additional information and supporting documentary evidence as required by other applicable laws and regulations, including by the laws and regulations regarding money laundering and financing of terrorism.

In addition, the Company's Status includes the obligation for the Company to regularly assess the existing shareholders' own status under FATCA and CRS. To this extent, the Company will request to obtain and verify Information and supporting documentary evidence on all of its shareholders. Upon request of the Company, each shareholder agrees and commits to provide certain Information and supporting documentary evidence as required by the Luxembourg FATCA Regulations and/or the Luxembourg CRS Regulations, including, in case of certain categories of NFFE/NFE, Information and supporting documentary evidence regarding such NFFE/NFE's Controlling Persons<sup>1</sup>. Similarly, each shareholder agrees and commits to actively inform the Company within thirty days of any change to the Information and supporting documentary evidence provided (like for instance a new mailing address or a new residency address) that would affect the shareholder's or, in case of certain categories of NFFE/NFE, the NFFE/NFE's Controlling Persons, own status under FATCA and CRS.

Any U.S. Reportable Person and/or CRS Reportable Person will be reported to the ACD which will in turn pass on the Information to the relevant foreign tax authorities which, in particular under FATCA, includes the US Department of Treasury.

Should the Company fail to obtain the required Information and supporting documentary evidence from a shareholder, the Company is allowed, in its sole discretion, or may be required to take any action to comply with its obligations under the Luxembourg FATCA Regulations and the Luxembourg CRS Regulations. Such action (i) may include the disclosure to the ACD of the Information of the relevant shareholder and, if applicable, of the shareholder's Controlling Persons, and (ii) may potentially be charged with any taxes and penalties imposed on the Company attributable to such shareholder's failure to provide the Information and supporting documentation required.

Additionally, the Company may also, in its sole discretion, forcefully redeem any shareholder's holdings in the Company or reject subscriptions requests from any shareholder it deems may jeopardize the Company's Status.

#### **Eligibility criteria of investors in the Company**

The status of the Company under the Luxembourg FATCA Regulations and the Luxembourg CRS Regulations implies certain obligations and restrictions on prospective and existing shareholders of the Company as detailed hereafter.

To prevent the Company from incurring any liability or taxation or suffering any other disadvantage or constraint arising from the Luxembourg FATCA Regulations and/or the Luxembourg CRS Regulations, shares of the Company, in its own discretion, may only be offered to, sold to, transferred to or held by eligible shareholders. Eligible shareholders are:

- i. exempt beneficial owners as defined under the Luxembourg FATCA Regulations which are not Reportable Persons under the Luxembourg CRS Regulations;
- ii. Active NFFEs under the Luxembourg FATCA Regulations and active NFEs that are not Reportable Persons under the Luxembourg CRS Regulations;
- iii. U.S. Persons that are neither 1) Specified U.S. Persons under the Luxembourg FATCA Regulations nor 2) U.S. Investment Entities as per Annex I Section VIII A 6 b) of the Luxembourg CRS Regulations with Controlling Person(s) which is/are Reportable Persons under the Luxembourg CRS Regulations;
- iv. FFI's that do not qualify as NPFFI under the Luxembourg FATCA Regulations and FIs other than Investment Entities located in a non-CRS jurisdiction with Controlling Person(s) which is/are Reportable Persons under the Luxembourg CRS Regulations.

For the avoidance of doubt, because of the Company's Status, certain investors will not be accepted by the Company as shareholders. In particular, individuals and Passive NFFEs/NFEs will not be accepted as shareholders. Such investors are invited to subscribe through an FFI/FI that does not qualify as NPFFI.

Should it nonetheless happen, for example because of a change of circumstances, that a shareholder qualifies as non-eligible shareholder, the Company may take any action including (i) the disclosure to the ACD of the Information of the relevant shareholder and (ii) the compulsory redemption of the shares held by the relevant shareholder and may preclude the continuation of the relationship between the Company and the shareholder.

#### **Data Protection**

In accordance with the provisions of the Luxembourg law of 2 August 2002 on the protection of persons with regard to the processing of personal data, as amended, the Company, as data controller, collects, stores and processes, by electronic or other

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<sup>1</sup> The term "Controlling Persons" means the natural persons who exercise control over an Entity. In the case of a trust, such term means the settlor(s), the trustee(s), the protector(s) (if any), the beneficiary(ies) or class(es) of beneficiaries, and any other natural person(s) exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions. The term "Controlling Persons" must be interpreted in a manner consistent with the Financial Action Task Force Recommendations.

means, the data supplied by shareholders for the purpose of fulfilling the services required by the shareholders and complying with the Company's legal obligations.

Personal data may also be transferred to the Company's data processors ("Processors") which include, in particular:

- the Management Company, located in Luxembourg;
- the Register and Transfer Agent, located in Luxembourg;
- the delegate of the Register and Transfer Agent, located in Luxembourg;
- the Domiciliation Agent located in Luxembourg;
- the Depositary, located in Luxembourg;
- the Investment Manager, based in Belgium;

The Processors assume a prominent role in the proper running of affairs of the Company and in particular with regards to : processing subscriptions, redemptions and conversions of shares, payments of redemptions, dividends and other income to shareholders, information regarding corporate actions, maintaining the register of shareholders, performing controls on excessive trading and market timing practices, performing due diligence and controls with regards to applicable anti-money laundering rules, the Luxembourg FATCA Regulations and the Luxembourg CRS Regulations and other applicable laws and regulations. The information supplied by shareholders and transferred to the Processors serves such Processors to assume their respective roles.

The Company will not transfer Information regarding a shareholder to any third-party other than Processors except if required by applicable laws and regulations or with the prior consent of the shareholder.

In subscribing for shares, each shareholder expressly consents and agrees to the transfer of his/her personal data to Processors.

The data processed includes personal information (e.g. last name, first name, date and place of birth, tax identification number, country of tax residence(s) and residence address) and financial information (e.g. interest, dividends and other income generated with respect to assets held in the account or payments made with respect to the account, account balances, proceeds from the sale or redemption of property paid or credited to the account) as well as any other information required by applicable laws (the "Information").

A shareholder may at his/her discretion refuse to communicate the Information to the Company. In this case, however, the Company may reject a request for shares and may decide to preclude the continuation of the relationship between the Company and the shareholder.

Each shareholder has a right to access his/her Information and may ask for Information to be rectified where it is inaccurate or incomplete by writing to the Company's registered office.

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## 25. DATA PRIVACY PROVISIONS

### 1. Introduction

These data privacy provisions serve the purpose to provide shareholders, prospective shareholders and business partners of the SICAV (including the SICAV's contractual counterparties) as well as persons related to such shareholders, prospective shareholders and business partners ("**Related Persons**") with important information on the collection, recording, storage, use and transfer of personal data relating to such shareholders, prospective shareholders, business partners and Related Persons (each a "**Data Subject**") by the SICAV and/or by the Processors (as such term is defined in section 5) in connection with such shareholders' and prospective shareholders' investment or intended investment in the SICAV or with such business partner's relationship with the SICAV.

A Related Person means in this context an individual whose personal data was provided to the SICAV and/or to the Processors by or on behalf of a shareholder, prospective shareholder or business partner or whose personal data was otherwise obtained by the SICAV and/or by the Processors, in connection with such shareholder's or prospective shareholder's investment or intended investment in the SICAV or with such business partner's relationship with the SICAV. A Related Person may include, but not limited to, a director, officer, employee, controlling person, beneficial owner, representative or agent of an entity, a trustee, a settlor, a protector of a trust. In this context, it is assumed that for personal data of a Related Person provided to the SICAV and/or to the Processors by or on behalf of a shareholder, prospective shareholder or business partner, such shareholder, prospective shareholder or business partner has duly notified the Related Person about how the SICAV and/or the Processors process the Related Person's personal data in accordance with these data privacy provisions.

### 2. Categories of personal data processed

The personal data collected, recorded, stored, used and transferred, by electronic and/or by other means (hereafter referred to as personal data "**processed**") by the SICAV and/or by the Processors in connection with a shareholder's or prospective shareholder's investment or intended investment in the SICAV or with a business partner's relationship with the SICAV includes (the "**Personal Data**"):

- personal information concerning the Data Subjects (e.g. last name, first name, gender, date and place of birth, residence address(es), postal addresses, telephone and fax number(s), email address(es) or other identifying addresses for electronic communications, details from passports or other government or state issued forms of personal identification, nationality(ies), country(ies) of tax residence and tax identification number, bank account details);
- professional information concerning the Data Subjects (e.g. employment history, title, representation authorities);
- financial information concerning the Data Subjects (e.g. transaction details regarding subscriptions, redemptions, conversions and transfers of shares of the SICAV, income paid or other payments made with respect to the shares held in the SICAV);
- any other information concerning the Data Subjects and required by applicable laws and regulations including laws and regulations regarding anti money laundering and counter financing of terrorism (e.g. source of wealth, information about regulatory and other investigations or litigations to which Data Subjects are or have been subject).

The SICAV and the Processors do not intend to actively process special category personal data, being personal data revealing racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union memberships or genetic, biometric data or health data or data concerning a Data Subject's sex life or sexual orientation about Data Subjects. Whilst the SICAV and the Processors will use reasonable efforts to limit the processing of such special category personal data, Data Subjects should be aware that such special category personal data may be processed incidentally for example where the Data Subject volunteers such special category personal data to the SICAV and/or to the Processors (for example when the Data Subject sends a communication such as an email containing such special category personal data) or where documents and information received or gathered for one or more of the Purposes (as such term is defined hereafter) contain special category personal data.

### 3. The data controller

The SICAV acts as data controller with regard to the Personal Data of shareholders, prospective shareholders or business partners processed in connection with such shareholder's or prospective shareholder's investment or intended investment in the SICAV or with such business partner's relationship with the SICAV.

### 4. Processing of Personal Data

Personal Data will be processed for the purpose of 1) performing the services required by the shareholders and prospective shareholders in connection with their investment or intended investment in the SICAV; and/or 2) performing services related to the one referred to under 1) here above in connection with shareholders' and prospective shareholders' investment or intended investment in the SICAV if such related services are considered as necessary by the SICAV and/or the Processors for the purpose of the legitimate interest pursued by the SICAV and/or the Processors provided such interests are not overridden by the interests or



fundamental rights and freedoms of the relevant Data Subjects and/or 3) performing the contractual or other arrangements concluded between the SICAV and its business partners and/or 4) complying with the legal and regulatory obligations applicable to the SICAV and/or to the Processors.

In accordance with the preceding paragraph, Personal Data may be processed for the purpose of (the “**Purposes**”):

- opening and maintaining shareholders’ registered accounts including providing shareholders with information and documents regarding their investment in the SICAV (e.g. contract notes, holding statements);
- processing subscriptions, redemptions, conversions and transfers of shares of the SICAV, payment of income or other proceeds made with respect to the shares held by the shareholders in the SICAV;
- informing shareholders of corporate actions concerning the SICAV;
- convening and organizing meetings of shareholders;
- relationship management including responding to enquiries from shareholders, prospective shareholders and business partners and providing shareholders and prospective shareholders with information and documentation in connection with their investment or intended investment in the SICAV (e.g. SICAV’s articles, prospectus, key information documents, financial reports, fact sheets, investment management reports);
- processing of shareholders’ complaints;
- recording of communications (e.g. telephone conversations, mailings including electronic mailings) for relationship management or monitoring for evidentiary or compliance purposes;
- performing controls on excessive trading and market timing practices;
- performing the contractual or other arrangements concluded between the SICAV and its business partners;
- performing due diligence and controls with regard to applicable laws and regulations fight against money laundering and financing of terrorism;
- reporting to the competent authorities in accordance with Luxembourg or foreign laws and regulations (including laws and regulations relating to FATCA and CRS);
- to enforce the SICAV’s terms and conditions or to protect the SICAV’s or the Processors’ (as such term is defined hereafter) rights in the context of legal claims, litigation, arbitration or similar proceedings.

To achieve the Purposes, Personal Data may be collected or received directly from the Data Subjects or indirectly through external sources including any publicly available sources or through subscription services or from third parties.

A shareholder or prospective shareholder of the SICAV or a business partners of the SICAV or a Related Person related to such a shareholder, prospective shareholder or business partner may elect to refuse to provide the Personal Data requested by or on behalf of the SICAV. In such a case, the SICAV may not be able and may consequently 1) decline to provide the services required by such shareholder or prospective shareholder in connection with their investment or intended investment in the SICAV; and/or 2) decline to provide the services related to the one referred to under 1) here above considered as necessary by the SICAV and/or the Processors for the purpose of the legitimate interest pursued by the SICAV and/or the Processors in connection with shareholders’ and prospective shareholders’ investment or intended investment in the SICAV; and/or 3) decline to perform the contractual or other arrangements concluded between the SICAV and its business partners; and 4) decide to preclude the continuation of the relationship between the SICAV and the shareholder or between the SICAV and the business partner.

Subject to applicable legal periods of limitation which may vary depending on the Purposes for which Personal Data was obtained, the Personal Data shall not be retained for longer than necessary in light of the Purposes for which it was obtained. Personal Data will be deleted or anonymized (or equivalent) once it is no longer necessary to achieve the Purposes for which it was obtained, subject however (i) to any applicable legal or regulatory requirements to process Personal Data for a longer period, or (ii) to enforce the SICAV’s terms and conditions or for the protection of the SICAV’s or the Processors’ rights in the context of legal claims, litigation, arbitration or similar proceedings.

## **5. Transfer of Personal Data**

For the purpose of achieving the Purposes, the SICAV uses the services of delegates, sub-delegates and service providers (such as the SICAV’s management company, central administration agent, delegate of the central administration agent, domiciliary agent and depositary) and may delegate the processing of and consequently transfer Personal Data to such delegates, sub-delegates and service providers (the “**Processors**”) in compliance with and within the limits of the applicable laws and regulations.

The Processors may delegate the processing of the Personal Data to one or several of their agents or delegates, which may be located in or outside the European Economic Area (“**EEA**”).

Processors may also process Personal Data for their own purposes and outside of the scope of their role as processor for the SICAV, in which case and with regard to such own purposes, Processors shall be considered as distinct data controllers and shall be directly accountable to the relevant Data Subjects with regard to the processing for such own purposes.

For the purpose of achieving the Purposes, the SICAV and the Processors may also transfer Personal Data : 1) to comply with applicable laws and regulations including treaties or agreements with or between Luxembourg or foreign governments (including in relation to tax reporting laws such as FATCA and CRS), which may include Luxembourg and foreign authorities, to respond to requests from public or government authorities including tax authorities, which may include Luxembourg and foreign authorities, to cooperate with law enforcement, governmental, regulatory, securities exchange, financial markets or similar agencies or authorities or for other legal reasons, who may transfer the Personal Data to equivalent agencies or authorities in other countries; 2) to central banks, regulators, trade repositories, approved reporting mechanisms which may be located in Luxembourg or abroad; 3) to their external auditors; 4) to courts, litigation counterparties, external legal counsels and others in the context of legal claims, litigation, arbitration or similar proceedings to enforce the SICAV's terms and conditions or to protect the SICAV's or the Processors' rights against a Data Subject; 5) to legitimate third parties in the event of a merger of the SICAV or of a sub-fund of the SICAV.

Processors may also transfer Personal Data to the SICAV and to other Processors the SICAV in order to enable the SICAV and such other Processors to fulfill the Purposes.

The transfer of Personal Data may include the transfer to jurisdictions within the EEA and to other jurisdictions provided that 1) such other jurisdictions benefit from an adequacy decision from the European Commission; or 2) where such other jurisdictions do not benefit from an adequacy decision from the European Commission, appropriate safeguards are provided; or 3) the transfer falls under one of the derogations for specific situations as foreseen by the applicable laws and regulations.

## **6. Rights of Data Subjects**

Subject to the laws and regulations applicable to the SICAV and/or the Processors, each Data Subject has a right to:

- access his/her/its Personal Data;
- have his/her/its Personal Data rectified where it is inaccurate or incomplete;
- where the SICAV processes his/her/its Personal Data on the basis of his/her/its consent, to withdraw this consent being understood that, to achieve the Purposes, the SICAV and the Processors do not rely on the Data Subjects' consent for the process
- of the Data Subjects' Personal Data;
- have his/her/its Personal Data erased in certain circumstances;
- obtain restriction of processing or object to processing in certain circumstances;
- lodge a complaint to the relevant data protection authority;
- receive his/her/its Personal Data in a structured, commonly used and machine-readable format and to have that Personal Data transmitted directly to another data controller.

If a Data Subject wishes to exercise, any of the rights referred to above, the Data Subject shall address its request by letter sent to the registered office of the SICAV. Requests will be responded in accordance with applicable laws and regulations.

Even if a Data Subject objects to the processing or requests the erasure of its Personal Data, the SICAV and/or the Processors may nevertheless be allowed to continue the processing if i) the processing is mandatory because of legal or regulatory obligations applicable to the SICAV and/or to the Processors; or ii) is necessary for the achievement of one, more or all of the Purposes; or iii) is necessary for the enforcement of the SICAV's terms and conditions or for the protection of the SICAV's and/or the Processors' rights in the context of legal claims, litigation, arbitration or similar proceedings.

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## 26. CHARGES AND EXPENSES

The Company shall pay for start-up costs, including the costs of drawing up and printing the KIIDs, the Prospectus, notary's fees, filing costs with administrative and stock exchange authorities, and all other costs and expenses incurred in the incorporation and launching of the Company. These start-up costs will be borne on a prorata basis by the Sub-Funds existing at the incorporation of the Company and will be amortised over the first 5 financial years on a straight line basis.

If a new Sub-Fund is created in the future, the preliminary and incorporation expenses of this Sub-Fund will in principle be borne by this Sub-Fund exclusively and amortised over a 5 year period, as of the relevant Sub-Fund's launching date. Any new Sub-Fund will also bear the prorata portion of the above start-up costs that have not been amortised yet as at the launch date of the relevant Sub-Fund.

In addition, the Company may draw up specific amortisation schedules relating to marketing costs incurred in foreign countries.

Costs and expenses not attributable to a particular Sub-Fund will be charged to the various Sub-Funds in proportion to their respective net assets.

The Company pays all its operating costs as described in the chapter "Net asset value", paragraph II 4.

The Administrative Agent is entitled to receive the remuneration of maximum 0.15% annually, based on the average net assets of the sub-fund with a minimum not to exceed EUR 55,000 annually.

The Investment Managers and the distributors are entitled to receive the remuneration described in the Term Sheet of each Sub-Fund.

The Depositary Bank and the Paying Agent is entitled to receive the remuneration as described below:

<b>Custody fee</b>	Maximum 0.05% p.a. calculated on the average net assets of the sub-fund.
<b>Depositary fee</b>	Maximum 0.03% p.a. calculated on the average net assets of the sub-fund with a minimum not to exceed EUR 1,500 per month for the sub-fund.
<b>Cash flow monitoring fee</b>	Maximum EUR 800 per month for the sub-fund.  Sub-custody and settlement fees are charged separately. Value added tax will be added where applicable.

In certain jurisdictions where the Sub-Funds may be registered, the local agents may charge additional fees to investors for their services.

### Soft commissions with brokers

The Management Company or its delegates such as the Investment Manager may enter into soft commissions with brokers under which certain business services are obtained from third parties and are paid for by the brokers out of the commissions they receive from transactions of the Company. Consistent with obtaining best execution, brokerage commissions on portfolio transactions for the Company may be directed by the Management Company (or its delegates) to broker-dealers in recognition of research services furnished by them as well as for services rendered in the execution of orders by such broker-dealers.

The entering into soft commission arrangements is subject to the following conditions:

- (i) the Management Company (and its delegates) will act at all times in the best interest of the Company;
- (ii) the services provided will be in direct relationship to the activities of the Management Company (or its delegates);
- (iii) brokerage commissions on portfolio transactions for the Company will be directed by the Management Company (or its delegates) to broker-dealers that are entities and not to individuals;
- (iv) the Management Company (or its delegates) will provide reports to the Board with respect to soft commissions including the nature of the services it receives;
- (v) and information concerning the soft commission arrangements will be disclosed in the financial statements of the Company.

**Retrocession fee arrangements**

Subject to the approval of the Company, the Management Company and the Investment Manager may enter into arrangements whereby the Management Company or the Investment Manager agrees that part of their fees will be redirected to one or more entities, such as business introducers, as payment for services that they have provided to or for the benefit of the Company. The Management Company and the Investment Manager may only enter into similar arrangements in accordance with applicable law and regulatory requirements (and, in respect of the Management Company, only where the payment is designed to enhance the quality of the services provided to the Company and does not impair compliance with the Management Company's duty to act in the best interest of the Company). The Company, the Management Company and the Investment Manager may also enter into arrangements with one or more investors to the effect that they will rebate all or a portion of their fees to such investor(s), each time subject to applicable regulatory requirements and provide always that these arrangements are in the best interest of the Company and that the fair treatment of the investors is ensured.

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## **27. GENERAL MEETING OF SHAREHOLDERS**

The annual general meeting of the shareholders is held each year at the registered office of the Company, or any other place in Luxembourg specified in the notice of meeting.

The annual general meeting will be held each year on 15 April at 11 a.m. or, if this day is a holiday, the previous Business Day.

If permitted by and on the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Board of Directors.

Notices of all general meetings will be sent to the shareholders at their address in the register of shareholders at least 8 days before the general meeting.

These notices will set out the time and the place of the general meeting, admission requirements, agenda, majority and quorum requirements as required by Luxembourg law.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may provide that the quorum and the majority at this general meeting shall be determined according to the shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a shareholder to attend a general meeting of shareholders and to exercise the voting rights attaching to his/its/her shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

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**A. Dissolution of the Company**

The Company may be dissolved by a decision of the general meeting of shareholders in the conditions required by law to amend the Articles.

Any decision to wind up the Company will be published in the *Resa, Recueil Electronique des Sociétés et Associations de Luxembourg*.

As soon as the decision to wind up the Company is taken, the issue, redemption or conversion of shares in all Sub-Funds is prohibited and shall be deemed void.

If the capital of the Company falls below two thirds of the minimum level required by law, the Board of Directors must convene a general meeting to be held within forty days from the date of ascertaining this fact and submit the question of the Company's dissolution to the general meeting. No quorum shall be prescribed and decisions will be taken by simple majority of the shares represented at the meeting. If the capital of the Company falls below one fourth of the legal minimum, the Board of Directors must submit the question of the Company's dissolution to the general meeting for which no quorum shall be prescribed. The dissolution may be resolved by the shareholders holding one fourth of the shares represented at the meeting.

In the case of dissolution of the Company, the liquidation will be conducted by one or more liquidators, who may be individuals or legal entities and who will be appointed by a general meeting of shareholders. This meeting will determine their powers and compensation.

The liquidation will be carried out in accordance with the Law of 2010. The net proceeds of the liquidation will be distributed to the shareholders in proportion to their entitlements.

The amounts not claimed by the shareholders at the time of closure of the liquidation will be deposited with the *Caisse de Consignation* in Luxembourg where they will be available to them for the period established by law. At the end of such period unclaimed amounts will return to the Luxembourg State.

**B. Liquidation / merger of Sub-Funds and Categories of shares**

**1. Liquidation of Sub-Funds and Categories**

A general meeting of shareholders of a Sub-Fund or of a Category may decide to cancel shares in a given Sub-Fund or Category and refund shareholders for the value of their shares. This general meeting will deliberate without any quorum requirement and the decision will be taken by a majority of the votes cast. As soon as the decision to wind up a Sub-Fund or a Category is taken, the issue, redemption or conversion of shares in this Sub-Fund or Category is prohibited and shall be deemed void.

If the net assets of a Sub-Fund or a Category fall below the equivalent of EUR 5 million or if, in the opinion of the Board of Directors, significant changes in the political or economic situation render this decision necessary, in order to proceed to an economic rationalisation or if the interests of the shareholders of a Sub-Fund or a Category of shares so require, the Board of Directors may decide on a forced redemption of the remaining shares in the Sub-Fund or Category of shares concerned without any approval of the shareholders being necessary. In this case, a notice relating to the closing of the Sub-Fund or the Category of shares will be sent to all the shareholders of this Sub-Fund or Category of shares. This redemption will take place at the net asset value per share calculated after all assets attributable to this Sub-Fund or Category of shares have been sold.

The amounts not claimed by the shareholders at the Depositary Bank at the time of the closure of the liquidation will be deposited at the *Caisse de Consignation* in Luxembourg where they will be available to them for the period established by law. At the end of such period unclaimed amounts will reverse to the Luxembourg State.

**2. Merger of Sub-Funds**

Any merger of a Sub-Fund with another Sub-Fund of the Company or with another UCITS (whether subject to Luxembourg law or not) shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for the merger to the meeting of shareholders of the Sub-Fund concerned. In the latter case, no quorum is required for this meeting and the decision for the merger is taken by a simple majority of the votes cast. In the case of a merger of one or more Sub-Fund(s) where, as a result, the Company ceases to exist, the merger shall, notwithstanding the foregoing, be decided by a meeting of shareholders for which no quorum is required and that may decide with a simple majority of votes cast. In addition, the provisions on mergers of UCITS set forth in the Law and any implementing regulation (relating in particular to the notification to the shareholders concerned) shall apply.

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**1. Publication of the net asset value**

The net asset value of each Sub-Fund as well as the issue and redemption prices are made public on each Valuation Day at the registered office of the Company.

The net asset value will also be the subject of an announcement in one or more newspapers, if the Board of Directors so decides.

**2. Financial notices**

Financial notices will be published, at the discretion of the Board of Directors, in those countries where the Company is marketed.

**3. Financial year and reports for shareholders**

The financial year begins on the first day of January and ends the last day of December.

Each year, the Company publishes a report detailing its activity and the management of its assets, including the consolidated balance sheet and profit and loss account.

At the end of each half-year, the Company will publish a semi-annual report including, inter alia, the composition of the portfolio, the movements in the portfolio over the period, the number of shares in circulation and the number of shares issued and redeemed since the last publication.

The Company may also publish interim reports.

**4. Approved statutory auditor**

The auditing of the Company's accounts and annual reports is entrusted to Deloitte Audit.

**5. Complaints**

Investors that wish to file a complaint against the SICAV are invited to file their complaint in writing to :

If by regular mail:  
ECONOPOLIS FUNDS  
Att. Complaints Handling Officer  
9, boulevard Prince Henri  
L-1724 Luxembourg

If by email:  
ECONOPOLIS FUNDS  
Att. Complaints Handling Officer  
Email: [domiciliation@conventum.lu](mailto:domiciliation@conventum.lu)

If by fax:  
ECONOPOLIS FUNDS  
Att. Complaints Handling Officer  
Fax : +352 26 20 41 3895

A template complaint form is available on request at the registered office of the SICAV or at [domiciliation@conventum.lu](mailto:domiciliation@conventum.lu). Complaints received by the SICAV will be handled in accordance with the complaints handling policy of the SICAV, available upon request at the registered office of the SICAV or at the registered office of the Management Company.

**6. Documents available to the public**

The Articles, this Prospectus, the KIID(s) and financial reports of the Company as well as the agreements appointing the Management Company, the Investment Manager, the agreements signed with the Depositary Bank and with the Administrative Agent, Registrar and Transfer Agent, Paying Agent and Domiciliary Agent are available for inspection at the registered office of the Company. Copy of these documents may be obtained by investors free of charge.

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<b>30. ANNEX I – SUB-FUNDS DETAILS</b>
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The information contained in this Annex I should be read in conjunction with the full text of the Prospectus of which this forms an integral part. Currently, only the Sub-Funds which are mentioned hereinafter and which are marked with \* are available to investors.

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## **ECONOPOLIS FUNDS – ECONOPOLIS PATRIMONIAL SUSTAINABLE \***

### **I. OBJECTIVE AND INVESTMENT POLICY**

The investment philosophy of the Investment Manager, Econopolis Wealth Management N.V., is based on the so-called "Econoshocks" which are described at length in the Econoshock book written by Geert Noels. Econoshock outlines the six major macro-economic trends for the next 20 to 30 years and proposes an investment strategy that is intended to capture the upside of these trends and which is focused on emerging markets, information and communication technology ("ICT"), energy, environment/clean technology, demographic trends as well as business with a strong balance sheet. Long-term security including safeguarding the principal investment should have priority rather than taking irresponsible risks in order to chase quick wins.

The Sub-Fund's objective is to offer its shareholders long-term capital gains. This objective will be achieved by investing the Sub-Fund's assets in equities and fixed income instruments, as well as cash or other monetary instruments, without geographical limitation and without sectorial or currency restriction.

The Investment Manager will apply a discretionary policy based on an in-depth selection of these instruments, using "value investing" dedicated financial and other models (i) taking into account various fundamental parameters determining the financial condition and profitability of the relevant instruments and (ii) comprising a "qualitative-based" approach analysing, from a broader macro-economic perspective, the quality and ethic standards of the management of the relevant issuer, its portfolio of products and services, etc. The final selection will be based on a long-term vision within the global macro economic environment. This value based approach will be supplemented by a sustainability screening (overlay) which will reduce the investment universe by eliminating instruments which do not meet Econopolis' criteria in terms of environmental, social and governance performance (ESG rating). The Investment Manager will use external data, inter alia from specialised ESG screening firms, to arrive at a sustainability rating for corporate and government issuers and will also take into account ESG controversy ratings for each issuer. Only issuers with a minimum absolute or relative ESG rating (as determined by the Investment Manager, will be included in the investment universe and the Investment Manager will in general select the best performing issuers in terms of ESG per sector. The Investment Manager will also exclude issuers that are included in the exclusion list for the Norwegian Government Pension Fund Global (drafted by Norges Bank on advice of the Ethical Council), issuers active in controversial activities (gambling, weapons industry, tobacco companies) and issuers who in general have a high (negative) controversy rating in terms of ESG.

The Sub-Fund's performance should not match a specific index or benchmark but should aim for an absolute return, as capital protection remains the primary goal (though it is not a capital guaranteed fund). No indice or other benchmark will be used as a basis to build the portfolio of the Sub-Fund. The individual weight of each category of investments (equity, bonds) can vary from 0 to 50% for equities and from 0 to 100% for bonds depending on economic and market conditions and the Investment Manager's expectations and strategic views.

Up to 49% of the Sub-Fund's net assets may be held as cash or equivalent instruments. There are no limits or restrictions regarding currencies, geographical regions or other specific economic or industrial sectors or niches. The choices made by the Investment Manager are discretionary and reflect its expectations and strategic views. As a consequence, the asset allocation may vary from time to time.

The Sub-Fund can invest in bonds or other debt instruments, corporate or sovereign, which should predominantly have an investment grade (at least BBB- and/or Baa3).

The Sub-Fund may use derivative instruments like options, futures, interest or currency swaps and others, but only with the purpose to cover or limit risks on other investments in equity or fixed income and should consequently not have an impact on the overall risk profile.

The Sub-Fund can invest in equities, whose selection will be based upon on-going financial evaluations, analysis of the macro economic environment and the specific profile of the issuer, future developments etc.

### **II. SUB-FUND'S RISK PROFILE**

The investment horizon should be longer than 5 years. Though safeguarding the capital and a fair return are the main objectives, the Sub-Fund's investment policy is only appropriate for investors who are interested in financial markets and who seek long-term capital gains. Investors should therefore be willing to accept some losses related to changes in prices of the Sub-Fund's holdings. Potential investors should consequently be aware of the fact that the Sub-Fund's assets may be impacted by developments in

international markets and by the risks related to the investments described in the investment policy. Hence, the Sub-Fund does not guarantee the protection of its capital.

### III. RISK MEASUREMENT APPROACH

The global exposure of the Sub-Fund is calculated using the Commitment Approach.

### IV. PROFILE OF THE TYPICAL INVESTOR

The Sub-Fund is suitable for retail and institutional investors who consider an investment fund as a convenient way of participating in capital market developments. It is also suitable for more experienced investors wishing to attain defined investment objectives with an investment horizon longer than 5 years.

### V. CATEGORIES OF SHARES AVAILABLE, CURRENCIES AND MINIMUM SUBSCRIPTION AMOUNTS

For this Sub-Fund, capitalisation ("Cap.") and distribution ("Dist.") shares of Category A, B, I and O are available:

- "A": offered to individuals and legal entities with no minimum subscription amount.
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- "B": offered to individuals and legal entities with a minimum initial and subsequent subscription amount of EUR/USD 500,000 and EUR/USD 1,000 respectively. The Company may at its discretion waive the minimum initial subscription amount. Category B shares will be launched at a later stage upon decision of the Board of Directors.
- "I": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with a minimum initial and subsequent subscription amounts of EUR/USD 1 million and EUR/USD 10,000 respectively. The Company will not issue or give effect to any transfer of shares of such Category to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for Category I shares until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears, at any time, that a holder of Category I shares is not an Institutional Investor, the Company will either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which is not restricted to Institutional Investors and notify the relevant shareholder of such conversion. Should the holding of any Category I shareholder fall below the minimum initial subscription amount of EUR/USD 1 million, the Company may either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which has no such minimum initial subscription amount and notify the relevant shareholder of such conversion. The Company may at its discretion waive the minimum initial subscription amount.
- "O": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with no minimum subscription amount. The access to class O shares and each subscription into class O shares are subject to approval by the Investment Manager and subject to the overall control and supervision of the Board of Directors of the Company.

Category of shares	A Cap. EUR	A Cap. USD	A Dist. EUR	A Dist. USD	B Cap. EUR	B Cap. USD	B Dist. EUR	B Dist. USD	I Cap. EUR	I Cap. USD	I Dist. EUR	I Dist. USD	O Cap. EUR	O Cap. USD	O Dist. EUR	O Dist. USD
Currency	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD
Minimum initial subscription amount	No minimum initial subscription amount				EUR 500,000	USD 500,000	EUR 500,000	USD 500,000	EUR 1 mio.	USD 1 mio.	EUR 1 mio.	USD 1 mio.	No minimum initial subscription amount			
Minimum subsequent subscription amount	No minimum subsequent subscription amount				EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 10,000	USD 10,000	EUR 10,000	USD 10,000	No minimum subsequent subscription amount			

The Board of Directors may, at its discretion but subject to the principle of equal treatment of shareholders, accept smaller initial or subsequent subscription amounts.

The Board of Directors may decide to temporarily close subscriptions to shares in any Category as well as those subscriptions arising from the conversion of shares of another Sub-Fund.

The Board of Directors may also decide to launch Category A Cap. USD-hedge, A Dist. USD-hedge, B Cap. USD-hedge, B Dist. USD-hedge, I Cap. USD-hedge, I Dist. USD-hedge, O Cap. USD-hedge and O Dist. USD-hedge whose features will be identical to the corresponding Category of shares as disclosed above save the application of specific currency hedging techniques. It should be

noted that these hedged Categories of shares may be specifically hedged whether the non-USD exposure is declining or increasing in value relative to the USD and so whilst holding hedged shares may substantially protect the investor against declines in the non-USD exposure relative to the USD, holding such shares may also substantially limit the benefits of the investor if there is an increase in the value of the non-USD exposure relative to the USD.

## **VI. VALUATION CURRENCY**

The net asset value will be calculated and subscriptions and redemptions will be made in the currency of the Category concerned. In the financial reports, the net asset value of each Category of shares and the Sub-Fund's consolidated financial statements shall be expressed in EUR.

## **VII. SUBSCRIPTION FEE**

The Sub-Fund can levy a maximum subscription fee of 3% of the net asset value for the benefit of the distributors or any agent active in the placement of the shares.

## **VIII. REDEMPTION FEE**

The Sub-Fund can levy a maximum redemption fee of 3% of the net asset value for the benefit of the Sub-Fund. The redemption fee shall be identical for all redemption requests received on the same Valuation Day.

## **IX. CONVERSION FEE**

The Sub-Fund does not charge conversion fees.

## **X. GLOBAL FEE**

The aggregate fee payable to the Management Company, the Investment Management and distributors is set at a maximum of 1.20% per annum for Category A and B shares and at a maximum of 0.70% per annum for Category I shares, payable quarterly and calculated on the average net assets of the Sub-Fund for the quarter in question.

The fee payable to the Management Company is set at a maximum of 0.10% per annum for Category O shares. No fee shall be payable for the Investment Management of the Category O shares..

## **XI. INVESTMENT MANAGER**

At the request and with the consent of the Company, the Management Company has appointed ECONOPOLIS WEALTH MANAGEMENT N.V., as Investment Manager of the Sub-Fund.

## **XII. VALUATION DAY**

Each Tuesday and the last Business Day of each month (if different from a Tuesday).

However, if a Valuation Day falling on a Tuesday is not a Business Day, the net asset value of the Sub-Fund will be calculated as of the next Business Day.

The net asset value will not be calculated as of 24 December (Christmas Eve). In this case, the net asset value will be calculated as of the next Business Day.

## **XIII. SUBSCRIPTION**

The deadline for the receipt of subscription requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

The amount subscribed is payable in the currency of the category involved and must reach the Company within three Business Days from the applicable Valuation Day.

## **XIV. REDEMPTION**

The deadline for the receipt of redemption requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

Payment of the proceeds of redeemed shares will be made in the currency of the Category involved and must reach the investor within three (3) Business Days following the applicable Valuation Day.

## **XV. CONVERSION**

Conversion requests will be carried out in accordance with the provisions of Chapter 20 "Conversion of shares".

## **XVI. SUBSCRIPTION TAX (TAXE D'ABONNEMENT)**

The Sub-Fund is subject to a subscription tax, at an annual rate of 0.05% of the net assets of the Sub-Fund, calculated and payable quarterly and based on the net asset value of the Sub-Fund at the end of each quarter.

Nevertheless, the annual rate of the subscription tax is set at 0.01% of the net assets of I and O Category shares as these shares are reserved to Institutional Investors. This tax is calculated and payable quarterly, and based on the net asset value of the I and O Category shares at the end of each quarter.

This tax is not payable in relation to the Company's assets that have been invested in other investment funds set up in Luxembourg.

## **XVII. DISTRIBUTION POLICY**

The Board of Directors intends to distribute the income of the distribution shares in accordance with the provisions of Chapter 22 "Distribution policy" of this Prospectus. In relation to the distribution shares, the Board intends to distribute net investment income attributable to such shares. No distribution of dividends shall be made in relation to the capitalisation shares but the income attributable to these shares will be reflected in the increased value of the relevant shares.

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## **ECONOPOLIS FUNDS – ECONOPOLIS PATRIMONIAL EMERGING \***

### **I. OBJECTIVE AND INVESTMENT POLICY**

The investment philosophy of the Investment Manager, Econopolis Wealth Management N.V., is based on the so-called "Econoshocks" which are described at length in the book "Econoshock" written by Geert Noels. Econoshock outlines the six major macro-economic trends for the next 20 to 30 years and proposes an investment strategy that is intended to capture the upside of these trends and which is focused on emerging markets, information and communication technology ("ICT"), energy, environment/clean technology, demographic trends as well as business with a strong balance sheet. Long-term growth potential should have priority rather than taking irresponsible risk in order to chase quick wins.

The Sub-Fund will focus on one of the core themes of the book, namely the shift of the economic centre towards the Asia Pacific region and other emerging regions in order to take into account the concurrent demographic shift towards these regions.

The Sub-Fund's objective is to offer its shareholders long-term capital gains. This objective will be achieved by investing the assets of the Sub-Fund in equities and fixed income instruments, as well as cash or similar instruments, without geographical limitation, but with a focus on emerging economies, and without sector or currency restrictions.

The Investment Manager will apply a discretionary policy based on an in-depth selection of the target investments, using "value investing" dedicated financial and other models (i) taking into account various fundamental parameters determining the financial condition and profitability of the relevant instruments and (ii) comprising a "qualitative-based" approach analysing, from a broader macro-economic perspective, the quality and ethic standards of the management of the relevant issuer, its portfolio of products and services, etc. The final selection will be based on a long-term vision within the global macro economic environment. The Sub-Fund will consist of a relatively concentrated number of holdings, but with diversification across geographies, currencies, themes, performance drivers, market caps and sectors.

The Sub-Fund's performance should not match a specific index. No indice or other benchmark will be used as a basis to build the portfolio of the Sub-Fund. Within this strategy, the Sub-Fund will primarily focus on companies that are based in emerging economies. However, international companies that have a significant or growing share of their activities in emerging economies may also qualify for investment by the Sub-Fund.

Up to 49% of the assets of the Sub-Fund may be held as cash or cash equivalent instruments. There are no limits or restrictions regarding currencies, geographical regions or other specific economic or industrial sectors or niches. The choices made by the Investment Manager are discretionary and reflect its expectations and strategical views.

The Sub-Fund can invest in equities of which the selection will be based upon on-going financial evaluations, analysis of the macro economic environment and specific profile of the issuer, future developments etc.

The Sub-Fund's investment policy is based on three cornerstones in both equity and bond security selection: a disciplined multi-steps approach in the research and analysis of the Investment Manager, a unique un-benchmarked philosophy and the importance of on-the-ground research. Investments will be conviction-based rather than benchmark-driven: conviction in themes, conviction in countries and conviction in companies.

The Sub-Fund may, subject to the limits defined by law, invest in financial derivative products, including, for example, futures, options, forward exchange contracts, credit default swaps or interest rate swaps in order to achieve the investment objectives and for risk hedging purposes.

### **II. SUB-FUND'S RISK PROFILE**

The investment horizon should be longer than 5 years. Investors should therefore be willing to accept losses related to changes in prices of the Sub-Fund's holdings, especially given that the Sub-Fund will invest primarily in equities of companies involved in high growth markets, which tend to have a high volatility. Potential investors should consequently be aware of the fact that the Sub-Fund's assets may be impacted by developments in international markets and by the risks related to the investments described in the investment policy. The Sub-Fund does not guarantee the protection of its capital.

### III. RISK MEASUREMENT APPROACH

The global exposure of the Sub-Fund is calculated using the Commitment Approach.

### IV. PROFILE OF THE TYPICAL INVESTOR

The Sub-Fund is suitable for experienced retail and Institutional Investors wishing to attain defined investment objectives. The investors must have experience of volatile products. The investor must be able to accept significant temporary losses, thus, this Sub-Fund is suitable for investors who can afford to set aside the capital for at least 5 years.

### V. CATEGORIES OF SHARES AVAILABLE, CURRENCIES AND MINIMUM SUBSCRIPTION AMOUNTS

For this Sub-Fund, capitalisation ("Cap.") and distribution ("Dist.") shares of Category A, B, I and O are available to investors:

- "A": offered to individuals and legal entities with no minimum subscription amount.
- "B": offered to individuals and legal entities with a minimum initial and subsequent subscription amount of EUR/USD 500,000 and EUR/USD 1,000 respectively. The Company may at its discretion waive the minimum initial subscription amount. Category B shares will be launched at a later stage upon decision of the Board of Directors.
- "I": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with a minimum initial and subsequent subscription amounts of EUR/USD 1 million and EUR/USD 10,000 respectively. The Company will not issue or give effect to any transfer of shares of such Category to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for Category I shares until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears, at any time, that a holder of Category I shares is not an Institutional Investor, the Company will either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which is not restricted to Institutional Investors and notify the relevant shareholder of such conversion. Should the holding of any Category I shareholder fall below the minimum initial subscription amount of EUR/USD 1 million, the Company may either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which has no such minimum initial subscription amount and notify the relevant shareholder of such conversion. The Company may at its discretion waive the minimum initial subscription amount.
- "O": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with no minimum subscription amount. The access to class O shares and each subscription into class O shares are subject to approval by the Investment Manager and subject to the overall control and supervision of the Board of Directors of the Company.

Category of shares	A Cap. EUR	A Cap. USD	A Dist. EUR	A Dist. USD	B Cap. EUR	B Cap. USD	B Dist. EUR	B Dist. USD	I Cap. EUR	I Cap. USD	I Dist. EUR	I Dist. USD	O Cap. EUR	O Cap. USD	O Dist. EUR	O Dist. USD
Currency	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD
Minimum initial subscription amount	No minimum initial subscription amount				EUR 500,000	USD 500,000	EUR 500,000	USD 500,000	EUR 1 mio.	USD 1 mio.	EUR 1 mio.	USD 1 mio.	No minimum initial subscription amount			
Minimum subsequent subscription amount	No minimum subsequent subscription amount				EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 10,000	USD 10,000	EUR 10,000	USD 10,000	No minimum subsequent subscription amount			

The Board of Directors may, at its discretion but subject to the principle of equal treatment of shareholders, accept smaller initial or subsequent subscription amounts.

The Board of Directors may decide to temporarily close subscriptions to shares in any Category as well as those subscriptions arising from the conversion of shares of another Sub-Fund.

The Board of Directors may also decide to launch Category A Cap. USD-hedge, A Dist. USD-hedge, B Cap. USD-hedge, B Dist. USD-hedge, I Cap. USD-hedge, I Dist. USD-hedge, O Cap. USD-hedge and O Dist. USD-hedge whose features will be identical to the corresponding Category of shares as disclosed above save the application of specific currency hedging techniques. It should be noted that these hedged Categories of shares may be specifically hedged whether the non-USD exposure is declining or increasing in value relative to the USD and so whilst holding hedged shares may substantially protect the investor against

declines in the non-USD exposure relative to the USD, holding such shares may also substantially limit the benefits of the investor if there is an increase in the value of the non-USD exposure relative to the USD.

## **VI. VALUATION CURRENCY**

The net asset value will be calculated and subscriptions and redemptions will be made in the currency of the Category concerned. In the financial reports, the net value of each Category of shares and the Sub-Fund's consolidated financial statements shall be expressed in EUR.

## **VII. SUBSCRIPTION FEE**

The Sub-Fund can levy a maximum subscription fee of 3% of the net asset value for the benefit of the distributors or any agent active in the placement of the shares.

## **VIII. REDEMPTION FEE**

The Sub-Fund can levy a maximum redemption fee of 3% of the net asset value for the benefit of the Sub-Fund. The redemption fee shall be identical for all redemption requests received on the same Valuation Day.

## **IX. CONVERSION FEE**

The Sub-Fund does not charge conversion fees.

## **X. GLOBAL FEE**

The aggregate fee payable to the Management Company, the Investment Management and distributors is set at a maximum of 1.50% per annum for Category A and B, and 0.90% per annum for Category I payable quarterly and calculated on the average net assets of the Sub-Fund for the quarter in question.

The fee payable to the Management Company is set at a maximum of 0.10% per annum for Category O shares. No fee shall be payable for the Investment Management of the Category O shares.

## **XI. INVESTMENT MANAGER**

At the request and with the consent of the Company, the Management Company has appointed ECONOPOLIS WEALTH MANAGEMENT N.V. as Investment Manager of the Sub-Fund.

## **XII. VALUATION DAY**

Each Tuesday and the last Business Day of each month (if different from a Tuesday).

However, if a Valuation Day falling on a Tuesday is not a Business Day, the net asset value of the Sub-Fund will be calculated as of the next Business Day.

The net asset value will not be calculated as of 24 December (Christmas Eve). In this case, the net asset value will be calculated as of the next Business Day.

## **XIII. SUBSCRIPTION**

The deadline for the receipt of subscription requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

The amount subscribed is payable in the currency of the category involved and must reach the Company within three Business Days from the applicable Valuation Day.

## **XIV. REDEMPTION**

The deadline for the receipt of redemption requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

Payment of the proceeds of redeemed shares will be made in the currency of the Category involved and must reach the investor within three (3) Business Days following the applicable Valuation Day.

## **XV. CONVERSION**

Conversion requests will be carried out in accordance with the provisions of Chapter 20 "Conversion of Shares".

## **XVI. SUBSCRIPTION TAX (*TAXE D'ABONNEMENT*)**

The Sub-Fund is subject to a subscription tax, at an annual rate of 0.05% of the net assets of the Sub-Fund, calculated and payable quarterly and based on the net asset value of the Sub-Fund at the end of each quarter.

Nevertheless, the annual rate of the subscription tax is set at 0.01% of the net assets of I and O Category shares as these shares are reserved to Institutional Investors. This tax is calculated and payable quarterly, and based on the net asset value of the I and O Category shares at the end of each quarter.

This tax is not payable in relation to the Company's assets that have been invested in other investment funds set up in Luxembourg.

## **XVII. DISTRIBUTION POLICY**

The Board of Directors intends to distribute the income of the distribution shares in accordance with the provisions of Chapter 22 "Distribution policy" of this Prospectus. In relation to the distribution shares, the Board intends to distribute all net investment income attributable to such shares. No distribution of dividends shall be made in relation to the capitalisation shares but the income attributable to these shares will be reflected in the increased value of the relevant shares.

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## ECONOPOLIS FUNDS – ECONOPOLIS GLOBAL EQUITY \*

### I. OBJECTIVE AND INVESTMENT POLICY

#### Objective

The objective of the Sub-Fund is to offer investors, by means of an actively managed portfolio, a long-term capital gain on their investment. This objective will be achieved by investing the assets of the Sub-Fund primarily in shares and other equity securities, without geographical limitation.

#### Investment policy

The Sub-Fund invests mainly in shares and other equity securities, with diversification in terms of sectors and regions covered. The Sub-Fund will invest in shares and other equity instruments of companies active in developed markets (Europe, US and Japan) and may also invest in companies active in emerging markets. The Sub-Fund can invest in shares and other equity securities of which the selection will be based upon on-going financial evaluations, analysis of the macro economic environment and specific profile of the issuer, future developments etc. There are no limits or restrictions regarding currencies, geographical regions or other specific economic or industrial sectors or niches. The choices made by the Investment Manager are discretionary and reflect its expectations and strategic views.

The Sub-Fund's investment policy is based on three cornerstones in the equity security selection: a disciplined multi-steps approach in the research and analysis of the Investment Manager, a unique un-benchmarked philosophy and the importance of on-the-ground research. Investments will be conviction-based rather than benchmark-driven: conviction in themes, conviction in countries and conviction in companies. Regarding investment themes, the Investment Manager will focus on the following 5 major themes: (i) food and agriculture, (ii) ICT, (iii) energy, (iv) commodity producers and (v) products and services aimed at a growing, ageing and more urbanised population (i.e. health care, consumer products, mobility solutions, ...).

The Sub-Fund may also, in an ancillary manner, invest in term deposits, money market instruments and/or UCIs (which may include UCITS, ETFs and/or other UCIs provided, in the case of the ETFs and other UCIs, the conditions laid down by the Part I of the Law of 2010).

The Sub-Fund may invest in UCIs (UCITS and/or other UCIs) either for the purpose of pursuing its principal investment policy, or to place its cash resources (in which case the Sub-Fund then invests (i) in monetary UCIs and/or (ii) in UCIs which invest in debt securities with a residual term, at the time of acquisition, not exceeding 12 months and/or the interest rate of which is adjusted at least once per year).

The Sub-Fund may, subject to the limits defined by law, invest in financial derivative products, including, for example, futures, options, forward exchange contracts, credit default swaps or interest rate swaps in order to achieve the investment objectives and for risk hedging purposes.

### II. SUB-FUND'S RISK PROFILE

The investment horizon should be longer than 5 years. The Sub-Fund does not guarantee the protection of its capital.

### III. RISK MEASUREMENT APPROACH

The global exposure of the Sub-Fund is calculated using the Commitment Approach.

### IV. PROFILE OF THE TYPICAL INVESTOR

Though safeguarding the capital and a fair return are the main objectives, the Sub-Fund's investment policy is only appropriate for investors who are interested in financial markets and who seek long-term capital gains. Investors should therefore be willing to accept losses related to changes in prices of the Sub-Fund's holdings; thus the fund is suitable for investors who can afford to set aside the capital for at least 5 years. Potential investors should be aware of the fact that the Sub-Fund's assets may be impacted by developments in international markets and by the risks related to the investments described in the investment policy.

## V. CATEGORIES OF SHARES AVAILABLE, CURRENCIES AND MINIMUM SUBSCRIPTION AMOUNTS

For this Sub-Fund, capitalisation ("Cap.") and distribution ("Dist.") shares of Category A, B, I and O are available to investors:

- "A": offered to individuals and legal entities with no minimum subscription amount.
- "B": offered to individuals and legal entities with a minimum initial and subsequent subscription amount of EUR/USD 500,000 and EUR/USD 1,000 respectively. The Company may at its discretion waive the minimum initial subscription amount. Category B shares will be launched at a later stage upon decision of the Board of Directors.
- "I": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with a minimum initial and subsequent subscription amounts of EUR/USD 1 million and EUR/USD 10,000 respectively. The Company will not issue or give effect to any transfer of shares of such Category to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for Category I shares until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears, at any time, that a holder of Category I shares is not an Institutional Investor, the Company will either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which is not restricted to Institutional Investors and notify the relevant shareholder of such conversion. Should the holding of any Category I shareholder fall below the minimum initial subscription amount of EUR 1 million or its equivalent in another currency, the Company may either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which has no such minimum initial subscription amount and notify the relevant shareholder of such conversion. The Company may at its discretion waive the minimum initial subscription amount.
- "O": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with no minimum subscription amount. The access to class O shares and each subscription into class O shares are subject to approval by the Investment Manager and subject to the overall control and supervision of the Board of Directors of the Company.

Category of shares	A Cap. EUR	A Cap. USD	A Dist. EUR	A Dist. USD	B Cap. EUR	B Cap. USD	B Dist. EUR	B Dist. USD	I Cap. EUR	I Cap. USD	I Dist. EUR	I Dist. USD	O Cap. EUR	O Cap. USD	O Dist. EUR	O Dist. USD
Currency	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD
Minimum initial subscription amount	No minimum initial subscription amount				EUR 500,000	USD 500,000	EUR 500,000	USD 500,000	EUR 1 mio.	USD 1 mio.	EUR 1 mio.	USD 1 mio.	No minimum initial subscription amount			
Minimum subsequent subscription amount	No minimum subsequent subscription amount				EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 10,000	USD 10,000	EUR 10,000	USD 10,000	No minimum subsequent subscription amount			

The Board of Directors may, at its discretion but subject to the principle of equal treatment of shareholders, accept smaller initial or subsequent subscription amounts.

The Board of Directors may decide to temporarily close subscriptions to shares in any Category as well as those subscriptions arising from the conversion of shares of another Sub-Fund.

The Board of Directors may also decide to launch Category A Cap. USD-hedge, A Dist. USD-hedge, B Cap. USD-hedge, B Dist. USD-hedge, I Cap. USD-hedge, I Dist. USD-hedge, O Cap. USD-hedge and O Dist. USD-hedge whose features will be identical to the corresponding Category of shares as disclosed above save the application of specific currency hedging techniques. It should be noted that these hedged Categories of shares may be specifically hedged whether the non-USD exposure is declining or increasing in value relative to the USD and so whilst holding hedged shares may substantially protect the investor against declines in the non-USD exposure relative to the USD, holding such shares may also substantially limit the benefits of the investor if there is an increase in the value of the non-USD exposure relative to the USD.

The Sub-Fund may issue capitalisation and distribution share classes.

## VI. VALUATION CURRENCY

The net asset value will be calculated and subscriptions and redemptions will be made in the currency of the Category concerned. In the financial reports, the net asset value of each Category of shares and the Sub-Fund's consolidated financial statements shall be expressed in EUR.

## **VII. SUBSCRIPTION FEE**

The Sub-Fund can levy a maximum subscription fee of 3% of the net asset value for the benefit of the distributors or any agent active in the placement of the shares.

## **VIII. REDEMPTION FEE**

The Sub-Fund can levy a maximum redemption fee of 3% of the net asset value for the benefit of the Sub-Fund. The redemption fee shall be identical for all redemption requests received on the same Valuation Day.

## **IX. CONVERSION FEE**

The Sub-Fund does not charge conversion fees.

## **X. GLOBAL FEE**

The aggregate fee payable to the Management Company, the Investment Manager and distributors is set at a maximum of 1.45% per annum for Category A and B shares and at a maximum of 0.85% per annum for Category I shares, payable quarterly and calculated on the average net assets of the Sub-Fund for the quarter in question.

The fee payable to the Management Company is set at a maximum of 0.10% per annum for Category O shares. No fee shall be payable for the Investment Management of the Category O shares.

## **XI. INVESTMENT MANAGER**

At the request and with the consent of the Company, the Management Company has appointed ECONOPOLIS WEALTH MANAGEMENT N.V., as Investment Manager of the Sub-Fund.

## **XII. VALUATION DAY**

Each Business Day.

However, if the Valuation Day is not a Business Day, the net asset value of the Sub-Fund will be calculated as of the next Business Day.

The net asset value will not be calculated as of 24 December (Christmas Eve). In this case, the net asset value will be calculated as of the next Business Day.

## **XIII. SUBSCRIPTION**

The deadline for the receipt of subscription requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding the applicable Valuation Day.

The amount subscribed is payable in the currency of the category involved and must reach the Company within three Business Days from the applicable Valuation Day.

## **XIV. REDEMPTION**

The deadline for the receipt of redemption requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding the applicable Valuation Day.

Payment of the proceeds of redeemed shares will be made in the currency of the Category involved and must reach the investor within three (3) Business Days following the applicable Valuation Day.

## **XV. CONVERSION**

Conversion requests will be carried out in accordance with the provisions of Chapter 20 "Conversion of shares".

## **XVI. SUBSCRIPTION TAX (*TAXE D'ABONNEMENT*)**

The Sub-Fund is subject to a subscription tax, at an annual rate of 0.05% of the net assets of the Sub-Fund, calculated and payable quarterly and based on the net asset value of the Sub-Fund at the end of each quarter.

Nevertheless, the annual rate of the subscription tax is set at 0.01% of the net assets of I and O Category shares as these shares are reserved to Institutional Investors. This tax is calculated and payable quarterly, and based on the net asset value of the I and O Category shares at the end of each quarter.

This tax is not payable in relation to the Company's assets that have been invested in other investment funds set up in Luxembourg.

## **XVII. DISTRIBUTION POLICY**

The Board of Directors may distribute the income of the distribution shares in accordance with the provisions of Chapter 22 "Distribution policy" of this Prospectus. No distribution of dividends shall be made in relation to the capitalisation shares but the income attributable to these shares will be reflected in the increased value of the relevant shares.

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## **ECONOPOLIS FUNDS – ECONOPOLIS EM GOVERNMENT BONDS \***

### **I. OBJECTIVE AND INVESTMENT POLICY**

The Sub-Fund's objective is to offer its shareholders long-term capital gains. This objective will be achieved by investing the assets of the Sub-Fund in fixed income instruments, as well as cash or similar instruments and without geographical limitation. At least 51% of the assets of the Sub-Fund will be invested in emerging economies without sector or currency restrictions.

The Sub-Fund aims to generate return from current income and capital appreciation by investing into fixed income securities that have been actively selected by the Investment Manager. The selection will predominantly (i.e. at least 90% of the bond portfolio) include instruments issued by governments, government agencies, supranational bodies and/or government guaranteed issues. The Sub-Fund is allowed, to a limited extent (i.e. not more than 10% of the bond portfolio) to invest in fixed income instruments issued by corporate entities or other private sector entities that do not benefit from an explicit government guarantee.

The Sub-Fund has the ability to invest in fixed income securities that are issued in local emerging market currencies or fixed income securities that are issued in non-emerging market currencies, with no restriction. The Sub-Fund's reference benchmark is a composite of a 30% hard currency EM bond index and 70% EM Local currency index. Maximum weight per issuing country is capped at 15% of the Sub-Fund's net assets.

The Sub-Fund is managed actively and will invest in securities based upon macro-economic analysis, specific issuer's analysis, political analysis, valuations and / or other considerations the investment manager deems appropriate.

At least half of the bond portfolio will be invested in investment grade credit at the time of purchase of the relevant fixed income instruments. The remaining part of the bond portfolio will be invested in bonds having a minimum rating of BB- according to Standard & Poor's or its equivalent for other rating agencies.

Up to 49% of the assets of the Sub-Fund may be held as cash or cash equivalent instruments. There are no limits or restrictions regarding currencies, geographical regions or other specific economic or industrial sectors or niches.

The Sub-Fund may, subject to the limits defined by law, invest in financial derivative products, including, for example, futures, options, forward exchange contracts, credit default swaps or interest rate swaps in order to achieve the investment objectives and for risk hedging purposes.

### **II. SUB-FUND'S RISK PROFILE**

The investment horizon should be longer than 5 years. Investors should therefore be willing to accept losses related to changes in prices of the Sub-Fund's holdings, especially given that the Sub-Fund will invest primarily in bonds issued, mostly in local currency, of emerging markets, which tend to have a high volatility. Potential investors should consequently be aware of the fact that the Sub-Fund's assets may be impacted by developments in international markets and by the risks related to the investments described in the investment policy. The Sub-Fund does not guarantee the protection of its capital.

### **III. RISK MEASUREMENT APPROACH**

The global exposure of the Sub-Fund is calculated using the Commitment Approach.

### **IV. PROFILE OF THE TYPICAL INVESTOR**

The Sub-Fund is suitable for experienced retail and Institutional Investors wishing to attain defined investment objectives. The investors must have experience of volatile products. The investor must be able to accept significant temporary losses, thus, this Sub-Fund is suitable for investors who can afford to set aside the capital for at least 5 years.

### **V. CATEGORIES OF SHARES AVAILABLE, CURRENCIES AND MINIMUM SUBSCRIPTION AMOUNTS**

For this Sub-Fund, capitalisation ("Cap.") and distribution ("Dist.") shares of Category A, B, I and O are available to investors:

- "A": offered to individuals and legal entities with no minimum subscription amount.

- "B": offered to individuals and legal entities with a minimum initial and subsequent subscription amount of EUR/USD 500,000 and EUR/USD 1,000 respectively. The Company may at its discretion waive the minimum initial subscription amount. Category B shares will be launched at a later stage upon decision of the Board of Directors.
- "I": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with a minimum initial and subsequent subscription amounts of EUR/USD 1 million and EUR/USD 10,000 respectively. The Company will not issue or give effect to any transfer of shares of such Category to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for Category I shares until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears, at any time, that a holder of Category I shares is not an Institutional Investor, the Company will either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which is not restricted to Institutional Investors and notify the relevant shareholder of such conversion. Should the holding of any Category I shareholder fall below the minimum initial subscription amount of EUR/USD 1 million, the Company may either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which has no such minimum initial subscription amount and notify the relevant shareholder of such conversion. The Company may at its discretion waive the minimum initial subscription amount.
- "O": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with no minimum subscription amount. The access to class O shares and each subscription into class O shares are subject to approval by the Investment Manager and subject to the overall control and supervision of the Board of Directors of the Company.

Category of shares	A Cap. EUR	A Cap. USD	A Dist. EUR	A Dist. USD	B Cap. EUR	B Cap. USD	B Dist. EUR	B Dist. USD	I Cap. EUR	I Cap. USD	I Dist. EUR	I Dist. USD	O Cap. EUR	O Cap. USD	O Dist. EUR	O Dist. USD
Currency	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD
Minimum initial subscription amount	No minimum initial subscription amount				EUR 500,000	USD 500,000	EUR 500,000	USD 500,000	EUR 1 mio.	USD 1 mio.	EUR 1 mio.	USD 1 mio.	No minimum initial subscription amount			
Minimum subsequent subscription amount	No minimum subsequent subscription amount				EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 10,000	USD 10,000	EUR 10,000	USD 10,000	No minimum subsequent subscription amount			

The Board of Directors may, at its discretion but subject to the principle of equal treatment of shareholders, accept smaller initial or subsequent subscription amounts.

The Board of Directors may decide to temporarily close subscriptions to shares in any Category as well as those subscriptions arising from the conversion of shares of another Sub-Fund.

The Board of Directors may also decide to launch Category A Cap. USD-hedge, A Dist. USD-hedge, B Cap. USD-hedge, B Dist. USD-hedge, I Cap. USD-hedge, I Dist. USD-hedge, O Cap. USD-hedge and O Dist. USD-hedge whose features will be identical to the corresponding Category of shares as disclosed above save the application of specific currency hedging techniques. It should be noted that these hedged Categories of shares may be specifically hedged whether the non-USD exposure is declining or increasing in value relative to the USD and so whilst holding hedged shares may substantially protect the investor against declines in the non-USD exposure relative to the USD, holding such shares may also substantially limit the benefits of the investor if there is an increase in the value of the non-USD exposure relative to the USD.

## VI. VALUATION CURRENCY

The net asset value will be calculated and subscriptions and redemptions will be made in the currency of the Category concerned. In the financial reports, the net value of each Category of shares and the Sub-Fund's consolidated financial statements shall be expressed in EUR.

## VII. SUBSCRIPTION FEE

The Sub-Fund can levy a maximum subscription fee of 3% of the net asset value for the benefit of the distributors or any agent active in the placement of the shares.

## **VIII. REDEMPTION FEE**

The Sub-Fund can levy a maximum redemption fee of 3% of the net asset value for the benefit of the Sub-Fund. The redemption fee shall be identical for all redemption requests received on the same Valuation Day.

## **IX. CONVERSION FEE**

The Sub-Fund does not charge conversion fees.

## **X. GLOBAL FEE**

The aggregate fee payable to the Management Company, the Investment Management and distributors is set at a maximum of 1.20% per annum for Category A and B, and 0.65% per annum for Category I payable quarterly and calculated on the average net assets of the Sub-Fund for the quarter in question. The fee payable to the Management Company is set at a maximum of 0.10% per annum for Category O shares. No fee shall be payable for the Investment Management of the Category O shares.

## **XI. INVESTMENT MANAGER**

At the request and with the consent of the Company, the Management Company has appointed ECONOPOLIS WEALTH MANAGEMENT N.V. as Investment Manager of the Sub-Fund.

## **XII. VALUATION DAY**

Each Tuesday and the last Business Day of each month (if different from a Tuesday).

However, if a Valuation Day falling on a Tuesday is not a Business Day, the net asset value of the Sub-Fund will be calculated as of the next Business Day.

The net asset value will not be calculated on 24 December (Christmas Eve). In this case, the net asset value will be calculated as of the next Business Day.

## **XIII. SUBSCRIPTION**

The deadline for the receipt of subscription requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

The amount subscribed is payable in the currency of the category involved and must reach the Company within three Business Days from the applicable Valuation Day.

## **XIV. REDEMPTION**

The deadline for the receipt of redemption requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

Payment of the proceeds of redeemed shares will be made in the currency of the Category involved and must reach the investor within three (3) Business Days following the applicable Valuation Day.

## **XV. CONVERSION**

Conversion requests will be carried out in accordance with the provisions of Chapter 20 "Conversion of Shares".

## **XVI. SUBSCRIPTION TAX (*TAXE D'ABONNEMENT*)**

The Sub-Fund is subject to a subscription tax, at an annual rate of 0.05% of the net assets of the Sub-Fund, calculated and payable quarterly and based on the net asset value of the Sub-Fund at the end of each quarter.

Nevertheless, the annual rate of the subscription tax is set at 0.01% of the net assets of I and O Category shares as these shares are reserved to Institutional Investors. This tax is calculated and payable quarterly, and based on the net asset value of the I and O Category shares at the end of each quarter.

This tax is not payable in relation to the Company's assets that have been invested in other investment funds set up in Luxembourg.

## **XVII. DISTRIBUTION POLICY**

The Board of Directors intends to distribute the income of the distribution shares in accordance with the provisions of Chapter 22 "Distribution policy" of this Prospectus. In relation to the distribution shares, the Board intends to distribute all net investment income attributable to such shares. No distribution of dividends shall be made in relation to the capitalisation shares but the income attributable to these shares will be reflected in the increased value of the relevant shares.

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## **ECONOPOLIS FUNDS – ECONOPOLIS SMART CONVICTIONS FUND \***

### **I. OBJECTIVE AND INVESTMENT POLICY**

The Sub-Fund's objective is to offer its shareholders superior long-term capital gains. This objective will be achieved by investing, either directly or indirectly via UCITS and/or other UCIs, including Exchange Traded Funds (ETF) pursuant to Article 41 (1) e) of the Law of 2010, the Sub-Fund's assets in an actively managed mixed portfolio of equities, fixed income instruments and derivatives as well as cash or other monetary instruments, without geographical limitation and without sectorial or currency restrictions. The Sub-Fund may invest more than 50% of its net assets via UCITS and/or other UCIs, including Exchange Traded Funds (ETF) pursuant to Article 41 (1) e) of the Law of 2010.

The Investment Manager will apply a discretionary policy based on an in-depth selection of these instruments, using dedicated financial and other models (i) taking into account various fundamental parameters determining the financial condition and profitability of the relevant instruments and (ii) comprising a "qualitative-based" approach analysing, from a broader macro-economic perspective, the quality and ethical standards of the management of the relevant issuer, its portfolio of products and services, etc. The final selection will be based on a long-term view within the global macro-economic environment and will consist of instruments where the investment manager, following detailed due diligence, is of the opinion that a significant market mispricing exists which is expected to be corrected in the short to medium term. The investment manager will actively seek to select uncorrelated investment opportunities with different return drivers as part of its risk management process.

The Sub-Fund's performance does not seek to replicate a specific index or benchmark but aims for long-term value growth. No index or other benchmark will be used as a basis to build the portfolio of the Sub-Fund. The individual weight of each category of investments (equities, fixed income instruments and derivatives as well as cash or other monetary instruments) can vary from 0 to 100% depending on economic and market conditions and the Investment Manager's expectations and strategic views. The Sub-Fund may allocate up to 50% of its assets in emerging market instruments (i.e. instruments issued by entities or governments with their principal place of business or main listing in emerging markets, defined as constituents of the MSCI Emerging Markets index).

From time to time, considering market conditions (during periods of economic and financial uncertainty) and on a temporary basis, up to 100% of the Sub-Fund's net assets may be held as cash or equivalent instruments.

There are no limits or restrictions regarding currencies, geographical regions or other specific economic or industrial sectors or niches. The choices made by the Investment Manager are discretionary and reflect its expectations and strategic views. As a consequence, the asset allocation may vary from time to time.

The Sub-Fund can invest up to 50% of its net assets in bonds or other debt instruments, corporate or sovereign, which can have a non-investment grade rating. The rating will be defined based on the highest rating by one of the recognized rating agencies. In the case where the bonds issues have no rating, they will be selected based on the rating of the issuer itself.

The Sub-Fund may, subject to the limits defined by law, invest in financial derivative products, including, for example, futures, options, forward exchange contracts, credit default swaps or interest rate swaps in order to achieve the investment objectives and for risk hedging purposes.

The Sub-Fund can invest in equity or equity like instruments (including convertible bonds, warrants, P-Notes), whose selection will be based upon on-going financial evaluations, analysis of the macro economic environment and the specific profile of the issuer, future developments etc.

### **II. SUB-FUND'S RISK PROFILE**

The investment horizon should be longer than 5 years. As the Sub-Fund seeks to generate higher returns by assuming higher risks, the Sub-Fund's investment policy is only appropriate for investors who are knowledgeable about financial markets and who seek long-term capital gains. Investors should therefore be willing to accept significant temporary losses related to changes in prices of the Sub-Fund's holdings, especially since the concentrated nature of the portfolio is likely to lead to a higher annualised volatility than that of a more diversified portfolio. Potential investors should also be aware of the fact that the Sub-Fund's assets may be impacted by developments in international markets, by currency fluctuations and by the risks related to the investments described in the investment policy. Hence, the Sub-Fund does not guarantee the protection of its capital and there can be no assurance that the Sub-Fund achieves its investment objective or avoids significant losses

### III. RISK MEASUREMENT APPROACH

The global exposure of the Sub-Fund is calculated using the Commitment Approach.

### IV. PROFILE OF THE TYPICAL INVESTOR

The Sub-Fund is suitable for retail and institutional investors who consider an investment fund as a convenient way of participating in capital market developments. It is also suitable for more experienced investors wishing to attain defined investment objectives with an investment horizon longer than 5 years.

### V. CATEGORIES OF SHARES AVAILABLE, CURRENCIES AND MINIMUM SUBSCRIPTION AMOUNTS

For this Sub-Fund, capitalisation ("Cap.") and distribution ("Dist.") shares of Category A, B, I and O are available:

- "A": offered to individuals and legal entities with no minimum subscription amount.
- 
- "B": offered to individuals and legal entities with a minimum initial and subsequent subscription amount of EUR/USD 500,000 and EUR/USD 1,000 respectively. The Company may at its discretion waive the minimum initial subscription amount. Category B shares will be launched at a later stage upon decision of the Board of Directors.
- "I": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with a minimum initial and subsequent subscription amounts of EUR/USD 1 million and EUR/USD 10,000 respectively. The Company will not issue or give effect to any transfer of shares of such Category to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for Category I shares until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears, at any time, that a holder of Category I shares is not an Institutional Investor, the Company will either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which is not restricted to Institutional Investors and notify the relevant shareholder of such conversion. Should the holding of any Category I shareholder fall below the minimum initial subscription amount of EUR/USD 1 million, the Company may either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which has no such minimum initial subscription amount and notify the relevant shareholder of such conversion. The Company may at its discretion waive the minimum initial subscription amount.
- "O": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with no minimum subscription amount. The access to class O shares and each subscription into class O shares are subject to approval by the Investment Manager and subject to the overall control and supervision of the Board of Directors of the Company.

Category of shares	A Cap. EUR	A Cap. USD	A Dist. EUR	A Dist. USD	B Cap. EUR	B Cap. USD	B Dist. EUR	B Dist. USD	I Cap. EUR	I Cap. USD	I Dist. EUR	I Dist. USD	O Cap. EUR	O Cap. USD	O Dist. EUR	O Dist. USD
Currency	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD
Minimum initial subscription amount	No minimum initial subscription amount				EUR 500,000	USD 500,000	EUR 500,000	USD 500,000	EUR 1 mio.	USD 1 mio.	EUR 1 mio.	USD 1 mio.	No minimum initial subscription amount			
Minimum subsequent subscription amount	No minimum subsequent subscription amount				EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 10,000	USD 10,000	EUR 10,000	USD 10,000	No minimum subsequent subscription amount			

The Board of Directors may, at its discretion but subject to the principle of equal treatment of shareholders, accept smaller initial or subsequent subscription amounts.

The Board of Directors may decide to temporarily close subscriptions to shares in any Category as well as those subscriptions arising from the conversion of shares of another Sub-Fund.

The Board of Directors may also decide to launch Category A Cap. USD-hedge, A Dist. USD-hedge, B Cap. USD-hedge, B Dist. USD-hedge, I Cap. USD-hedge, I Dist. USD-hedge, O Cap. USD-hedge and O Dist. USD-hedge whose features will be identical to the corresponding Category of shares as disclosed above save the application of specific currency hedging techniques. It should be noted that these hedged Categories of shares may be specifically hedged whether the non-USD exposure is declining or increasing in value relative to the USD and so whilst holding hedged shares may substantially protect the investor against declines in the non-USD exposure relative to the USD, holding such shares may also substantially limit the benefits of the investor if there is an increase in the value of the non-USD exposure relative to the USD.

## **VI. VALUATION CURRENCY**

The net asset value will be calculated and subscriptions and redemptions will be made in the currency of the Category concerned. In the financial reports, the net asset value of each Category of shares and the Sub-Fund's consolidated financial statements shall be expressed in EUR.

## **VII. SUBSCRIPTION FEE**

The Sub-Fund can levy a maximum subscription fee of 3% of the net asset value for the benefit of the distributors or any agent active in the placement of the shares.

## **VIII. REDEMPTION FEE**

The Sub-Fund can levy a maximum redemption fee of 3% of the net asset value for the benefit of the Sub-Fund. The redemption fee shall be identical for all redemption requests received on the same Valuation Day.

## **IX. CONVERSION FEE**

The Sub-Fund does not charge conversion fees.

## **X. GLOBAL FEE**

The aggregate fee payable to the Management Company, the Investment Management and distributors is set at a maximum of 1.20% per annum for Category A and B shares and at a maximum of 0.75% per annum for Category I shares, payable quarterly and calculated on the average net assets of the Sub-Fund for the quarter in question.

The fee payable to the Management Company is set at a maximum of 0.10% per annum for Category O shares. No fee shall be payable for the Investment Management of the Category O shares.

In addition, a performance fee will be due annually and payable to the Investment Manager during the month following the end of the year. The performance fee hurdle rate is tied to Eonia + 3%. The performance fee of 15% is calculated based on the excess return (prior to the deduction of the performance fee) above the hurdle rate.

The frequency of the calculation is commonly referred to as the crystallization frequency of the incentive (performance) fee payment. The sub-fund sets an annual crystallization as benchmark and the performance fee is paid at the end of the calendar year. The High Watermark principle is not applicable. In case of an excess return (above the hurdle rate) a performance fee accrual will be accounted in the net asset value. Such accrual will evolve over the year depending on the realised out or under-performance meaning that in case of underperformance, the accrual will be reduced accordingly. If at the end of the calendar year a performance fee is accrued, it will be payable to the investment manager.

At the beginning of the following calendar year, the performance fee calculation will restart based on the last net asset value of the previous calendar year. The report of potential under-performance during the previous year is not applicable.

The starting date of the frequency of the sub-fund is the first of January of each calendar year. If the crystallization frequency differs from the accrual schedule, which is the schedule used to calculate and charge the fee to the fund's profit and loss account, the performance fee will be calculated on a pro-rata basis. ”

The calculation of the fee is as follows:

1. For each net asset value for which the Sub- Fund's performance exceeds the benchmark index (EONIA +3%) (i.e. the Hurdle Rate), a maximum fee of 15% of the realised outperformance shall be payable under the conditions stipulated in paragraph 3 below.
2. The Sub-Fund's performance is equal to the positive difference between the return of the last calculated net asset value and the Hurdle Rate.
3. The outperformance fee is only payable in the case when the increase in the net asset value exceeds that of the Hurdle Rate; in which case the outperformance fee is applied to the difference between the return of the last calculated net asset value per share and the Hurdle Rate, multiplied by the number of shares outstanding on the day of the last net asset value.
4. Investors are advised that the performance fee is subject to the crystallisation principle. When shares are redeemed on a date other than the date when the performance fee is paid out, and when provision has been set aside for the performance fee, the provisioned performance fee amount payable on redeemed shares will be considered as accruing to the Manager and paid out at

the end of the year concerned. In the case of subscriptions, the calculation of the performance fee is adjusted to prevent the subscription having an impact on the amount of provisions for performance fees. For such adjustments, the outperformance of the net asset value per share compared with the minimum rate of return up to the subscription date is not taken into account when calculating the performance fee. The provision set aside for the performance fee will be reduced by 15% of the Outperformance determined on the Valuation Day on which the subscriptions were deducted, multiplied by the number of shares subscribed.

Benchmark	Bloomberg Ticker	Administrator	Entry in the Register of Administrators
EONIA	EONIA	European Money Market Institute	(1)

(1) In accordance with the provisions of Article 51 of the Benchmarks Regulation, the register published by the ESMA (<https://registers.esma.europa.eu>) does not contain, at the date of the present prospectus, the administrator.

Substitution Index	Bloomberg Ticker
EURIBOR 1 WEEK	EUR001W Index

## **XI. INVESTMENT MANAGER**

At the request and with the consent of the Company, the Management Company has appointed ECONOPOLIS WEALTH MANAGEMENT N.V., as Investment Manager of the Sub-Fund.

## **XII. VALUATION DAY**

Each Business Day.

However, if a Valuation Day is not a Business Day, the net asset value of the Sub-Fund will be calculated as of the next Business Day.

The net asset value will not be calculated as of 24 December (Christmas Eve). In this case, the net asset value will be calculated as of the next Business Day.

## **XIII. SUBSCRIPTION**

The deadline for the receipt of subscription requests is no later than 12.30 p.m. (Luxembourg time) on the applicable Valuation Day. Subscription orders received before 12.30 p.m. on a Valuation Day are accepted on the basis of the NAV of that Valuation Day, applying the fees indicated above, if applicable.

The amount subscribed is payable in the currency of the category involved and must reach the Company within three Business Days from the applicable Valuation Day.

## **XIV. REDEMPTION**

The deadline for the receipt of redemption requests is no later than 12.30 p.m. (Luxembourg time) on the applicable Valuation Day. Redemption orders received before 12.30 p.m. on a Valuation Day are accepted on the basis of the NAV of that Valuation Day, applying the fees indicated above, if applicable.

Payment of the proceeds of redeemed shares will be made in the currency of the Category involved and must reach the investor within three (3) Business Days following the applicable Valuation Day.

## **XV. CONVERSION**

Conversion requests will be carried out in accordance with the provisions of Chapter 20 "Conversion of shares".

## **XVI. SUBSCRIPTION TAX (TAXE D'ABONNEMENT)**

The Sub-Fund is subject to a subscription tax, at an annual rate of 0.05% of the net assets of the Sub-Fund, calculated and payable quarterly and based on the net asset value of the Sub-Fund at the end of each quarter.

Nevertheless, the annual rate of the subscription tax is set at 0.01% of the net assets of I and O Category shares as these shares are reserved to Institutional Investors. This tax is calculated and payable quarterly, and based on the net asset value of the I and O Category shares at the end of each quarter.

This tax is not payable in relation to the Company's assets that have been invested in other investment funds set up in Luxembourg.

## **XVII. DISTRIBUTION POLICY**

The Board of Directors intends to distribute the income of the distribution shares in accordance with the provisions of Chapter 22 "Distribution policy" of this Prospectus. In relation to the distribution shares, the Board will distribute annually all net investment income attributable to such shares (i.e. income received less fees, commissions and costs). No distribution of dividends shall be made in relation to the capitalisation shares but the income attributable to these shares will be reflected in the increased value of the relevant shares.

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## **ECONOPOLIS FUNDS – ECONOPOLIS EMERGING MARKET EQUITIES \***

### **I. OBJECTIVE AND INVESTMENT POLICY**

The Sub-Fund's objective is to offer its shareholders long-term capital gains. This objective will be achieved by investing the Sub-Fund's assets primarily in equity instruments that have their principal place of business and/or are listed in emerging markets (i.e. countries included in the MSCI Emerging Markets Index) or have substantial business exposure to such emerging markets.

The Sub-Fund is managed on a discretionary basis and will invest predominantly in equity positions that have their principal place of business and/or are listed in emerging markets or have substantial business exposure to such emerging markets or equivalents of equity positions (e.g. P-Notes or other similar instruments that provide equity like exposure related to markets which are hard to access) and cash or cash equivalent instruments.

The Sub-Fund invests in emerging markets, but will not follow a specific emerging market index in its allocation decisions. On the contrary, the active share of the fund is expected to be significant. The Sub-Fund will choose its investments on the basis of fundamental analysis and conviction of the investment manager. The individual weight of each of the investments can vary depending on company specific, economic and / or market conditions and the Investment Manager's expectations and strategic views.

There are no limits or restrictions regarding currencies or other specific economic or industrial sectors or niches. The choices made by the Investment Manager are discretionary and reflect its expectations and strategic views.

The Sub-Fund is actively managed and invests predominantly in emerging markets equities. The Sub-Fund will hold at least 2/3 of its assets in equities issued by companies or issuers, which have their registered office, or carry out a significant part, or growing part of their business in emerging markets. The Sub-Fund's investment policy is based on the investment thesis that financial markets are not always efficient and therefore superior returns are attainable by identifying well-run companies trading at reasonable valuations. This approach is often called a more "bottom up" investment style, selecting securities which are believed to be undervalued or have good prospects for earnings growth in order to achieve above average return potential.

From time to time, considering market conditions (during periods of economic and financial uncertainty) and on a temporary basis, up to 100% of the Sub-Fund's net assets may be held as cash or cash equivalent instruments.

The Sub-Fund may invest up to 10% of its net assets in UCIs (UCITS and/or other UCIs) either for the purpose of pursuing its principal investment policy or to place its cash resources.

The Sub-Fund may use derivative instruments like options, futures or currency swaps and others, but only with the purpose to cover or limit risks on other investments in the fund and these instruments should consequently not increase the overall risk profile.

### **II. SUB-FUND'S RISK PROFILE**

The investment horizon should be longer than 5 years as long-term capital appreciation is the main objective. Investors should therefore be willing to accept losses related to changes in prices of the Sub-Fund's holdings, especially given that the Sub-Fund will primarily invest in emerging market equity instruments which tend to have a higher volatility than developed market equity instruments. Potential investors should consequently be aware of the fact that the Sub-Fund's assets may be impacted by developments in international markets and by the risks related to the investments described in the investment policy, including the political risks and currency risks which tend to be higher in emerging markets. Hence, the Sub-Fund does not guarantee the protection of its capital.

### **III. RISK MEASUREMENT APPROACH**

The global exposure of the Sub-Fund is calculated using the Commitment Approach.

### **IV. PROFILE OF THE TYPICAL INVESTOR**

The Sub-Fund is suitable for retail and institutional investors who consider an investment fund as a convenient way of participating in emerging market developments. The investors must have experience of volatile products. The investors must be able to accept significant temporary losses. As such, this Sub-Fund is suitable for investors that are able and that can afford to set aside the relevant capital for at least 5 years.

## V. CATEGORIES OF SHARES AVAILABLE, CURRENCIES AND MINIMUM SUBSCRIPTION AMOUNTS

For this Sub-Fund, capitalisation ("Cap.") and distribution ("Dist.") shares of Category A, B, I and O are available:

- "A": offered to individuals and legal entities with no minimum subscription amount.
- "B": offered to individuals and legal entities with a minimum initial and subsequent subscription amount of EUR/USD 500,000 and EUR/USD 1,000 respectively. The Company may at its discretion waive the minimum initial subscription amount. Category B shares will be launched at a later stage upon decision of the Board of Directors.
- "I": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with a minimum initial and subsequent subscription amounts of EUR/USD 1 million and EUR/USD 10,000 respectively. The Company will not issue or give effect to any transfer of shares of such Category to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for Category I shares until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears, at any time, that a holder of Category I shares is not an Institutional Investor, the Company will either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which is not restricted to Institutional Investors and notify the relevant shareholder of such conversion. Should the holding of any Category I shareholder fall below the minimum initial subscription amount of EUR/USD 1 million, the Company may either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which has no such minimum initial subscription amount and notify the relevant shareholder of such conversion. The Company may at its discretion waive the minimum initial subscription amount.
- "O": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with no minimum subscription amount. The access to class O shares and each subscription into class O shares are subject to approval by the Investment Manager and subject to the overall control and supervision of the Board of Directors of the Company.

Category of shares	A Cap. EUR	A Cap. USD	A Dist. EUR	A Dist. USD	B Cap. EUR	B Cap. USD	B Dist. EUR	B Dist. USD	I Cap. EUR	I Cap. USD	I Dist. EUR	I Dist. USD	O Cap. EUR	O Cap. USD	O Dist. EUR	O Dist. USD
Currency	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD
Minimum initial subscription amount	No minimum initial subscription amount				EUR 500,000	USD 500,000	EUR 500,000	USD 500,000	EUR 1 mio.	USD 1 mio.	EUR 1 mio.	USD 1 mio.	No minimum initial subscription amount			
Minimum subsequent subscription amount	No minimum subsequent subscription amount				EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 10,000	USD 10,000	EUR 10,000	USD 10,000	No minimum subsequent subscription amount			

The Board of Directors may, at its discretion but subject to the principle of equal treatment of shareholders, accept smaller initial or subsequent subscription amounts.

The Board of Directors may decide to temporarily close subscriptions to shares in any Category as well as those subscriptions arising from the conversion of shares of another Sub-Fund.

The Board of Directors may also decide to launch Category A Cap. USD-hedge, A Dist. USD-hedge, B Cap. USD-hedge, B Dist. USD-hedge, I Cap. USD-hedge, I Dist. USD-hedge, O Cap. USD-hedge and O Dist. USD-hedge whose features will be identical to the corresponding Category of shares as disclosed above save the application of specific currency hedging techniques. It should be noted that these hedged Categories of shares may be specifically hedged whether the non-USD exposure is declining or increasing in value relative to the USD and so whilst holding hedged shares may substantially protect the investor against declines in the non-USD exposure relative to the USD, holding such shares may also substantially limit the benefits of the investor if there is an increase in the value of the non-USD exposure relative to the USD.

## VI. VALUATION CURRENCY

The net asset value will be calculated and subscriptions and redemptions will be made in the currency of the Category concerned. In the financial reports, the net asset value of each Category of shares and the Sub-Fund's consolidated financial statements shall be expressed in EUR.

## **VII. SUBSCRIPTION FEE**

The Sub-Fund can levy a maximum subscription fee of 3% of the net asset value for the benefit of the distributors or any agent active in the placement of the shares.

## **VIII. REDEMPTION FEE**

The Sub-Fund can levy a maximum redemption fee of 3% of the net asset value for the benefit of the Sub-Fund. The redemption fee shall be identical for all redemption requests received on the same Valuation Day.

## **IX. CONVERSION FEE**

The Sub-Fund does not charge conversion fees.

## **X. GLOBAL FEE**

The aggregate fee payable to the Management Company, the Investment Management and distributors is set at a maximum of 1.40% per annum for Category A and B shares and at a maximum of 0.80% per annum for Category I shares, payable quarterly and calculated on the average net assets of the Sub-Fund for the quarter in question.

The fee payable to the Management Company is set at a maximum of 0.10% per annum for Category O shares. No fee shall be payable for the Investment Management of the Category O shares.

## **XI. INVESTMENT MANAGER**

At the request and with the consent of the Company, the Management Company has appointed ECONOPOLIS WEALTH MANAGEMENT N.V., as Investment Manager of the Sub-Fund.

## **XII. VALUATION DAY**

Each business day

However, if the Valuation Day is not a Business Day, the net asset value of the Sub-Fund will be calculated as of the next Business Day.

The net asset value will not be calculated as of 24 December (Christmas Eve). In this case, the net asset value will be calculated as of the next Business Day.

## **XIII. SUBSCRIPTION**

The deadline for the receipt of subscription requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

The amount subscribed is payable in the currency of the category involved and must reach the Company within three Business Days from the applicable Valuation Day.

## **XIV. REDEMPTION**

The deadline for the receipt of redemption requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

Payment of the proceeds of redeemed shares will be made in the currency of the Category involved and must reach the investor within three (3) Business Days following the applicable Valuation Day.

## **XV. CONVERSION**

Conversion requests will be carried out in accordance with the provisions of Chapter 20 "Conversion of shares".

## **XVI. SUBSCRIPTION TAX (TAXE D'ABONNEMENT)**

The Sub-Fund is subject to a subscription tax, at an annual rate of 0.05% of the net assets of the Sub-Fund, calculated and payable quarterly and based on the net asset value of the Sub-Fund at the end of each quarter.



Nevertheless, the annual rate of the subscription tax is set at 0.01% of the net assets of I and O Category shares as these shares are reserved to Institutional Investors. This tax is calculated and payable quarterly, and based on the net asset value of the I and O Category shares at the end of each quarter.

This tax is not payable in relation to the Company's assets that have been invested in other investment funds set up in Luxembourg.

## **XVII. DISTRIBUTION POLICY**

The Board of Directors intends to distribute the income of the distribution shares in accordance with the provisions of Chapter 22 "Distribution policy" of this Prospectus. In relation to the distribution shares, the Board will annually distribute all net investment income attributable to such shares (i.e. income received less fees, commissions and costs). No distribution of dividends shall be made in relation to the capitalisation shares but the income attributable to these shares will be reflected in the increased value of the relevant shares.

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## **ECONOPOLIS FUNDS – ECONOPOLIS GLOBAL BONDS \***

### **I. OBJECTIVE AND INVESTMENT POLICY**

The Sub-Fund's objective is to offer its shareholders superior long-term capital gains. This objective will be achieved by investing the Sub-Fund's assets primarily in fixed income instruments, as well as cash or other monetary instruments and derivatives, without geographical limitation and without sectorial restrictions. The Sub-Fund will invest in a diversified portfolio.

The Investment Manager will apply a discretionary policy based on an in-depth selection, using dedicated financial and other models (i) taking into account various fundamental parameters determining the financial condition and profitability of the relevant instruments and (ii) comprising a "qualitative-based" approach analysing, from a broader macro-economic perspective, the quality and ethic standards of the management of the relevant issuer, its portfolio of products and services, etc. Socially responsible is a key element in the decision process, the investment manager will focus on environmental impact, social policy and good governance. Based on data collated by SRI specialist Sustainalytics or other providers of ESG (Environmental, Social and Governance) governance research and ratings. The investment manager also observes and uses the Norwegian Pension Fund's Ethical Advisory Board exclusion list.

The Sub-Fund is managed on a discretionary basis and will invest predominantly in fixed income instruments. Fixed income instruments will have a weight of at least 80% of the net assets of the Sub-Fund. The Sub-Fund may allocate up to 20% of its net assets in cash or cash equivalent instruments.

There are no limits or restrictions regarding geographical regions or other specific economic or industrial sectors or niches. The choices made by the Investment Manager are discretionary and reflect its expectations and strategic views. As a consequence, the allocation may vary from time to time.

The Sub-Fund should invest at least 70% of its net assets in euro. There are no other limits regarding currencies.

Investment grade bonds denominated in euro and cash or cash equivalent instruments denominated in euro, will make up at least 50% of the Sub-Fund's net assets. The rating will be defined based on the highest rating by one of the recognized rating agencies (S&P, Moody's, Fitch). In the case where the bonds issues have no rating, the rating of the issuer itself will be used, if available.

The Sub-Fund can invest up to 30% of its net assets in high yield bonds and also up to 30% of its net assets in non-rated bonds, while combined the fund may only invest for 40% in non-investment grade bonds.

The Sub-Fund can invest in convertible bonds, up to 10% of its net assets, whose selection will be based upon on-going financial evaluations, analysis of the macro economic environment and the specific profile of the issuer, future developments etc.

From time to time, considering market conditions (during periods of economic and financial uncertainty) and on a temporary basis, up to 100% of the Sub-Fund's net assets may be held as cash or equivalent instruments.

The Sub-Fund may invest up to 10% of its net assets in UCIs (UCITS and/or other UCIs) either for the purpose of pursuing its principal investment policy or to place its cash resources.

The Sub-Fund's performance does not seek to replicate a specific index or benchmark but aims for long-term absolute return. No index or other benchmark will be used as a basis to build the portfolio of the Sub-Fund.

The Sub-Fund may, subject to the limits defined by law, invest in financial derivative products, including, for example, futures, options, forward exchange contracts, credit default swaps or interest rate swaps in order to achieve the investment objectives and for risk hedging purposes.

### **II. SUB-FUND'S RISK PROFILE**

The investment horizon should be 3 years. As the Sub-Fund seeks to generate higher returns by assuming higher risks, the Sub-Fund's investment policy is only appropriate for investors who are knowledgeable about financial markets and who seek long-term capital gains. Investors should therefore be willing to accept temporary losses related to changes in prices of the Sub-Fund's holdings. Potential investors should also be aware of the fact that the Sub-Fund's assets may be impacted by developments in international markets, by currency fluctuations and by the risks related to the investments described in the investment policy. As the Sub-Fund focusses on fixed income investments, interest rate risk, spread risk, liquidity risk and fx risk will be the most

important risk drivers. The Sub-Fund does not guarantee the protection of its capital and there can be no assurance that the Sub-Fund achieves its investment objective or avoids losses.

### III. RISK MEASUREMENT APPROACH

The global exposure of the Sub-Fund is calculated using the Commitment Approach.

### IV. PROFILE OF THE TYPICAL INVESTOR

The Sub-Fund is suitable for retail and institutional investors who consider an investment fund as a convenient way of participating in capital market developments. It is also suitable for more experienced investors wishing to attain defined investment objectives with an investment horizon of 3 years.

### V. CATEGORIES OF SHARES AVAILABLE, CURRENCIES AND MINIMUM SUBSCRIPTION AMOUNTS

For this Sub-Fund, capitalisation ("Cap.") and distribution ("Dist.") shares of Category A, B, I and O are available:

- "A": offered to individuals and legal entities with no minimum subscription amount.
- "B": offered to individuals and legal entities with a minimum initial and subsequent subscription amount of EUR/USD 500,000 and EUR/USD 1,000 respectively. The Company may at its discretion waive the minimum initial subscription amount. Category B shares can be launched at a later stage upon decision of the Board of Directors.
- "I": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with a minimum initial and subsequent subscription amounts of EUR/USD 1 million and EUR/USD 10,000 respectively. The Company will not issue or give effect to any transfer of shares of such Category to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for Category I shares until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears, at any time, that a holder of Category I shares is not an Institutional Investor, the Company will either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which is not restricted to Institutional Investors and notify the relevant shareholder of such conversion. Should the holding of any Category I shareholder fall below the minimum initial subscription amount of EUR/USD 1 million, the Company may either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which has no such minimum initial subscription amount and notify the relevant shareholder of such conversion. The Company may at its discretion waive the minimum initial subscription amount.
- "O": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with no minimum subscription amount. The access to class O shares and each subscription into class O shares are subject to approval by the Investment Manager and subject to the overall control and supervision of the Board of Directors of the Company.

Category of shares	A Cap. EUR	A Cap. USD	A Dist. EUR	A Dist. USD	B Cap. EUR	B Cap. USD	B Dist. EUR	B Dist. USD	I Cap. EUR	I Cap. USD	I Dist. EUR	I Dist. USD	O Cap. EUR	O Cap. USD	O Dist. EUR	O Dist. USD
Currency	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD
Minimum initial subscription amount	No minimum initial subscription amount				EUR 500,000	USD 500,000	EUR 500,000	USD 500,000	EUR 1 mio.	USD 1 mio.	EUR 1 mio.	USD 1 mio.	No minimum initial subscription amount			
Minimum subsequent subscription amount	No minimum subsequent subscription amount				EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 10,000	USD 10,000	EUR 10,000	USD 10,000	No minimum subsequent subscription amount			

The Board of Directors may, at its discretion but subject to the principle of equal treatment of shareholders, accept smaller initial or subsequent subscription amounts.

The Board of Directors may decide to temporarily close subscriptions to shares in any Category as well as those subscriptions arising from the conversion of shares of another Sub-Fund.

The Board of Directors may also decide to launch Category A Cap. USD-hedge, A Dist. USD-hedge, B Cap. USD-hedge, B Dist. USD-hedge, I Cap. USD-hedge, I Dist. USD-hedge, O Cap. USD-hedge and O Dist. USD-hedge whose features will be identical to the corresponding Category of shares as disclosed above save the application of specific currency hedging techniques. It should be noted that these hedged Categories of shares may be specifically hedged whether the non-USD exposure is declining or increasing in value relative to the USD and so whilst holding hedged shares may substantially protect the investor against

declines in the non-USD exposure relative to the USD, holding such shares may also substantially limit the benefits of the investor if there is an increase in the value of the non-USD exposure relative to the USD.

## **VI. VALUATION CURRENCY**

The net asset value will be calculated and subscriptions and redemptions will be made in the currency of the Category concerned. In the financial reports, the net asset value of each Category of shares and the Sub-Fund's consolidated financial statements shall be expressed in EUR.

## **VII. SUBSCRIPTION FEE**

The Sub-Fund can levy a maximum subscription fee of 3% of the net asset value for the benefit of the distributors or any agent active in the placement of the shares.

## **VIII. REDEMPTION FEE**

The Sub-Fund can levy a maximum redemption fee of 3% of the net asset value for the benefit of the Sub-Fund. The redemption fee shall be identical for all redemption requests received on the same Valuation Day.

## **IX. CONVERSION FEE**

The Sub-Fund does not charge conversion fees.

## **X. GLOBAL FEE**

The aggregate fee payable to the Management Company, the Investment Management and distributors is set at a maximum of 0.60% per annum for Category A and B shares and at a maximum of 0.40% per annum for Category I shares, payable quarterly and calculated on the average net assets of the Sub-Fund for the quarter in question.

The fee payable to the Management Company is set at a maximum of 0.10% per annum for Category O shares. No fee shall be payable for the Investment Management of the Category O shares.

## **XI. INVESTMENT MANAGER**

At the request and with the consent of the Company, the Management Company has appointed ECONOPOLIS WEALTH MANAGEMENT N.V., as Investment Manager of the Sub-Fund.

## **XII. VALUATION DAY**

Each business day

However, if the Valuation Day is not a Business Day, the net asset value of the Sub-Fund will be calculated as of the next Business Day.

The net asset value will not be calculated as of 24 December (Christmas Eve). In this case, the net asset value will be calculated as of the next Business Day.

## **XIII. SUBSCRIPTION**

The deadline for the receipt of subscription requests is no later than 12.30 p.m. (Luxembourg time) on a Valuation day. Subscription orders received before 12.30 p.m. on a Valuation Day are accepted on the basis of the NAV of that Valuation Day, applying the fees indicated above, if applicable.

The amount subscribed is payable in the currency of the category involved and must reach the Company within three Business Days from the applicable Valuation Day.

## **XIV. REDEMPTION**

The deadline for the receipt of redemption requests is no later than 12.30 p.m. (Luxembourg time) on a Valuation day. Redemptions orders received before 12.30 p.m. on a Valuation Day are accepted on the basis of the NAV of that Valuation Day, applying the fees indicated above, if applicable.

Payment of the proceeds of redeemed shares will be made in the currency of the Category involved and must reach the investor

within three Business Days following the applicable Valuation Day.

## **XV. CONVERSION**

Conversion requests will be carried out in accordance with the provisions of Chapter 20 "Conversion of shares".

## **XVI. SUBSCRIPTION TAX (TAXE D'ABONNEMENT)**

The Sub-Fund is subject to a subscription tax, at an annual rate of 0.05% of the net assets of the Sub-Fund, calculated and payable quarterly and based on the net asset value of the Sub-Fund at the end of each quarter.

Nevertheless, the annual rate of the subscription tax is set at 0.01% of the net assets of I and O Category shares as these shares are reserved to Institutional Investors. This tax is calculated and payable quarterly, and based on the net asset value of the I and O Category shares at the end of each quarter.

This tax is not payable in relation to the Company's assets that have been invested in other investment funds set up in Luxembourg.

## **XVII. DISTRIBUTION POLICY**

The Board of Directors intends to distribute the income of the distribution shares in accordance with the provisions of Chapter 22 "Distribution policy" of this Prospectus. In relation to the distribution shares, the Board will distribute annually all net investment income attributable to such shares (i.e. income received less fees, commissions and costs). No distribution of dividends shall be made in relation to the capitalisation shares but the income attributable to these shares will be reflected in the increased value of the relevant shares.

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## ECONOPOLIS FUNDS – ECONOPOLIS BELGIAN CHAMPIONS \*

### I. OBJECTIVE AND INVESTMENT POLICY

#### Objective

The objective of the Sub-Fund is to offer investors, by means of an actively managed portfolio, a long-term capital gain on their investment. This objective will be achieved by investing the assets of the Sub-Fund primarily in shares and other equity securities, that have a geographical focus on Belgium.

#### Investment policy

The Sub-Fund invests mainly in shares and other equity securities, with diversification in terms of sectors covered. The Sub-Fund will invest in shares and other equity instruments of companies, with a geographical focus on Belgium. The Belgian geographical focus is achieved if at least one of the following three criteria is fulfilled. The Sub-Fund has the capacity to invest in (i) constituents of the Euronext BEL All-Share (BAS) index, (ii) companies whose headquarters or legal domicile is situated in Belgium and (iii) Belgian companies with a listing outside of Belgium. The Sub-Fund can invest in shares and other equity securities of which the selection will be based upon on-going financial evaluations, analysis of the macro economic environment and specific profile of the issuer, future developments etc. There are no limits or restrictions regarding currencies or other specific economic or industrial sectors or niches. The choices made by the Investment Manager are discretionary and reflect its expectations and strategic views.

The sub-fund's investment policy is based on an integrated approach in which valuation, quality and sustainability are important elements for stock selection. The manager conducts stock selection in a disciplined way by considering internal and external research reports and building internal valuation models that help determine whether a share offers potential. In addition, the manager focuses on internal and external sources in terms of sustainability analysis. The manager aims to give companies with a good sustainability track record an important weight in the compartment. Companies will also be tested against how resistant they are to major changes and disruptions as described in the book Econoshock. The fund will not invest in companies that are part of the exclusion list of the Norwegian pension fund.

The Sub-Fund may also, in an ancillary manner, invest in term deposits, money market instruments and/or UCIs (which may include UCITS, ETFs and/or other UCIs provided, in the case of the ETFs and other UCIs, the conditions laid down in Article 41 (1) e) of the Part I of the Law of 2010 are respected.

The Sub-Fund may invest in UCIs (UCITS and/or other UCIs) either for the purpose of pursuing its principal investment policy, or to place its cash resources (in which case the Sub-Fund then invests (i) in monetary UCIs and/or (ii) in UCIs which invest in debt securities with a residual term, at the time of acquisition, not exceeding 12 months and/or the interest rate of which is adjusted at least once per year).

The Sub-Fund may, subject to the limits defined by law, invest in financial derivative products, including, for example, futures, options, forward exchange contracts, credit default swaps or interest rate swaps in order to achieve the investment objectives and for risk hedging purposes.

### II. SUB-FUND'S RISK PROFILE

The investment horizon should be longer than 5 years. The Sub-Fund does not guarantee the protection of its capital.

### III. RISK MEASUREMENT APPROACH

The global exposure of the Sub-Fund is calculated using the Commitment Approach.

#### IV. PROFILE OF THE TYPICAL INVESTOR

Though safeguarding the capital and a fair return are the main objectives, the Sub-Fund's investment policy is only appropriate for investors who are interested in financial markets and who seek long-term capital gains. Investors should therefore be willing to accept losses related to changes in prices of the Sub-Fund's holdings; thus the fund is suitable for investors who can afford to set aside the capital for at least 5 years. Potential investors should be aware of the fact that the Sub-Fund's assets may be impacted by developments in international markets and by the risks related to the investments described in the investment policy.

#### V. CATEGORIES OF SHARES AVAILABLE, CURRENCIES AND MINIMUM SUBSCRIPTION AMOUNTS

For this Sub-Fund, capitalisation ("Cap.") and distribution ("Dist.") shares of Category A, B, I and O are available to investors:

- "A": offered to individuals and legal entities with no minimum subscription amount.
- "B": offered to individuals and legal entities with a minimum initial and subsequent subscription amount of EUR/USD 500,000 and EUR/USD 1,000 respectively. The Company may at its discretion waive the minimum initial subscription amount. Category B shares will be launched at a later stage upon decision of the Board of Directors.
- "I": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with a minimum initial and subsequent subscription amounts of EUR/USD 1 million and EUR/USD 10,000 respectively. The Company will not issue or give effect to any transfer of shares of such Category to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for Category I shares until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears, at any time, that a holder of Category I shares is not an Institutional Investor, the Company will either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which is not restricted to Institutional Investors and notify the relevant shareholder of such conversion. Should the holding of any Category I shareholder fall below the minimum initial subscription amount of EUR 1 million or its equivalent in another currency, the Company may either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which has no such minimum initial subscription amount and notify the relevant shareholder of such conversion. The Company may at its discretion waive the minimum initial subscription amount.
- "O": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with no minimum subscription amount. The access to class O shares and each subscription into class O shares are subject to approval by the Investment Manager and subject to the overall control and supervision of the Board of Directors of the Company.

Category of shares	A Cap. EUR	A Cap. USD	A Dist. EUR	A Dist. USD	B Cap. EUR	B Cap. USD	B Dist. EUR	B Dist. USD	I Cap. EUR	I Cap. USD	I Dist. EUR	I Dist. USD	O Cap. EUR	O Cap. USD	O Dist. EUR	O Dist. USD
Currency	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD
Minimum initial subscription amount	No minimum initial subscription amount				EUR 500,000	USD 500,000	EUR 500,000	USD 500,000	EUR 1 mio.	USD 1 mio.	EUR 1 mio.	USD 1 mio.	No minimum initial subscription amount			
Minimum subsequent subscription amount	No minimum subsequent subscription amount				EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 10,000	USD 10,000	EUR 10,000	USD 10,000	No minimum subsequent subscription amount			

The Board of Directors may, at its discretion but subject to the principle of equal treatment of shareholders, accept smaller initial or subsequent subscription amounts.

The Board of Directors may decide to temporarily close subscriptions to shares in any Category as well as those subscriptions arising from the conversion of shares of another Sub-Fund.

The Board of Directors may also decide to launch Category A Cap. USD-hedge, A Dist. USD-hedge, B Cap. USD-hedge, B Dist. USD-hedge, I Cap. USD-hedge, I Dist. USD-hedge, O Cap. USD-hedge and O Dist. USD-hedge whose features will be identical to the corresponding Category of shares as disclosed above save the application of specific currency hedging techniques. It should be noted that these hedged Categories of shares may be specifically hedged whether the non-USD exposure is declining or increasing in value relative to the USD and so whilst holding hedged shares may substantially protect the investor against declines in the non-USD exposure relative to the USD, holding such shares may also substantially limit the benefits of the investor if there is an increase in the value of the non-USD exposure relative to the USD.

The Sub-Fund may issue capitalisation and distribution share classes.

## **VI. VALUATION CURRENCY**

The net asset value will be calculated and subscriptions and redemptions will be made in the currency of the Category concerned. In the financial reports, the net asset value of each Category of shares and the Sub-Fund's consolidated financial statements shall be expressed in EUR.

## **VII. SUBSCRIPTION FEE**

The Sub-Fund can levy a maximum subscription fee of 3% of the net asset value for the benefit of the distributors or any agent active in the placement of the shares.

## **VIII. REDEMPTION FEE**

The Sub-Fund can levy a maximum redemption fee of 3% of the net asset value for the benefit of the Sub-Fund. The redemption fee shall be identical for all redemption requests received on the same Valuation Day.

## **IX. CONVERSION FEE**

The Sub-Fund does not charge conversion fees.

## **X. GLOBAL FEE**

The aggregate fee payable to the Management Company, the Investment Manager and distributors is set at a maximum of 2.5% per annum for Category A and B shares and at a maximum of 0.75% per annum for Category I shares, payable quarterly and calculated on the average net assets of the Sub-Fund for the quarter in question.

The fee payable to the Management Company is set at a maximum of 0.10% per annum for Category O shares. No fee shall be payable for the Investment Management of the Category O shares.

## **XI. INVESTMENT MANAGER**

At the request and with the consent of the Company, the Management Company has appointed ECONOPOLIS WEALTH MANAGEMENT N.V., as Investment Manager of the Sub-Fund.

## **XII. VALUATION DAY**

Each Business Day.

However, if the Valuation Day is not a Business Day, the net asset value of the Sub-Fund will be calculated as of the next Business Day.

The net asset value will not be calculated as of 24 December (Christmas Eve). In this case, the net asset value will be calculated as of the next Business Day.

## **XIII. SUBSCRIPTION**

The deadline for the receipt of subscription requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

The amount subscribed is payable in the currency of the category involved and must reach the Company within three Business Days from the applicable Valuation Day.

## **XIV. REDEMPTION**

The deadline for the receipt of redemption requests is no later than 12.30 p.m. (Luxembourg time) on the Business Day preceding to the applicable Valuation Day.

Payment of the proceeds of redeemed shares will be made in the currency of the Category involved and must reach the investor within three (3) Business Days following the applicable Valuation Day.

## **XV. CONVERSION**

Conversion requests will be carried out in accordance with the provisions of Chapter 20 "Conversion of shares".



## **XVI. SUBSCRIPTION TAX (TAXE D'ABONNEMENT)**

The Sub-Fund is subject to a subscription tax, at an annual rate of 0.05% of the net assets of the Sub-Fund, calculated and payable quarterly and based on the net asset value of the Sub-Fund at the end of each quarter.

Nevertheless, the annual rate of the subscription tax is set at 0.01% of the net assets of I and O Category shares as these shares are reserved to Institutional Investors. This tax is calculated and payable quarterly, and based on the net asset value of the I and O Category shares at the end of each quarter.

This tax is not payable in relation to the Company's assets that have been invested in other investment funds set up in Luxembourg.

## **XVII. DISTRIBUTION POLICY**

The Board of Directors may distribute the income of the distribution shares in accordance with the provisions of Chapter 22 "Distribution policy" of this Prospectus. No distribution of dividends shall be made in relation to the capitalisation shares but the income attributable to these shares will be reflected in the increased value of the relevant shares.

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## **ECONOPOLIS FUNDS – ECONOPOLIS EXPONENTIAL TECHNOLOGIES \***

### **I. OBJECTIVE AND INVESTMENT POLICY**

The objective of the Sub-Fund is to offer investors, by means of an actively managed portfolio, a long-term capital gain on their investment. This objective will be pursued by investing the assets of the Sub-Fund primarily in shares and other equity securities of companies that are (wholly or partly) active in the technology and communication services sector, without geographical limitation.

The Sub-Fund invests mainly in shares and other equity securities who are (wholly or partly) active in the technology and communication services sector. The Sub-Fund will invest in shares and other equity instruments of companies active in developed markets as well as in companies active in emerging markets. The Sub-Fund can invest in shares and other equity securities of which the selection will be based upon on-going financial evaluations, analysis of the macro economic environment and specific profile of the issuer, future developments etc. There are no limits or restrictions regarding currencies and geographical regions.

The choices made by the Investment Manager are discretionary and reflect its expectations and strategic views.

The Sub-Fund's investment policy is based on three cornerstones in the equity security selection: a disciplined multi-steps approach in the research and analysis of the Investment Manager, a unique un-benchmarked philosophy and the importance of on-the-ground research. Investments will be conviction-based rather than benchmark-driven: conviction in themes, conviction in countries and conviction in companies. Regarding investment themes, the Investment Manager will focus on “exponential” technologies that have a disruptive character on society and businesses; as well as on communication services including, but not limited to, the following sub-themes: (i) artificial intelligence (AI), augmented and virtual reality (AR, VR), data science, cloud, IOT, digital biology, nanotech and digital fabrication, networks and computing systems, robotics, and autonomous vehicles.

In an ancillary manner, up to 10% of its assets, the Sub-Fund may hold cash or cash equivalent instruments such as, but not limited to, money market Funds, T-Bills, investment grade government bonds with maturity less than or equal to 3 months, certificates of deposit with maturity less than or equal to 3 months, commercial paper with maturity of less than or equal to 3 months. There are no limits or restrictions regarding currencies, geographical regions or other specific economic or industrial sectors or niches. The choices made by the Investment Manager are discretionary and reflect its expectations and strategic views.

The Sub-Fund may invest up to 10% of its net assets in UCIs (UCITS and/or other UCIs), including ETFs, provided that they comply with Article 41 (1) e) of the Law of 2010, either for the purpose of pursuing its principal investment policy or to place its cash resources.

For currency risk hedging purposes, the Sub-Fund may invest in forward exchange derivatives.

From time to time, considering market conditions (during periods of economic and financial uncertainty) and on a temporary basis, up to 100% of the Sub-Fund's net assets may be held as cash or equivalent instruments, after having obtained approval from its Board of Directors.

### **II. SUB-FUND'S RISK PROFILE**

The investment horizon should be longer than 5 years. The Sub-Fund does not guarantee the protection of its capital.

### **III. RISK MEASUREMENT APPROACH**

The global exposure of the Sub-Fund is calculated using the Commitment Approach.

### **IV. PROFILE OF THE TYPICAL INVESTOR**

Though safeguarding the capital and a fair return are the main objectives, the Sub-Fund's investment policy is only appropriate for investors who are interested in financial markets and who seek long-term capital gains. Investors should therefore be willing to accept losses related to changes in prices of the Sub-Fund's holdings; thus the fund is suitable for investors who can afford to set aside the capital for at least 5 years. Potential investors should be aware of the fact that the Sub-Fund's assets may be impacted by developments in international markets and by the risks related to the investments described in the investment policy.

## V. CATEGORIES OF SHARES AVAILABLE, CURRENCIES AND MINIMUM SUBSCRIPTION AMOUNTS

For this Sub-Fund, capitalisation ("Cap.") and distribution ("Dist.") shares of Category A, B, I and O are available to investors:

- "A": offered to individuals and legal entities with no minimum subscription amount.
- "B": offered to individuals and legal entities with a minimum initial and subsequent subscription amount of EUR/USD 500,000 and EUR/USD 1,000 respectively. The Company may at its discretion waive the minimum initial subscription amount. Category B shares will be launched at a later stage upon decision of the Board of Directors.
- "I": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with a minimum initial and subsequent subscription amounts of EUR/USD 1 million and EUR/USD 10,000 respectively. The Company will not issue or give effect to any transfer of shares of such Category to any investor who may not be considered an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for Category I shares until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears, at any time, that a holder of Category I shares is not an Institutional Investor, the Company will either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which is not restricted to Institutional Investors and notify the relevant shareholder of such conversion. Should the holding of any Category I shareholder fall below the minimum initial subscription amount of EUR 1 million or its equivalent in another currency, the Company may either redeem the relevant shares in accordance with the provisions of chapter "Redemption of Shares", or convert such shares into shares of a Category which has no such minimum initial subscription amount and notify the relevant shareholder of such conversion. The Company may at its discretion waive the minimum initial subscription amount.
- "O": reserved for institutional investors, within the meaning of Article 174(2) of the Law of 2010 ("Institutional Investors") with no minimum subscription amount. The access to class O shares and each subscription into class O shares are subject to approval by the Investment Manager and subject to the overall control and supervision of the Board of Directors of the Company.

Category of shares	A Cap. EUR	A Cap. USD	A Dist. EUR	A Dist. USD	B Cap. EUR	B Cap. USD	B Dist. EUR	B Dist. USD	I Cap. EUR	I Cap. USD	I Dist. EUR	I Dist. USD	O Cap. EUR	O Cap. USD	O Dist. EUR	O Dist. USD
Currency	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD	EUR	USD
Minimum initial subscription amount	No minimum initial subscription amount				EUR 500,000	USD 500,000	EUR 500,000	USD 500,000	EUR 1 mio.	USD 1 mio.	EUR 1 mio.	USD 1 mio.	No minimum initial subscription amount			
Minimum subsequent subscription amount	No minimum subsequent subscription amount				EUR 1,000	USD 1,000	EUR 1,000	USD 1,000	EUR 10,000	USD 10,000	EUR 10,000	USD 10,000	No minimum subsequent subscription amount			

The Board of Directors may, at its discretion but subject to the principle of equal treatment of shareholders, accept smaller initial or subsequent subscription amounts.

The Board of Directors may decide to temporarily close subscriptions to shares in any Category as well as those subscriptions arising from the conversion of shares of another Sub-Fund.

The Board of Directors may also decide to launch Category A Cap. USD-hedge, A Dist. USD-hedge, B Cap. USD-hedge, B Dist. USD-hedge, I Cap. USD-hedge, I Dist. USD-hedge, O Cap. USD-hedge and O Dist. USD-hedge whose features will be identical to the corresponding Category of shares as disclosed above save the application of specific currency hedging techniques. It should be noted that these hedged Categories of shares may be specifically hedged whether the non-USD exposure is declining or increasing in value relative to the USD and so whilst holding hedged shares may substantially protect the investor against declines in the non-USD exposure relative to the USD, holding such shares may also substantially limit the benefits of the investor if there is an increase in the value of the non-USD exposure relative to the USD.

The Sub-Fund may issue capitalisation and distribution share classes.

## VI. VALUATION CURRENCY

The net asset value will be calculated and subscriptions and redemptions will be made in the currency of the Category concerned. In the financial reports, the net asset value of each Category of shares and the Sub-Fund's consolidated financial statements shall be expressed in EUR.

## **VII. SUBSCRIPTION FEE**

The Sub-Fund can levy a maximum subscription fee of 3% of the net asset value for the benefit of the distributors or any agent active in the placement of the shares.

## **VIII. REDEMPTION FEE**

The Sub-Fund can levy a maximum redemption fee of 3% of the net asset value for the benefit of the Sub-Fund. The redemption fee shall be identical for all redemption requests received on the same Valuation Day.

## **IX. CONVERSION FEE**

The Sub-Fund does not charge conversion fees.

## **X. GLOBAL FEE**

The aggregate fee payable to the Management Company, the Investment Manager and distributors is set at a maximum of 1.7% per annum for Category A and B shares and at a maximum of 1.00% per annum for Category I shares, payable quarterly and calculated on the average net assets of the Sub-Fund for the quarter in question.

The fee payable to the Management Company is set at a maximum of 0.10% per annum for Category O shares. No fee shall be payable for the Investment Management of the Category O shares.

## **XI. INVESTMENT MANAGER**

At the request and with the consent of the Company, the Management Company has appointed ECONOPOLIS WEALTH MANAGEMENT N.V., as Investment Manager of the Sub-Fund.

## **XII. VALUATION DAY**

Each Business Day.

However, if the Valuation Day is not a Business Day, the net asset value of the Sub-Fund will be calculated as of the next Business Day.

The net asset value will not be calculated as of 24 December (Christmas Eve). In this case, the net asset value will be calculated as of the next Business Day.

## **XIII. SUBSCRIPTION**

The deadline for the receipt of subscription requests is no later than 12.30 p.m. (Luxembourg time) on a Valuation day. Subscription orders received before 12.30 p.m. on a Valuation Day are accepted on the basis of the NAV of that Valuation Day, applying the fees indicated above, if applicable.

The amount subscribed is payable in the currency of the category involved and must reach the Company within three Business Days from the applicable Valuation Day.

The initial subscriptions are accepted without charge at the price of EUR 100 per share from 1 July 2019 to 25 July 2019 or during any other period decided by the Board of Directors of the SICAV. They must be fully paid up by 30 July 2019 at the latest. The first net asset value will be dated 31 July 2019 or any other date decided by the Board of Directors of the SICAV.

## **XIV. REDEMPTION**

The deadline for the receipt of redemption requests is no later than 12.30 p.m. (Luxembourg time) on a Valuation day. Redemptions orders received before 12.30 p.m. on a Valuation Day are accepted on the basis of the NAV of that Valuation Day, applying the fees indicated above, if applicable.

Payment of the proceeds of redeemed shares will be made in the currency of the Category involved and must reach the investor within three (3) Business Days following the applicable Valuation Day.

## **XV. CONVERSION**

Conversion requests will be carried out in accordance with the provisions of Chapter 20 "Conversion of shares".

## **XVI. SUBSCRIPTION TAX (TAXE D'ABONNEMENT)**

The Sub-Fund is subject to a subscription tax, at an annual rate of 0.05% of the net assets of the Sub-Fund, calculated and payable quarterly and based on the net asset value of the Sub-Fund at the end of each quarter.

Nevertheless, the annual rate of the subscription tax is set at 0.01% of the net assets of I and O Category shares as these shares are reserved to Institutional Investors. This tax is calculated and payable quarterly, and based on the net asset value of the I and O Category shares at the end of each quarter.

This tax is not payable in relation to the Company's assets that have been invested in other investment funds set up in Luxembourg.

## **XVII. DISTRIBUTION POLICY**

The Board of Directors may distribute the income of the distribution shares in accordance with the provisions of Chapter 22 "Distribution policy" of this Prospectus. No distribution of dividends shall be made in relation to the capitalisation shares but the income attributable to these shares will be reflected in the increased value of the relevant shares.

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