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L'apposition du visa ne peut en aucun cas servir  
d'argument de publicité

Luxembourg, le 2021-07-08

Commission de Surveillance du Secteur Financier



## MEMNON FUND

*Société d'investissement à capital variable*

**(a Luxembourg domiciled open-ended investment company)**

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## PROSPECTUS

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**JUNE 2021**



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## IMPORTANT INFORMATION

THE INFORMATION IN THIS PROSPECTUS IS BASED ON THE DIRECTORS' UNDERSTANDING OF CURRENT LAW AND PRACTICE (INCLUDING AS TO TAXATION) AT THE DATE HEREOF. BOTH LAW AND PRACTICE MAY BE SUBJECT TO CHANGE. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISOR OR, IF YOU ARE IN THE UK, A PERSON AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 WHO SPECIALISES IN ADVISING ON THE ACQUISITION OF SHARES AND OTHER SECURITIES.

It should be remembered that the price of Shares of MEMNON FUND (the “**Company**”) and income from them can go down as well as up and that Shareholders may not receive back the amount they originally invested.

Shares are available for issue on the basis of the information and representations contained in this Prospectus. Any further information given or representations made by any person with respect to any Shares must be regarded as unauthorized.

The Directors have taken all reasonable care to ensure that the facts stated herein are true and accurate in all material respects and that there are no other material facts, the omission of which would make misleading any statement herein whether of fact or opinion. All the Directors accept responsibility accordingly.

This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer is unlawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

The Shares have not been and will not be offered for sale or sold in the United States of America, its territories or possessions and all areas subject to its jurisdiction, or to United States Persons, except in a transaction which does not violate the securities laws of the United States of America. The articles of association of the Company (the “**Articles**”) permit certain restrictions on the sale and transfer of Shares to restricted persons and the Board of Directors has decided that United States persons shall be restricted persons and that the term “United States Person” or “US Person” are defined as in Regulation S under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or as a “specified US Person” as defined in the Internal Revenue Code of 1986, as amended by the Foreign Account Tax Compliance Act (“**FATCA**”) enacted as part of the Hiring Incentive to Restore Employment Act or in the intergovernmental agreement between the Grand-Duchy of Luxembourg and the United States of America mentioned below.

If a Shareholder subsequently becomes a “United States Person”, “US Person” or “US Specified Person” and such fact comes to the attention of the Company, Shares owned by that person may be compulsorily repurchased by the Company.

Shareholders and Investors should note that under FATCA and/or related intergovernmental agreements details of US investors holding assets outside the US will be reported by financial institutions to the Internal Revenue Service (IRS) or to their local tax authority, as a safeguard against US tax evasion. On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement (“**IGA**”) with the United States of America and a memorandum of understanding in respect thereof. The Company would hence have to comply with such Luxembourg IGA, once the IGA has been implemented into Luxembourg law in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. Under the IGA, the Company may be required to collect information aiming to identify its direct and indirect Shareholders that are Specified US Persons for FATCA purposes (“**Reportable Accounts**”). Any such information

on Reportable Accounts provided to the Company will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996. The Company intends to comply with the provisions of the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Company. The Company will continually assess the extent of the requirements that FATCA and notably the Luxembourg IGA places upon it. As from the date of signature of the Luxembourg IGA and until the Grand Duchy of Luxembourg has implemented the national procedure necessary for the entry into force of the IGA, the United States Department of the Treasury will treat the Company as complying with and not subject to the FATCA Withholding.

In order to protect the interest of all Shareholders, the Company reserves the right, upon further clarity about the implementation of FATCA, without further notice to restrict or prevent the sale and transfer of Shares to persons targeted by FATCA as permitted by the Articles.

The distribution of this Prospectus and the offering of the Shares may be restricted in certain jurisdictions. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for Shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdictions. Prospective applicants for Shares should inform themselves as to legal requirements so applying and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

The key investor information documents of each Class of each Sub-Fund (the “**Key Investor Information Documents**”) as well as the latest annual and semi-annual reports of the Company are available at the registered office of the Company and will be sent to Investors upon request. Such reports shall be deemed to form part of this Prospectus.

Before subscribing to any Class and to the extent required by local laws and regulations each Investor shall consult the relevant Key Investor Information Document(s). The Key Investor Information Documents provide information in particular on historical performance, the synthetic risk and reward indicator and charges. Investors may obtain the Key Investor Information Documents in paper form or on any other durable medium agreed between the Management Company or the intermediary and the Investor.

## **DIRECTORY**

<b>Registered office of the Company:</b>	15, Avenue J.F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg
<b>Board of Directors:</b>	Stephan Cromback Managing Director Flexam Fund and Flexam Invest Rue Tenbosch, 9 B-1000 Bruxelles Belgium  François Simon Independent director 15, Avenue J.F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg  David Pawelkowski Director Zadig Asset Management S.A. 70C, route d'Arlon L-8008 Strassen Grand Duchy of Luxembourg
<b>Management Company:</b>	Zadig Asset Management S.A. 70C, route d'Arlon L-8008 Strassen Grand Duchy of Luxembourg
<b>Board of directors of the Management Company:</b>	Pierre Philippon Senior Manager Zadig Asset Management S.A. 70C, route d'Arlon L-8008 Strassen Grand Duchy of Luxembourg  David Pawelkowski Director Zadig Asset Management S.A. 70C, route d'Arlon L-8008 Strassen Grand Duchy of Luxembourg  Laurent Saglio Managing Partner Zadig Asset Management LLP 44 Great Marlborough Street W1F 7JL London United Kingdom

<b>Persons in charge to conduct the Management Company's business:</b>	<p>Guillaume Krier Risk Manager Zadig Asset Management S.A. 70C, route d'Arlon L-8008 Strassen Grand Duchy of Luxembourg</p> <p>David Pawelkowski Director Zadig Asset Management S.A. 70C, route d'Arlon L-8008 Strassen Grand Duchy of Luxembourg</p> <p>Benoît Grouvel Trader Zadig Asset Management S.A. 70C, route d'Arlon L-8008 Strassen Grand Duchy of Luxembourg</p>
<b>Investment Advisor:</b>	<p>Zadig Asset Management LLP 44 Great Marlborough Street W1F 7JL London United Kingdom</p>
<b>Depository Bank:</b>	<p>Pictet &amp; Cie (Europe) S.A. 15 A av. J.-F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg</p>
<b>Central Administration Agent:</b>	<p>FundPartner Solutions (Europe) S.A. 15 Av. J.-F. Kennedy L – 1855 Luxembourg Grand Duchy of Luxembourg</p>
<b>Auditor:</b>	<p>PricewaterhouseCoopers SC 2, rue Gerhard Mercator L-2182 Luxembourg Grand Duchy of Luxembourg</p>
<b>Legal adviser:</b>	<p>Dechert (Luxembourg) LLP 1, allée Scheffer L-2017 Luxembourg Grand Duchy of Luxembourg</p>
<b>Swiss Representative:</b>	<p>Carnegie Fund Services S.A. 11, rue du Général-Dufour 1204 Geneva Switzerland</p>

**Swiss Paying Agent:**

Banque Cantonale de Genève  
17, quai de l'Île  
1204 Geneva  
Switzerland

**Facility Service Agent:**

Zadig Asset Management LLP  
44 Great Marlborough Street  
W1F 7JL  
London  
United Kingdom

**French Centralising Agent:**

CACEIS Bank  
1, place Valhubert  
75013 Paris  
France

## 1. DEFINITIONS

“**1915 Law**” means the Luxembourg law of 10 August 1915 on commercial companies, as may be amended from time to time;

“**2010 Law**” means the law of 17 December 2010 relating to undertakings for collective investment, as the same may be amended from time to time;

“**Accumulation Share**” means a Share which accumulates the income arising in respect of a Share so that it is reflected in the price of that Share;

“**Administrative Agent Agreement**” means the agreement dated 21 November 2014 between FundPartner Solutions (Europe) S.A. and the Management Company;

“**Articles**” means the articles of association of the Company, as amended from time to time;

“**Auditor**” means PricewaterhouseCoopers SC in its capacity as auditor of the Company;

“**Benchmark Index**” as the meaning as set forth in the relevant Appendix I;

“**Business Day**” means every day on which banks are normally open for business in Luxembourg, or such other day as the Directors may decide from time to time;

“**Central Administration Agent**” means FundPartner Solutions (Europe) SA in its capacity as administrative agent, registrar and paying agent;

“**Class**” means a class of Shares within the meaning of the 1915 Law;

“**Company**” means MEMNON FUND;

“**CSSF**” means the *Commission de surveillance du secteur financier*, the supervisory authority in Luxembourg;

“**Depository Bank**” means Pictet & Cie (Europe) S.A. in its capacity as depository;

“**Depository Agreement**” means the depository agreement concluded on 21 November 2014 between Pictet & Cie (Europe) SA and the Company;

“**Dealing Day**” means the Valuation Day on which subscription and redemption requests are accepted by the Company as set out in Appendix I, and any such other day(s) as the Board of Directors may determine in its absolute discretion from time to time on a case by case basis in accordance with equal treatment of Investors;

“**Directors**” or “**Board of Directors**” means the board of directors of the Company;

“**Distribution Share**” means a Share which distributes its income;

“**Distributor**” means a person appointed by the Management Company to distribute or arrange for the distribution of Shares;

“**ESG Policy**” means the environmental, social and governance policy adopted by the Management Company and which can be consulted on [www.zadig.lu](http://www.zadig.lu);

“**EU**” means the European Union – Iceland, Liechtenstein and Norway as member states of the European Economic Association (EEA) assimilated to the EU Member States within the limits of the treaties and agreements between the EU and the EEA;



“**Euro**” or “**EUR**” means the currency of the Member States of the European Union that adopt the single currency in accordance with the Treaty establishing the European Economic Community, as amended by the Treaty on European Union

“**Facility Service Agent**” means Zadig Asset Management LLP;

“**FCA**” means the Financial Conduct Authority, the supervisory authority of the UK;

“**GBP**” means Great Britain pound, the official currency of the UK;

“**Grand Ducal Regulation**” means the Grand-Ducal Regulation of 8 February 2008;

“**Group of Companies**” means companies belonging to the same body of undertakings and which must draw up consolidated accounts in accordance with Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts and according to recognized international accounting rules;

“**Institutional Investor**” has the meaning set forth in article 174(2) of the 2010 Law;

“**Internal Revenue Code**” means the US Internal Revenue Code of 1986, as it may be amended from time to time;

“**Investment Advisor**” means Zadig Asset Management LLP in its capacity as investment adviser as determined for the relevant Sub-Funds in Appendix I;

“**Investment Advisory Agreement**” means the agreement dated 1 April 2012 between the Management Company and the Investment Advisor;

“**Investor**” a person who contemplates to invest in the Company or who is invested in the Company, as determined by the context;

“**KIID**” means the key investor information document to be published by the Company containing key information for Investors, pursuant to article 159 of the 2010 Law;

“**Management Company**” means Zadig Asset Management S.A. in its capacity as the management company of the Company;

“**Management Company Services Agreement**” means the agreement dated 31 January 2011 between the Management Company and the Company;

“**Member State**” means a State that is a member of the EU;

“**Mémorial**” means *Mémorial C, Recueil des Sociétés et Associations of Luxembourg*, the official gazette in Luxembourg before the establishment of RESA;

“**Money Market Instruments**” means instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time;

“**Net Asset Value**” or “**NAV**” means the net asset value of a Sub-Fund, Class or Series determined in accordance with the relevant provisions described under the heading “Calculation of Net Asset Value” as set out in the Prospectus;

“**OTC**” means over-the-counter;

“**Other Regulated Market**” means a market, other than a Regulated Market, which is regulated, operates regularly and is recognized and open to the public, namely a market (i) that meets the following cumulative criteria: liquidity; multilateral order matching (general

matching of bid and ask prices in order to establish a single price); transparency (the circulation of complete information in order to give clients the possibility of tracking trades, thereby ensuring that their orders are executed in current conditions); (ii) on which the securities are dealt in at a certain fixed frequency, (iii) which is recognized by a state or a public authority which has been delegated by that state or by another entity which is recognized by that state or by that public authority such as a professional association and (iv) on which the securities dealt in are accessible to the public;

“**Other State**” means any State of Europe which is not a Member State and any State of the Americas, Africa, Asia, Australia and Oceania and, as appropriate, of the OECD (Organisation for Economic Cooperation and Development);

“**PEA**” means "*plan d'épargne en actions*", a tax efficient savings scheme for French resident Investors;

“**Prospectus**” means the prospectus of the Company;

“**Registrar and Transfer Agent**” means FundPartner Solutions (Europe) S.A.;

“**Regulated Market**” means a regulated market as defined in Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended, or any other market established in the EEA which is regulated, operates regularly and is recognised and open to the public;

“**RESA**” means *Recueil Electronique des Sociétés et Associations*, the official gazette of Luxembourg which succeeded the Memorial;

“**SFDR**” means Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector, as amended;

“**Share**” means any share of no par value issued within any Sub-Fund and Class;

“**Shareholder**” means any holder of Shares;

“**Series**” means any series of Shares established by the Board of Directors from time to time;

“**Sub-Fund**” means a separate portfolio of assets and liabilities within the Company in accordance with article 181 of the 2010 Law;

“**Sustainability Risk**” means an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment;

“**Swiss Paying Agent**” means CA Indosuez (Switzerland) SA;

“**Swiss Representative**” means CACEIS (Switzerland) SA;

“**Transferable Securities**” means (i) shares and other securities equivalent to shares, (ii) bonds and other debt instruments and (iii) any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange, to the extent they do not qualify as techniques and instruments;

“**UCI**” means any undertaking for collective investment;

“**UCITS**” means any undertaking for collective investment in transferable securities authorized according to Article 1(2) of the UCITS Directive;

“**UCITS Directive**” means Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertaking for collective investment in transferable securities (UCITS);

“**UCITS Depositary Regulation**” means Commission Delegated Regulation (EU) 2016/438 of 17 December 2015 supplementing the EC Directive 2009/65 of the European Parliament and of the Council with regard to obligations of depositaries;

“**UK**” means the United Kingdom of Great Britain and Northern Ireland;

“**UK Reporting Fund Shares**” means Shares for which an application for entry into the Reporting Fund regime has been made or it is intended that an application for entry into the Reporting Fund regime will be made to Her Majesty’s Revenue and Customs (“**HMRC**”) as set out in Appendix II;

“**USD**” means US dollars, the official currency of the United States of America; and

“**Valuation Day**” means the Business Day on which the Company calculates its Net Asset Value as set out in Appendix I and such other day(s) as the Directors may determine in their absolute discretion from time to time on a case by case basis or generally in accordance with fair treatment of Investors.

All references herein to time are to Luxembourg time unless otherwise indicated in the Prospectus.

Words importing the singular shall, where the context permits, include the plural and vice versa.

## **2. LEGAL STATUS**

- 2.1 MEMNON FUND is an open-ended investment company with variable capital organized as a *société anonyme* under the laws of the Grand Duchy of Luxembourg and qualifies as a *Société d'Investissement à Capital Variable* (SICAV) under Part I of the 2010 Law, whose object is to invest in Transferable Securities under the principle of risk spreading in accordance with, and as more fully described in, the Articles and the Prospectus.
- 2.2 The Company was incorporated for an indefinite period on 25 January 2011. Its Articles were published in the Mémorial on 22 February 2011.
- 2.3 The Company is registered at the Trade and Companies Register of Luxembourg under the number B 158802.
- 2.4 The Company's capital shall at all times be equal to the value of its total net assets. The minimum capital required by law is EUR 1,250,000, which must be achieved within six (6) months of launch.
- 2.5 The Company draws the Investors' attention to the fact that any Investor will only be able to fully exercise his Shareholder rights directly against the Company, notably the right to participate in general Shareholders' meetings, if the Investor is registered himself and in his own name in the Shareholders' register of the Company. In cases where an Investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the Investor, it may not always be possible for the Investor to exercise certain Shareholder rights directly against the Company. Investors are advised to take advice on their rights.

## **3. OBJECTIVES AND STRUCTURE**

- 3.1 The exclusive objective of the Company is to place the funds available to it in Transferable Securities and other permitted assets of any kind with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolios, by offering them access to a world-wide selection of markets and a variety of investment techniques via a range of Sub-Funds catering for many different investment objectives.
- 3.2 The specific investment objective and policy of each Sub-Fund is described in the concerned appendices (Appendix I).
- 3.3 The investments of each Sub-Fund shall at all times comply with the restrictions set out herein, and Investors should, prior to any investment being made, take due account of the risks of investments set out herein. Save for the restrictions set out herein, the selection of securities and other authorized assets that make up the portfolio of the various Sub-Funds will not be limited as regards geographical area or economic consideration, nor as regards the type of investment of assets.
- 3.4 As at the time of issue of this Prospectus, the Shares are not listed on the Luxembourg Stock Exchange. However, the Directors may decide to make an application to list such or other Shares on the Luxembourg Stock Exchange or any other recognized stock exchange.
- 3.5 A list of those Sub-Funds in existence at the time of this Prospectus, together with a description of their investment objective and policy and main features, are described in Appendix I to this Prospectus. This list forms an integral part of this Prospectus. The Directors may decide to create one or several additional Sub-Funds at any time. Upon

creation of such a Sub-Fund, the list contained in the present Prospectus will be updated accordingly.

#### **4. ORGANISATION OF MANAGEMENT AND ADMINISTRATION**

##### **4.1 Board of Directors**

The Board of Directors is responsible for the overall administration, control and management of the Company, including the determination of the investment objective and policies of each Sub-Fund. In particular, the Board of Directors is responsible for the monitoring and the overall supervision and control of the Management Company. To this effect, the Board of Directors may give board recommendations to the Management Company in relation to, without limitation, the structure, promotion, administration, investment management and distribution of the Company and the contents of any documentation relating to the Company (including but not limited to, the Prospectus and any marketing material).

##### **4.2 Management Company**

4.2.1 The Company has appointed Zadig Asset Management S.A. to serve as its designated management company in accordance with the 2010 Law pursuant to the Management Company Services Agreement. Pursuant to the Management Company Services Agreement, the Management Company provides investment management, administrative and marketing services to the Company, subject to the overall supervision and control of the Board of Directors.

4.2.2 The Management Company was incorporated on 21 June 2010 as a *société anonyme* for an unlimited period of time under the laws of the Grand Duchy of Luxembourg. Its statutes have been published in the *Mémorial* on 24 August 2010. It is registered under the number B 154248 at the Register of Commerce at the District Court of Luxembourg. Its share capital amounts to EUR 500,000.

4.2.3 The Management Company is in charge of the day-to-day operations of the Company. In fulfilling its responsibilities set forth by the 2010 Law and the Management Company Services Agreement, it is permitted to delegate all or a part of its functions and duties to third parties, provided that it retains responsibility and oversight over such delegates. The appointment of third parties is subject to the approval of the Company and the CSSF. The Management Company's liability shall not be affected by the fact that it has delegated its functions and duties to third parties.

4.2.4 The Management Company has delegated the following functions to third parties: investment advisory services and central administration as detailed below.

4.2.5 While the Management Company takes into account sustainability-related factors and Sustainability Risks (except for Memnon Fund – ARP Fund) in its investment management activity, the Management Company does currently not evaluate the adverse impacts of investment decisions made on a uniform set of sustainability factors with respect to the Sub-Funds given the difficulties in obtaining the necessary information due to the investment strategy of the relevant Sub-Fund and the resources required to put in place the necessary processes.

### 4.3 **Remuneration Policy**

- 4.3.1 The main purpose of the Management Company's remuneration policy (the "**Remuneration Policy**") is to promote sound and effective risk management, be in line with the business strategy, objectives, values and interests of the Management Company, while avoiding excessive risk taking as compared to the investment policy of the UCITS managed by the Management Company. The policy applies to a certain category of staff which includes Board of Directors, members of control functions, risk takers and any employee with remuneration.
- 4.3.2 The remuneration includes a fixed and variable component. While fixed remuneration is defined as base salary and material company provided benefits, variable remuneration is based on the Management Company's annual results and is linked to financial and qualitative performance of the Company as a whole on the one hand and personal performance of each employee on the other hand.
- 4.3.3 Compliance with the policies of the Management Company including the ESG Policy is taken into account to determine the variable component of the remuneration.
- 4.3.4 The up-to-date Remuneration Policy can be found on [www.zadig.lu](http://www.zadig.lu). It includes a description of how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration and benefits. A paper copy of the Remuneration Policy is also available free of charge upon request.

### 4.4 **Investment Advisor**

- 4.4.1 Subject to the overall responsibility of the Board of Directors, the Management Company will provide or procure for each Sub-Fund investment advisory and discretionary investment management services, pursuant to the provisions of the Management Company Services Agreement.
- 4.4.2 In order to implement the investment policies of each Sub-Fund, the Management Company appointed Zadig Asset Management LLP (the "**Investment Advisor**") as further described for each Sub-Fund in the relevant Appendix.
- 4.4.3 The Investment Advisor shall advise the Management Company on the purchase and sale of securities and otherwise advise the Management Company on the management of the relevant Sub-Fund's portfolio for which it shall be subject to the control and responsibility of the Management Company's day to day responsibility.
- 4.4.4 The Investment Advisor, in the execution of its duties and the exercise of its powers, shall comply with the relevant Sub-Fund's investment policies and restrictions.
- 4.4.5 Subject to the overall responsibility, control and supervision of the Management Company, the Investment Advisor may, at its charge, sub-delegate certain or all of its duties in relation to certain Sub-Funds to a sub-investment advisor as specified in Appendix I subject to the prior approval of the CSSF.
- 4.4.6 The termination of the Investment Advisor will be reflected in the next updated version of the Prospectus.

## 4.5 **Depository Bank**

- 4.5.1 Pictet & Cie (Europe) S.A. (the “**Depository Bank**”) has been appointed for an indefinite period as the depository of the Company. The Depository Agreement may be terminated by either signatory party by 90 days' notice.
- 4.5.2 The Depository Bank was incorporated as *société anonyme* under Luxembourg law on 3 November 1989 and is authorised as a credit institution under the law of 5 April 1993 on the financial sector, as amended.
- 4.5.3 The assets of the Company are entrusted to the Depository Bank or in compliance with banking practice and under their own responsibility, to correspondent banks. The Depository Bank will employ their best efforts and use all care and diligence as required by the 2010 Law and the UCITS Depository Regulation in the choice and supervision of such correspondent banks and will be responsible for transferring the instructions or the assets of the Company to those correspondent banks.
- 4.5.4 Except in the case that the loss of financial instruments has arisen as a result of an external event beyond the Depository Banks' reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary, the Depository Bank is liable to the Company and its Shareholders for the loss of financial instruments held in custody by the Depository Bank or correspondent banks. In case of such a loss, the Depository Bank will return a financial instrument of an identical type or the corresponding amount to the Company or the Management Company acting on behalf of the Company without undue delay. The Depository Bank is also liable to the Company and its Shareholders for all other losses suffered by them as a result of negligent or intentional failure of the Depository Bank to properly fulfil its obligations pursuant to the 2010 Law. The liability of the Depository Bank shall not be affected by the fact that it has entrusted all or part of the assets in its care to a correspondent bank.
- 4.5.5 The Depository Bank will act independently from the Company and the Management Company and in the interest of the Company and its Shareholders.
- 4.5.6 In accordance with the 2010 Law and UCITS Depository Regulation, the Depository should moreover:
- (a) ensure that the sale, issue, redemption, and cancellation of the Shares performed by the Company or for its own account are carried out in accordance with the 2010 Law and the Articles;
  - (b) ensure that the value of the Shares is calculated in accordance with the 2010 Law and the Articles;
  - (c) carry out the instructions of the Company or the Management Company, unless they conflict with the 2010 Law and the Articles;
  - (d) ensure that the transactions involving the assets of the Company any consideration is remitted to the Company within the usual time limits;
  - (e) ensure that the income of the Company is applied in accordance with the 2010 Law and the Articles.

- 4.5.7 The Depositary Bank will have no decision-making discretion relating to the Company's investments.
- 4.5.8 The Depositary Bank is not involved, directly or indirectly, in the business affairs, organization, sponsorship or management of the Company, and accepts no responsibility for losses arising therefrom. The Depositary Bank is a service provider to the Company and is not responsible for the preparation of this document and therefore accepts no responsibility for the accuracy of any information contained in this document except in relation to this section and those relating to its services in accordance with the Depositary Agreement.
- 4.5.9 The fees and expenses of the Depositary Bank are paid by the Company and are in accordance with normal practice in the Luxembourg market. This fee will be calculated every quarter on the basis of the average net assets of the Company during the quarter in question. The fees paid to the Depositary Bank will be shown in the Company's financial statements.
- 4.5.10 Full details regarding the description of the duties of the Depositary Bank and conflicts of interest that may arise, as well as a description regarding any safekeeping functions delegated by the Depositary Bank, the list of delegates and sub-delegates and any conflicts of interest that may arise from such a delegation are available on request from the Management Company.

#### 4.6 **Central Administration Agent**

- 4.6.1 The Management Company has undertaken to provide the Company with certain administration services, including general administration as well as bookkeeping and maintenance of all accounts of the Company, the periodic determination of the Net Asset Value, the preparation and filing of the Company's financial reports and the liaison with the Auditor.
- 4.6.2 The Management Company has further undertaken to provide the Company with registrar and transfer agent services. As such the Management Company will be responsible for handling processing of subscriptions of Shares, dealing with requests for redemption and conversion and accepting transfers of funds, for the safekeeping of the register of Shareholders of the Company and the safekeeping of all non-issued Share certificates of the Company.
- 4.6.3 The Management Company has delegated the above mentioned registrar and transfer agent services and administrative functions to FundPartner Solutions (Europe) S.A. pursuant to the Administrative Services Agreement in relation to Registrar, Transfer and Administrative Agent Functions dated 21 November 2014. The agreement was concluded for an unlimited duration and may be terminated as provided therein.
- 4.6.4 FundPartner Solutions (Europe) S.A. was incorporated as a *société anonyme* (limited company) under Luxembourg law for an indefinite period on 17 July 2008. FundPartner Solutions (Europe) S.A. was previously denominated Funds Management Company S.A. Its fully paid-up capital is Swiss Francs 6,250,000 at the date of this Prospectus.
- 4.6.5 The Registrar and Transfer Agent is a service provider to the Company and does not have (i) any responsibility or authority to make investment decisions, nor render investment advice nor monitor investment restrictions with respect to the assets of the Company and (ii) is not responsible for the preparation of this



document and therefore accepts no responsibility for the accuracy of any information contained in this document except in relation to this section and those relating to its services in accordance with the Administrative Agent Agreement.

#### 4.7 **Distributor**

- 4.7.1 The Management Company may from time to time appoint any suitable company as distributor (the “**Distributor**”). The role of the Distributor is to market and promote the Company’s Shares in each Sub-Fund. The remuneration of Distributors is described under the section titled “Company Expenses”.
- 4.7.2 The Distributor may conclude contractual arrangements with dealers as its agents for the distribution of Shares.
- 4.7.3 The Distributor or any of its agents may be involved in the collection of subscription, conversion and redemption orders on behalf of the Company and any of the Sub-Funds and may, in that case, provide a nominee service for Investors purchasing Shares through it. Investors may elect to make use of such nominee service pursuant to which the nominee will hold the Shares in its name for and on behalf of the Shareholder who shall be entitled at any time to claim direct title to the Shares and who, in order to empower the nominee to vote at any general meeting of Shareholders, shall provide the nominee with specific or general voting instructions to that effect.

#### 4.8 **Auditor**

PricewaterhouseCoopers S.à.r.l., 2, rue Gerhard Mercator, L-2182 Luxembourg has been appointed as the Company’s auditor (*réviseur d’entreprises agréé*).

#### 4.9 **Facility Service Agent**

- 4.9.1 The Company is a recognized scheme under Section 264 of the UK Financial Services and Markets Act 2000. The Facility Service Agent is authorized and regulated by the Financial Conduct Authority (FCA Firm Reference No. 435957). Information concerning the price of the shares in the Company and access to and copies of the Prospectus, KIIDs, constitutional documents and most recent annual and semi-annual reports of the Company may be obtained from the Facility Service Agent. The Facility Service Agent acts as the representative of the Company in the UK for the purpose of providing facilities for submitting redemption requests and complaints.
- 4.9.2 Many of the protections provided by the UK regulatory structure may not apply to investments in the Company, including access to the Financial Services Compensation Scheme and the Financial Ombudsman Service.
- 4.9.3 Shareholders who seek to make complaints or redemption requests through the Company’s UK based Facility Service Agent should submit them by fax to : +44 (0) 20 7440 3701 with the original copy of the complaint or duly completed redemption request form to be sent to the postal address indicated below:

Zadig Asset Management LLP  
44 Great Marlborough Street  
W1F 7JL

London  
United Kingdom

## **5. RIGHTS OF THE SHAREHOLDERS**

### **5.1 Shares**

- 5.1.1 The Shares in each Sub-Fund are only issued in registered form, with no par value and fully paid-up. Shares may be issued in fractions up to three decimal places. All owners of Shares will have their names entered into the Shareholders' register which will be held at the Company's registered office. No certificates will be issued and Shareholders will only receive a confirmation that their names have been recorded in the Shareholders' register. Shares may also be held and transferred through accounts maintained with clearing systems.
- 5.1.2 Shares repurchased by the Company may be cancelled.
- 5.1.3 Subject to the limitations set forth herein, Shares are freely transferable and have an equal entitlement to any profits, proceeds of liquidation and dividends relating to the Sub-Fund and Class to which they pertain. The Shares carry no preferential and pre-emptive rights.
- 5.1.4 Each Share gives a right to one vote. Fractions of Shares do not, however, possess voting rights. In the case of a joint holding, only the first named Shareholder may vote.
- 5.1.5 The Directors may impose or relax restrictions on any Shares and, if necessary, require redemption of Shares to ensure that Shares are neither acquired nor held by or on behalf of any person in breach of the law or requirements of any country or government or regulatory authority or which might have adverse taxation or other pecuniary consequences for the Company, including a requirement to register under the laws and regulations of any country or authority. The Directors may in this context require a Shareholder to provide such information as they may consider necessary to establish whether a Shareholder is the beneficial owner of the Shares which he/she holds.
- 5.1.6 If it shall come to the Directors' attention at any time that Shares are beneficially owned by a US Person, the Company will have the right to compulsorily redeem such Shares.
- 5.1.7 The transfer of registered Shares may be effected by delivery to the Registrar and Transfer Agent of a duly signed stock transfer form in appropriate form together with, if issued, the relevant shareholding confirmation to be cancelled.

### **5.2 Sub-Funds, Series and Classes**

- 5.2.1 Appendix I to the Prospectus lists the Sub-Fund(s) already in existence at the time of issue of this Prospectus, the Shares of which are offered to subscription and the relevant Classes available therein (if any).
- 5.2.2 The Directors may at any time resolve to set up new Sub-Funds and/or create within each Sub-Fund one or more Series or Classes and this Prospectus will be updated accordingly. The Directors may also at any time resolve to close a Sub-Fund, or one or more Series or Classes within a Sub-Fund to further subscriptions.

- 5.2.3 The Directors may decide to create within each Sub-Fund different Series or Classes whose assets will be commonly invested pursuant to the specific investment policy of the relevant Sub-Fund, but where a specific fee structure, currency of denomination or other specific feature may apply to each Series or Class. A separate Net Asset Value per Share, which may differ as a consequence of these variable factors, will be calculated for each Series or Class.
- 5.2.4 Shares may be issued as Accumulation or Distribution Shares at the Directors' discretion. Investors may enquire at the Registrar and Transfer Agent or their Distributor which types of Shares are available within each Series or Class and Sub-Fund.
- 5.2.5 The subscription price for Shares in each Series or Class is invested in the assets of the relevant Sub-Fund. In principle, all assets and liabilities related to a specific Sub-Fund are allocated to that Sub-Fund. To the extent that costs and expenses are not attributable to a specific Sub-Fund, they shall be shared out proportionally among the various Sub-Funds according to their Net Asset Values or, if circumstances warrant it, allocated on an equal basis to each Sub-Fund.
- 5.2.6 The Company constitutes a single legal entity, but the assets of each Sub-Fund shall be invested for the exclusive benefit of the Shareholders of the corresponding Sub-Fund and the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

### 5.3 **General Meetings of Shareholders**

- 5.3.1 The annual general meeting of Shareholders shall be held each year at the Company's registered office or at any other location in Luxembourg which will be specified in the convening notice to the meeting.
- 5.3.2 The annual general meeting of Shareholders shall be held on the 15th day of June at 10 am CET or, if this happens to be a bank holiday in Luxembourg, on the following Business Day.
- 5.3.3 Convening notices shall be sent to all registered Shareholders at least 8 days prior to the annual general meeting. These notices shall include details of the time and place of the meeting, the agenda, conditions for admission and requirements concerning the quorum and majority voting rules as laid down by Luxembourg law. Notices may be published in RESA and in a Luxembourg newspaper (if legally required) and in such other newspapers as the Directors may decide.
- 5.3.4 The legal requirements as to notice, quorum and voting at all general and Sub-Fund or Class meetings are included in the Articles. Meetings of Shareholders of any given Sub-Fund or Class shall decide upon matters relating to that Sub-Fund or Class only. All shares will be treated as one class where any matter affects all such Shares equally.

## 6. **SUBSCRIPTION**

- 6.1.1 The Board of Directors is authorized to issue shares at any time and without limitation. During the initial offering period for each Class, the Company is offering Shares in the relevant Class at an initial issue price and under the terms and conditions set out below. The Directors may in their absolute discretion decide to cancel the offering of a Sub-Fund. The Board of Directors may also decide to cancel the offering of a new Class.

- 6.1.2 After the initial offering period for each Class, the Company may offer Shares in the relevant Class, or where relevant Series, on any Dealing Day, as stipulated in Appendix I in relation to the relevant Sub-Fund. Subscriptions for Shares in each Series or Class following the initial offering period for that Class shall be accepted at the issue price, as defined below under “Issue Price” at the office of the Registrar and Transfer Agent as well as at any other establishments authorized to do so by the Company.

## 6.2 How to subscribe

- 6.2.1 Investors subscribing for Shares for the first time should complete a subscription form and send it by post directly to the Registrar and Transfer Agent. A properly completed and signed copy of a subscription form may also be accepted by facsimile transmission or other means approved by the Registrar and Transfer Agent, provided that the original is immediately forwarded by post. Subscription forms from non-FATF (as defined below) residents will only be accepted once the original signed subscription form and other applicable identification documents have been received and approved by the Registrar and Transfer Agent.
- 6.2.2 Save as may be otherwise set out in Appendix I regarding a certain Sub-Fund, for any subscription received by the Registrar and Transfer Agent prior to 3 pm CET at the latest on the last Business Day before the relevant Dealing Day, the Net Asset Value calculated on that Dealing Day will be applicable.
- 6.2.3 Save as may be otherwise set out in Appendix I regarding a certain Sub-Fund, for any subscription arriving at the Registrar and Transfer Agent after the deadline set at 3 pm CET on the last Business Day before the relevant Dealing Day, the application for subscription will be held over to the following Dealing Day and effected at the Net Asset Value calculated on that Dealing Day.
- 6.2.4 Subsequent subscription for Shares does not require completion of a second application form. However, Investors shall provide written instructions as agreed with the Registrar and Transfer Agent to ensure the smooth processing of subsequent subscription. Instructions may be made by facsimile transmission, duly signed, or such other means approved by the Registrar and Transfer Agent.
- 6.2.5 **Each Investor will be given a personal account number which, along with any relevant transaction number should be quoted on any payment by bank transfer. Any relevant transaction number and the personal account number should be used in all correspondence with the Registrar and Transfer Agent or any Distributor.**
- 6.2.6 **Different subscription procedures may apply if applications for Shares are made through Distributor.**
- 6.2.7 **All applications to subscribe for Shares shall be dealt with on an unknown Net Asset Value basis before the determination of the Net Asset Value per Share for that Dealing Day.**

## 6.3 How to pay?

- 6.3.1 Save as may be otherwise set out in Appendix I regarding a relevant Sub-Fund, the amount for the issue price shall be paid or transferred, in the currency of the relevant Class within two Business Days following the relevant Dealing Day into

the account of the Depositary Bank, to the order of the Company with reference to the Sub-Fund(s) concerned.

- 6.3.2 Payment should be made by electronic bank transfer net of all bank charges (i.e. at the Investor's expense).
- 6.3.3 If, on the settlement date, banks are not open for business in the country of the currency of settlement, then settlement will be on the next bank business day on which those banks are open, if this day corresponds to a Business Day. If timely settlement is not made, an application may lapse and be cancelled at the cost of the applicant or his/her financial intermediary. Failure to make good settlement by the settlement date may result in the Company bringing an action against the defaulting Investor or his/her financial intermediary or deducting any costs or losses incurred by the Company or Registrar and Transfer Agent against any existing holding of the applicant in the Company. In all cases, any confirmation of transaction and any money returnable to the Investor will be held by the Registrar and Transfer Agent without payment of interest pending receipt of the remittance.
- 6.3.4 Payments in cash will not be accepted. Third party payments will only be accepted at the Registrar and Transfer Agent's discretion.
- 6.3.5 Payment should normally be made in the currency of the relevant Class. However, a currency exchange service for subscriptions is provided by the Registrar and Transfer Agent on behalf of, and at the cost and risk of, the Investor. Further information is available from the Registrar and Transfer Agent or any of the Distributors on request.
- 6.3.6 Different settlement procedures may apply if applications for Shares are made through distributors.

#### 6.4 **General**

Instructions to subscribe, once given, are irrevocable, except in the case of a suspension or deferral of dealing. The Registrar and Transfer Agent and/or the Company in their absolute discretion reserve the right to reject any application in whole or in part. If an application is rejected, any subscription money received will be refunded at the cost and risk of the applicant without interest. Prospective applicants should inform themselves as to the relevant legal, tax and exchange control regulations in force in the countries of their respective citizenship, residence or domicile.

#### 6.5 **Contribution in Kind**

The Directors may from time to time accept subscriptions for Shares against contribution in kind of securities or other assets which could be acquired by the relevant Sub-Fund pursuant to its investment policy and restrictions. Any such contribution in kind will be made at the Net Asset Value of the assets contributed calculated in accordance with the rules set out in under "Calculation of Net Asset Value" below and will be the subject of the Auditor's report drawn up in accordance with the requirements of Luxembourg laws. This report will be available for inspection at the registered office of the Company and any related costs incurred will be borne by the Investor. Should the Company not receive good title on the assets contributed, this may result in the Company bringing an action against the defaulting Investor or his/her financial intermediary or deducting any costs or losses incurred by the Company or Registrar and Transfer Agent against any existing holding of the applicant in the Company.

## 6.6 **Anti-money laundering procedures**

- 6.6.1 Pursuant to international rules and Luxembourg laws and regulations comprising, but not limited to, the law of 12 November 2004 (as amended) on the fight against money laundering and terrorist financing, as amended, the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012 and CSSF Circulars 13/556 and 15/609 concerning the fight against money laundering and terrorist financing, and any respective amendments or replacement, obligations have been imposed on professionals of the financial sector to prevent the use of undertakings for collective investment such as the Company for money laundering and terrorist financing purposes ("**AML & KYC**").
- 6.6.2 As a result of such provisions, the registrar and transfer agent of a Luxembourg undertaking for collective investment shall ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The Registrar and Transfer Agent may require applicants to provide any AML & KYC document it deems necessary to effect such identification. In addition, the Registrar and Transfer Agent, as delegate of the Company, may require any other information that the Company may require in order to comply with its legal and regulatory obligations.
- 6.6.3 In case of delay or failure by an applicant to provide the documents required, the application for subscription will not be accepted and in case of redemption, payment of redemption proceeds delayed. Neither the Company, the Management 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.
- 6.6.4 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.
- 6.6.5 The list of identification documents to be provided by each applicant to the Registrar and Transfer Agent will be based on the AML & KYC requirements as stipulated in the CSSF's circulars and regulations as amended from time to time. These requirements may be amended following any new Luxembourg regulations.
- 6.6.6 Applicants may be asked to produce additional documents for verification of their identity before acceptance of their applications. In case of refusal by the applicant to provide the documents required, the application will not be accepted.
- 6.6.7 Before redemption proceeds are released, the Registrar and Transfer Agent will require original documents or certified copies of original documents to comply with the Luxembourg regulations.

## 6.7 **Issue Price**

- 6.7.1 During the initial offering period for each Class, Shares are being offered at an initial issue price available upon request at the registered office of the Company.
- 6.7.2 Following the initial offering period for each Class, further Shares of the relevant Series or Class may be issued with effect from any Dealing Day at an issue price

per Share equal to the Net Asset Value per Share in that Series or Class, as set out in Appendix I calculated on the Dealing Day.

- 6.7.3 Under certain circumstances, the Board of Directors has the power to charge a “dilution levy” on the issue price as described hereafter under the Chapter “Dilution Levy”. In any case, the effective dilution levy charged on any Dealing Day shall be identical for all issues effected on such day.
- 6.7.4 A sales commission of up to 5% of the Net Asset Value of the Shares may be charged by the professional intermediaries to their clients subscribing for Shares, as specified for each Class of each Sub-Fund in the relevant Appendix.
- 6.7.5 This issue price will also be increased to cover any duties, taxes and stamp duties which may have to be paid.

## **7. REDEMPTION OF SHARES**

Shares may be redeemed with effect from any Dealing Day at the redemption price, as defined below under “Redemption Price”.

### **7.1 Procedure**

- 7.1.1 Shareholders are entitled at any time to redeem all or part of their Shares at the redemption price as determined under “Redemption Price” below, by addressing an irrevocable application for redemption to the Registrar and Transfer Agent, or other authorized establishments. Instructions to redeem Shares may be communicated directly to the Registrar and Transfer Agent either by facsimile transmission, duly signed, or other means approved by the Registrar and Transfer Agent.
- 7.1.2 Save as otherwise set out in Appendix I regarding any Sub-Fund, for any redemption request received by the Registrar and Transfer Agent prior to 3 pm CET at the latest on the last Business Day before the relevant Dealing Day, the Net Asset Value calculated on that Dealing Day will be applicable.
- 7.1.3 Save as otherwise set out in Appendix I regarding any Sub-Fund, for any redemption request received by the Registrar and Transfer Agent after the deadline of 3 pm CET on the last Business Day before the relevant Dealing Day, the application for redemption will be held over to the following Dealing Day and redeemed at the Net Asset Value calculated on that Dealing Day.
- 7.1.4 Redemption instructions can only be executed when any previously related transaction has been completed.
- 7.1.5 Instructions may be given to the Registrar and Transfer Agent by completing the form requesting redemption of Shares by facsimile transmission, duly signed, or other means approved by the Registrar and Transfer Agent where the account reference and full details of the redemption must be provided. All instructions must be signed by the registered Shareholders, except where sole signatory authority has been chosen in the case of a joint account holding or where a representative has been appointed following receipt of a completed power of attorney. The power of attorney’s form acceptable to the Registrar and Transfer Agent is available on request.

7.1.6 If, as a result of any redemption request, the amount invested by any Shareholder in a Class in any one Sub-Fund falls below an amount determined by the Directors as minimum for that Class, it may be treated as an instruction to redeem such Shareholder's total holding in the relevant Class.

7.1.7 **Different redemption procedures may apply if instructions to redeem Shares are communicated via Distributors.**

7.1.8 **All instructions to redeem Shares shall be dealt with on an unknown Net Asset Value basis before the determination of the Net Asset Value per Share for that Dealing Day.**

## 7.2 **Redemption Proceeds**

7.2.1 Save as may be otherwise set out in Appendix I regarding a certain Sub-Fund, redemption proceeds are normally paid by bank transfer within five Business Days from the relevant Dealing Day, provided the Registrar and Transfer Agent is in receipt of, and approves all documents required. The Company or Registrar and Transfer Agent are not responsible for any delays or charges incurred at any receiving bank or settlement system. Redemption proceeds will normally be paid in the currency of the relevant Class. On request, redemption proceeds paid by bank transfer may be paid in most other currencies on behalf of, at the cost and risk of, the Shareholder.

7.2.2 If, in exceptional circumstances and for whatever reason, redemption proceeds cannot be paid within five Business Days from the relevant Dealing Day, for example when the liquidity of the relevant Sub-Fund does not permit this, then payment will be made as soon as reasonably practicable thereafter (not exceeding, however, thirty Business Days) at the Net Asset Value per Share calculated on the relevant Dealing Day.

7.2.3 If, on the settlement date, banks are not open for business in the country of the settlement currency of the relevant Class, then settlement will be on the next banking business day on which those banks are open, if this day corresponds to a Business Day. Redemption requests will be considered binding and irrevocable by the Registrar and Transfer Agent and will, at the discretion of the Registrar and Transfer Agent, only be executed where the relevant Shares have been duly issued.

7.2.4 Different settlement procedures may apply if instructions to redeem Shares are communicated via Distributors.

## 7.3 **General**

Third party payments will only be accepted at the Registrar and Transfer Agent's discretion.

## 8. **REDEMPTION PRICE**

8.1.1 The redemption price for Shares in each Series or Class is equal to the Net Asset Value per Share in that Series or Class as calculated on the Dealing Day.

8.1.2 Under certain circumstances, the Board of Directors has the power to charge a "dilution levy" on the redemption price as described hereafter under the Chapter "Dilution Levy". In any case, the effective dilution levy charged on any Dealing Day shall be identical for all redemptions effected on such day.



- 8.1.3 The redemption price will also be reduced to cover any duties, taxes and stamp duties which might have to be paid.
- 8.1.4 The redemption price could be higher or lower than the subscription price paid, depending on changes in the Net Asset Value.

## **9. CONVERSION OF SHARES**

On any Dealing Day, Shareholders have the right, subject to any restrictions set out in the Articles and to provisions hereinafter specified, to convert all or part of their Shares in one Class or Series of a Sub-Fund into Shares in another Class in the same Sub-Fund or in another Sub-Fund.

### **9.1 Procedure**

- 9.1.1 Save as may be otherwise set out in Appendix I regarding a certain Sub-Fund, Shareholders are entitled at any time to convert all or part of their Shares at the conversion price as determined under “Conversion Price” below by addressing an irrevocable application for conversion to the Registrar and Transfer Agent, or other authorized establishments. Instructions to convert Shares may be communicated directly to the Registrar and Transfer Agent either by facsimile transmission, duly signed, or other means approved by the Registrar and Transfer Agent.
- 9.1.2 Save as may be otherwise set out in Appendix I regarding a certain Sub-Fund, for any request for conversion received by the Registrar and Transfer Agent prior to 3 pm CET at the latest on the last Business Day before the Dealing Day, the Net Asset Values calculated on that Dealing Day will be applicable.
- 9.1.3 Save as may be otherwise set out in Appendix I regarding a certain Sub-Fund, for any request for conversion received by the Registrar and Transfer Agent after the deadline of 3 pm CET on the last Business Day before the Dealing Day, the request for conversion will be held over to the following Dealing Day and converted at the relevant Net Asset Values calculated on that Dealing Day.
- 9.1.4 In cases where dealing is suspended in a Sub-Fund from or to which a conversion has been requested, the processing of the conversion will be held over until the next common Dealing Day where dealings are no longer suspended. Conversion instructions can only be executed when any previously related transaction has been completed.
- 9.1.5 Instructions may be given to the Registrar and Transfer Agent by completing the conversion form by facsimile transmission duly signed where the account reference and the number of Shares to be converted between named Classes must be provided. All instructions must be signed by the registered Shareholders, except where sole signatory authority has been chosen in the case of a joint account holding or where a representative has been appointed following receipt of a completed power of attorney. The power of attorney’s form acceptable to the Registrar and Transfer Agent is available on request.
- 9.1.6 Shares of any Series or Class in a Sub-Fund may be converted on any Dealing Day into Shares of another Class of another Sub-Fund, notwithstanding their distribution policy, except where there is a suspension of the calculation of the Net Asset Value per Share of those Sub-Funds or Classes, as described below. In addition, the Registrar and Transfer Agent may, at its discretion, accept

instructions to convert from Shares of one Series or Class of a Sub-Fund into Shares of another Class of the same Sub-Fund.

- 9.1.7 The number of Shares issued upon conversion will be based upon the respective Net Asset Value per Share of the Shares of the two relevant Classes, or the relevant Series and Class as the case may be, on the Dealing Day on which the conversion request is effected. Due to the settlement period necessary for redemptions, conversion transactions will not normally be completed until the proceeds from the redemption are available.
- 9.1.8 If, as a result of any conversion request, the amount invested by any Shareholder in a Class in any one Sub-Fund falls below an amount determined by the Directors as minimum for that Class, it may be treated as an instruction to convert the Shareholder's total holding in the relevant Class.
- 9.1.9 Conversion requests will be considered binding and irrevocable by the Registrar and Transfer Agent and will, at the discretion of the Registrar and Transfer Agent, only be executed where the relevant Shares have been duly issued.
- 9.1.10 **Different conversion procedures may apply if instructions to convert Shares are communicated via Distributors.**
- 9.1.11 **All instructions to convert Shares shall be dealt with on an unknown Net Asset Value basis before the determination of the Net Asset Value per Share for that Dealing Day.**

## **10. CONVERSION PRICE**

The conversion price is based on the respective Net Asset Values as calculated on the relevant Dealing Day of the relevant Classes. Any fractions of Shares resulting from a conversion will be rounded to the lowest 3 decimal places.

## **11. DILUTION LEVY**

- 11.1.1 Under certain circumstances (for example, large volumes of deals) investment and/or disinvestments costs may have an adverse effect on the Shareholders' interest in the Company. In order to prevent this effect, called "dilution", the Board of Directors of the Company has the power to charge a "dilution levy" on the issue, redemption and/or conversion of Shares for retention as part of the assets of the relevant Series or Class. If charged, the dilution levy will be paid into the relevant Class or Series of the relevant Sub-Fund for the benefit of all Shareholders of the Class or Series and will therefore become part of the assets of the relevant Series or Class of the Sub-Fund.
- 11.1.2 The dilution levy for each Sub-Fund will be calculated by reference to the costs of dealing in the underlying investments of that Sub-Fund, including any dealing spreads, commission and transfer taxes.
- 11.1.3 The need to charge a dilution levy will depend on the volume of issues, redemptions or conversions. The Board of Directors may charge a discretionary dilution levy on the issue, redemption and/or conversion of Shares, if in its opinion, the existing Shareholders (for issues) or remaining Shareholders (for redemptions) might otherwise be adversely affected. In particular, the dilution levy may be charged in the following circumstances:

- (a) where a Sub-Fund is in constant decline as a result of large volume of redemption requests;
- (b) on a Sub-Fund experiencing substantial issues in relation to its size;
- (c) in the case of “large volumes” of redemptions, subscriptions and /or conversions where “large volumes” refers to net redemptions or subscriptions exceeding 5% of the Sub-Fund’s entire assets;
- (d) in all other cases where the Board of Directors considers the interests of Shareholders require the imposition of a dilution levy.

11.1.4 In any case the dilution levy shall not exceed 2% of the Net Asset Value of the Shares subscribed for converted or redeemed.

## **12. CALCULATION OF NET ASSET VALUE**

12.1.1 The Net Asset Value as well as the issue, redemption and conversion prices of Shares are calculated by the Central Administration Agent for each Sub-Fund in the reference currency applicable for the Sub-Fund on the basis of the last known prices as of the close of business on a Valuation Day, which may vary for each Sub-Fund and are specified in Appendix I.

12.1.2 The Net Asset Value of a Class or Series of each Sub-Fund will be calculated by dividing the Net Asset Value attributable to that Class or Series in that Sub-Fund, being the proportionate value of its assets less its liabilities, by the total number of Shares in that Class or Series outstanding in that Sub-Fund.

12.1.3 The Company’s total net assets will be expressed in Euro and correspond to the difference between the total assets and the total liabilities of the Company. In order to calculate this value, the net assets of each Sub-Fund will, unless they are already expressed in Euro, be converted into Euro, and added together.

12.1.4 The assets of the Company shall be valued as follows:

- (a) securities and other assets listed or dealt in on a stock exchange or another regulated market will be valued at the last available price. Where such securities or other assets are listed or dealt in more than one stock exchange or any other regulated market, the stock exchange or other regulated market where the trading is most active will be used for the provision of prices of securities or assets;
- (b) assets not listed or dealt in on a stock exchange or another organized market, or assets so listed or dealt in for which the last available price is not representative of a fair market value, will be valued, prudently and in good faith, on the basis of their estimated sale prices;
- (c) cash in hand, deposits, bills and demand notes, accounts receivable, prepaid expenses, cash dividends and liquid assets, including money market instruments which are not listed or dealt in on a stock exchange, Regulated Market or Other Regulated Market with remaining maturity of less than twelve (12) months, will be valued at their nominal face value increased by any interest accrued thereon, if any, and, if required, such nominal face value will be amortised pursuant to the amortised costs method;

- (d) the units/shares of open-ended undertakings for collective investment will be valued on the basis of the last known Net Asset Value or, if the price so determined is not representative of their fair market value, will be valued as the Management Company may deem fair and reasonable. Units/shares of closed-ended undertakings for collective investment will be valued on the basis of their last available market value;
- (e) cash flows which result from swap transactions are calculated at the date of valuation of the zero-coupon swap rate corresponding to the maturity date of these cash flows. The value of the swaps is therefore derived from the difference between these two calculations;
- (f) for each Sub-Fund, securities whose value is expressed in a currency other than the reference currency of that Sub-Fund will be converted into that reference currency at the average rate between the last available buy/sell rate in Luxembourg or, failing that, in a financial centre which is most representative for those securities; and
- (g) any other security, instrument or asset will be valued, prudently and in good faith, on the basis of their estimated sale prices by the Management Company.

- 12.1.5 For the purpose of determining the value of the Company's assets, in the performance of its duties the Central Administration Agent shall rely upon information as provided by pricing sources such as brokers, custodians, prime brokers or any pricing agencies, and the valuations or statements of accounts provided by these pricing sources shall be deemed to be the last available price. In relation to assets which are not listed, the Central Administration Agent may rely on the valuations provided by the Management Company, the prime broker or any third party authorized to that effect by the Company.
- 12.1.6 Valuations or statements of accounts as provided by the pricing sources (i.e. prime brokers, custodians, other brokers or pricing agencies) shall be considered as the most reliable information on which the Central Administration Agent shall carry out no control. The Central Administration Agent shall not be held liable for any valuation error due to the pricing sources. Should a valuation error come to the attention of the Central Administration Agent, it will liaise with the Management Company in order to adjust the valuation.
- 12.1.7 The Central Administration Agent has no duty of ensuring the accuracy and/or consistency of the valuations provided by relevant pricing sources, subject to the preceding paragraph.
- 12.1.8 The Central Administration Agent, having due regard to the standard of care and due diligence in this respect, may, when calculating the Net Asset Value, completely and exclusively rely, unless there is manifest error on its part, upon the valuations provided either (i) by the Management Company, (ii) by various pricing sources available on the market such as pricing agencies (i.e. Bloomberg, Reuters) or administrators of underlying funds, (iii) by prime brokers and brokers, or (iv) by (a) specialist(s) duly authorized to that effect by the Management Company.

- 12.1.9 In particular, for the valuation of any assets for which market quotations or fair market values are not publicly available (including but not limited to non-listed structured or credit-related instruments and other illiquid assets), the Central Administration Agent will exclusively rely on valuations provided either by the Management Company or by third party pricing sources appointed by the Management Company under its responsibility or other official pricing sources like funds' administrators and others like Telekurs, Bloomberg, Reuters and will not check the correctness and accuracy of the valuations so provided. If the Management Company gives instructions to the Central Administration Agent to use a specific pricing source, the Management Company undertakes to make its own prior due diligence on such agents as far as its competence, reputation, professionalism are concerned so as to ensure that the prices which will be given to the Central Administration Agent are reliable and the Central Administration Agent will not, and shall not be required to, carry out any additional due diligence or testing on any such pricing source. So far as these assets are concerned, the sole responsibility of the Central Administration Agent is to compute the Net Asset Value on the basis of the prices provided by the Management Company or the other appointed third party pricing source(s), without any responsibility whatsoever (in the absence of manifest error) on the correctness or accuracy of the valuations provided by the relevant sources. For the avoidance of doubt, the Central Administration Agent will not effect any testing on valuations on prices nor collect or analyse any supporting documents which will assess or evidence the accuracy of the prices of any asset held in the portfolio for which a price or valuation is provided in accordance with the Section "Suspension/Deferral of Calculation of Net Asset Value, Subscriptions and Redemptions".
- 12.1.10 If one or more sources of quotation are not able to provide relevant valuations to the Central Administration Agent, the latter is authorized not to calculate the Net Asset Value and, consequently, not to determine subscription, redemption and conversion prices. The Central Administration Agent shall promptly inform the Management Company if such a situation arises. If necessary, the Management Company may decide to suspend the calculation of the Net Asset Value in accordance with Section "Suspension/Deferral of Calculation of Net Asset Value, Subscriptions and Redemptions".
- 12.1.11 If one or more sources of quotation are not able to provide relevant valuations to the Central Administration Agent, the latter is authorized not to calculate the Net Asset Value and, consequently, not to determine subscription, redemption and conversion prices. The Central Administration Agent shall promptly inform the Management Company if such a situation arises. If necessary, the Management Company may decide to suspend the calculation of the Net Asset Value in accordance with Section "Suspension/Deferral of Calculation of Net Asset Value, Subscriptions and Redemptions".
- 12.1.12 If any of the aforesaid valuation principles do not reflect the valuation method commonly used in specific markets or if any such valuation principles do not seem accurate for the purpose of determining the value of the Company's assets, the Directors may fix different valuation principles in good faith and in accordance with generally accepted valuation principles and procedures.
- 12.1.13 In cases when applications for subscription or redemption are sizeable, the Directors may calculate the value of the Shares on the basis of rates during the trading session on the stock exchanges or markets during which the necessary securities for the Company could be bought or sold. In such cases, a single

method of calculation will be applied to all applications for subscription or redemption received at the same time.

**13. SUSPENSION/DEFERRAL OF CALCULATION OF NET ASSET VALUE, SUBSCRIPTIONS AND REDEMPTIONS**

13.1.1 The Company reserves the right to extend the period of payment of redemption proceeds to such period, not exceeding thirty Business Days, as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Company are invested or in exceptional circumstances where the liquidity of the Company is not sufficient to meet the redemption requests.

13.1.2 The Board of Directors may temporarily suspend or defer the calculation of the Net Asset Value of any Series or Class of any Sub-Fund and the issue and redemption of any Series or Class in such Sub-Fund, as well as the right to convert Shares of any Series or Class in any Sub-Fund into Shares of another Class of the same Sub-Fund or any other Sub-Fund in the following circumstances:

- when one or more stock exchanges, Regulated Markets or Other Regulated Markets, which provide the basis for valuing a substantial portion of the Company's assets, or when one or more foreign exchange markets in the currency in which the Net Asset Value of Shares is expressed or in which a substantial portion of the Company's assets is held, are closed other than for ordinary holidays or if dealings therein are suspended, restricted or subject to major short-term fluctuations;
- when, as a result of political, economic, military, monetary or social events, strikes or other circumstances outside the responsibility and control of the Company, the disposal of the Company's assets is not reasonably or normally practicable without being seriously detrimental to the Shareholders' interests;
- in the case of a breakdown in the normal means of communication used to determine the value of an asset in the Company;
- if, as a result of exchange controls or other restrictions on the movement of capital, transactions for the Company are rendered impracticable or if purchases or sales of the Company's assets cannot be made at normal rates of exchange;
- upon massive requests for redemption, the Company reserves the right to redeem the Shares at a redemption price determined as soon as the necessary sales of assets have been made, taking into account the interests of Shareholders as a whole, and has been in a position to affect the proceeds therefrom. One single price will be calculated for all the subscription, redemption and conversion requests tendered at the same time;
- in the case of the suspension of the calculation of the Net Asset Value of one or several of the undertakings for collective investment in which the Company has invested a substantial portion of its assets;

- following the occurrence of an event giving rise to the winding-up of a Sub-Fund or of the Company as a whole;
- if the Directors have determined that there has been a material change in the valuations of a substantial proportion of the investments of the Company attributable to a particular Class of Shares in the preparation or use of a valuation or the carrying out of a later or subsequent valuation;
- during any other circumstance or circumstances where a failure to do so might result in the Company or its Shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the Company or its Shareholders might so otherwise have suffered.

13.1.3 The suspension of the calculation of the Net Asset Value of any Sub-Fund, Series or Class shall not affect the valuation of other Sub-Funds, Series or Classes, unless these Sub-Funds, Series or Classes are also affected.

13.1.4 In such cases of suspension or deferral, Investors and Shareholders who have submitted applications to subscribe to, redeem or convert Shares in Sub-Funds affected by the suspensions shall be notified in the event that the suspension period is extended. Furthermore, a Shareholder may withdraw his request in respect of any Shares not redeemed or converted, by notice in writing received by the Registrar and Transfer Agent before the end of such period.

13.1.5 The Company may, at any time and at its discretion, temporarily discontinue, cease permanently or limit the issue of Shares in one or more Sub-Funds to individuals or corporate bodies resident or domiciled in some countries or territories. The Company may also prohibit them from acquiring Shares if such a measure is necessary to protect the Shareholders as a whole and the Company.

13.1.6 In addition, the Company is entitled to:

- (a) reject, at its discretion, any application to subscribe to Shares;
- (b) redeem, at any time, Shares which have been acquired in violation of a measure of exclusion taken by the Company.

## **14. MARKET TIMING**

The Company does not allow investments which are associated with market timing practices or any other excessive transactional practice which may adversely affect the performance of the Company or harm Shareholders. The Company will reject any subscription or conversion request by, or may decide to redeem the whole holding of, an Investor suspected of such practices. It will also take all necessary steps to protect Shareholders in the Company.

## **15. DIVIDENDS**

15.1.1 The Directors reserve the right to introduce a distribution policy which may vary per Sub-Fund and Class, as described in Appendix I.

15.1.2 The Directors may also decide that dividends be automatically reinvested by the purchase of further Shares.

15.1.3 No dividend distribution which may result in the Company's net assets being below EUR 1,250,000 can be made.

15.1.4 Dividends not claimed within 5 years following their payment are liable to be forfeited in accordance with the provisions of Luxembourg laws and will accrue for the benefit of the relevant Sub-Fund.

## **16. COMPANY EXPENSES**

### **16.1 Management Fees**

16.1.1 The Management Company is entitled to receive out of the net assets of each Sub-Fund an annual management fee specified in Appendix I as a maximum rate.

16.1.2 The annual management fees are calculated as a percentage of the Net Asset Value of each Series or Class of each Sub-Fund.

16.1.3 These fees are calculated and accrued daily and are payable monthly in arrears.

16.1.4 The Management Company is responsible for the payment of the fees and expenses of the Investment Advisor and, where relevant, the Distributor. The Management Company is also entitled to any rounding adjustments.

16.1.5 Consistent with obtaining best execution, brokerage commissions on portfolio transactions for the Company may be directed by the Company or the Investment Advisor to brokers/dealers in recognition of research services furnished by them as well as for services rendered in the execution of orders by such brokers/dealers. The receipt of investment research and information and related services permits the Investment Advisor to supplement its own research and analysis and makes available the views and information of individuals and research staffs of other firms. The Investment Advisor may enter, with brokers/dealers that are entities and not individuals, into soft commission arrangements or service agreements related to investment research and information in return for pecuniary commissions only where there is a direct and identifiable benefit to the Investors, and where the Investment Advisor is satisfied that the transactions generating the commissions are made in good faith, in strict compliance with applicable regulatory requirements and in the best interest of the Company and its Shareholders. Any such arrangement must be made by the Investment Advisor on terms commensurate with best market practice. The use of soft or commissions as well as any amounts paid for investment research and information shall be disclosed in the periodic reports.

16.1.6 The Management Company may from time to time and in its sole discretion and out of its own resources decide to waive, reduce or rebate to some or all Shareholders (or their agents including the Directors), taking into account the principle of equal treatment of Shareholders and good business practice, or to intermediaries, part or all of the management fee. Any such rebates may be applied in paying up additional Shares to be issued to the Shareholder.

### **16.2 Performance Fees**

16.2.1 The Management Company will receive from the Company a performance fee per Sub-Fund per Class or Series concerned as described in Appendix I.



- 16.2.2 Shareholders and Investors should refer to Appendix I for further details as to the exact management fee as well as, where applicable, the performance fee, paid by each Sub-Fund.
- 16.2.3 Fees payable by the Company to the Depositary Bank and Central Administration Agent
- 16.2.4 For the provision of their services, the fees charged to the Company by the Depositary Bank and the Central Administration Agent shall amount to a maximum of 0.30 % per annum of the average net assets of the relevant Sub-Fund. Such fees will be calculated quarterly on the basis of the average net assets of the Sub-Fund during the relevant quarter. The Depositary Bank and Central Administration Agent will be entitled to a minimum fee of EUR 100,000, if the total amount of fees charged to the Sub-Funds, on the basis of the above maximum percentage, results in a total amount of fees less than EUR 100,000 per year charged to the Company. The minimum fee will be payable by each Sub-Fund on the basis of the net assets of each Sub-Fund. The minimum fee of EUR 100,000 will not be applicable in the first year of trading of each Sub-Fund.

### 16.3 Expenses

- 16.3.1 The amounts charged are shown in the Company's financial reports.
- 16.3.2 The Company bears all costs and expenses directly incurred in the operations including the following:
- all operational costs, including fees payable to accountants, any paying agent and permanent representatives in places of registration;
  - all costs and expenses associated with other agents employed by the Company, including fees for legal and auditing services, promotional activities, printing, reporting and publishing expenses, including the cost of advertising or preparing, printing and filing of prospectuses, explanatory memoranda or registration statements, and other documents required by law or regulations;
  - all costs for the listing of the Shares of the Company on any stock exchange, Regulated Market or Other Regulated Market and all other operating expenses, including the cost of buying and selling assets, interest, bank charges, brokerage and charges on transactions involving securities in portfolio, postage, telephone and telex;
  - all taxes and duties which might be due on the Company's assets or income earned by the Company, in particular the subscription tax (0.05% per annum, subject to reductions for Institutional Investors and invested in activities which qualify as environmentally sustainable economic activities in the meaning of article 3 of Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment and amending SFDR) charged on the Company's net assets or governmental charges.
- 16.3.3 The Company shall bear its incorporation expenses, including the costs of drawing up and printing the Prospectus, notary public fees, the filing costs with administrative and stock exchange authorities, and any other costs pertaining to the setting up and launching of the Company.

- 16.3.4 These expenses, estimated at a maximum of 100,000 EUR, will be borne by the Sub-Fund(s) created at the launch of the Company. These expenses may, at the discretion of the Board of Directors, be amortised on a straight line basis over 5 years from the date on which the Company commenced business. The Board of Directors may, in their absolute discretion, shorten the period over which such costs and expenses are amortised.
- 16.3.5 The expenses incurred by the Company in relation to the launch of additional Sub-Funds will be borne by, and payable out of the assets of, those Sub-Funds and will be amortised on a straight line basis over 5 years from the launching date.
- 16.3.6 All recurring expenditure shall be charged first to the Sub-Fund's income, then to realized capital gains, then to the Sub-Fund's assets. Other expenses may be amortised over a period not exceeding five years.
- 16.3.7 Costs and expenses which cannot be allotted to one specific Sub-Fund or Class will be charged to the different Sub-Funds or Classes proportionately according to their respective net assets or allocated in such way as the Directors will determine prudently and in good faith.

## **17. TAX ASPECTS**

The Company is subject to Luxembourg tax legislation.

### **17.1 The Company**

- 17.1.1 In accordance with Luxembourg legislation currently in force (which, is therefore, subject to any future changes), the Company is not subject to any tax on income, capital gains tax or wealth tax.
- 17.1.2 The Company's net assets are subject to a subscription tax of 0.05% per annum payable at the end of each calendar quarter and calculated on the basis of the Company's total net assets at the end of the relevant quarter.
- 17.1.3 The subscription tax is reduced to 0.01% per annum in respect of Classes reserved to Institutional Investors as per article 174 of the 2010 Law. The subscription tax is furthermore not applicable for the portion of the assets of a Sub-Fund invested in other Luxembourg undertakings for collective investment which are already subject to the subscription tax. Finally, for investments in activities qualifying as environmentally sustainable economic activities in the meaning of article 3 of Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment and amending SFDR (the "**ESG Activities**"), the subscription tax is reduced to 0.04% of the NAV if the relevant Sub-Fund is investing at least 5% of its net assets in ESG Activities, to 0.03% of the NAV if the relevant Sub-Fund is investing at least 20% of its net assets in ESG Activities, to 0.02% of the NAV if the relevant Sub-Fund is investing at least 35% of its net assets in ESG Activities and to 0.01% of the NAV if the relevant Sub-Fund is investing at least 50% of its net assets in ESG Activities respectively.
- 17.1.4 Interest and dividend income received by the Company may be subject to non-recoverable withholding tax in the countries of origin. The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin.

- 17.1.5 No stamp duty or other tax is payable in Luxembourg on the issue of Shares in the Company.

## 17.2 Shareholders

- 17.2.1 Shareholders are not normally subject to any capital gains, income, withholding, gift, estate, inheritance or other taxes in Luxembourg except for Shareholders domiciled, resident or having a permanent establishment in Luxembourg, and except for certain former residents of Luxembourg and non-residents if owning more than 10% of the share capital of the Company, disposing of it in whole or part within six (6) months of acquisition.
- 17.2.2 **However, it is incumbent upon any purchasers of Shares in the Company to inform themselves about the relevant legislation and tax regulations applicable to the acquisition, holding and sale of Shares with regard to their residence qualifications and nationality.**

## 18. COMMON REPORTING STANDARDS

- 18.1.1 On 13 February 2014, The OECD published a common reporting standard (“**CRS**”) aiming at preventing tax evasion through foreign bank accounts and effectively ensuring that resident taxpayers pay tax on foreign investment income by means of an automatic exchange of information (“**AEOI**”) on a global basis. The CRS, conceptually based on the IGA described in the section “Important Information” of this Prospectus, stipulates the scope of information to be exchanged on financial accounts, which financial institutions are obligated to report and what type of accounts and taxpayers must be reported.
- 18.1.2 In December 2014, the Council adopted Council Directive 2014/107/EU amending provisions on the mandatory AEOI between tax administrations (the “**CRS Directive**”). It extended the scope of that exchange to include interest, dividends and other types of income. The CRS Directive that entered into force on 1 January 2016 (for Austria on 1 January 2017), is generally broader in scope than the Savings Directive. It provides that in cases of overlap of scope, the CRS Directive is to prevail. It was implemented in Luxembourg by the Law of 18 December 2015 on the automatic exchange on financial account information in the field of taxation (the “**CRS Law**”).
- 18.1.3 The CRS Law covers all types of investment income of natural and legal persons (e.g. dividends, income from certain insurance policies and similar income) as well as account balances and proceeds from the sale of financial assets, in addition to interest payments. Not only banks and depositaries, but also other financial institutions such as brokers, UCIs, and certain insurance companies may be classified as financial institutions required to report. The CRS Law also sets out the related due diligence to be observed in identifying financial accounts subject to reporting.
- 18.1.4 Luxembourg financial institutions subject to reporting must integrate CRS requirements into the system of existing client analysis and the new client acceptance procedure. This includes the identification of financial asset holders and the determination whether they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement. Furthermore, Luxembourg financial institutions will report annually the financial account information of the asset holder to the Luxembourg Tax Authority, which will transfer this information automatically to the foreign tax authorities.

- 18.1.5 Accordingly, the Company requires its Shareholders and Investors to provide information in relation to the identity and fiscal residence of financial account holders.
- 18.1.6 These relate, in particular, to the following information:
- Name, address, tax identification number, countries of residence as well as date and place of birth of each person subject to reporting requirements;
  - Account number;
  - Value of the Shares;
  - Investment income credited, including sales proceeds.
- 18.1.7 In connection with this, Shareholders and Investors are required to submit the necessary information and documents to the Company and acknowledge that the Company and/or the Management Company, to the extent necessary, might pass this information and evidence on to the Luxembourg Tax Authority.
- 18.1.8 Shareholders and Investors who do not comply with the aforementioned obligations must bear the costs resulting from this and exempt the Company from any burdens and obligations. In addition, the Company may decide to demand the compulsory redemption of their Shares from these Shareholders.
- 18.1.9 Shareholders and Investors are obliged to report without delay any change in circumstances which could affect and/or change their tax residence so that the Company can fully comply with its statutory reporting obligation.
- 18.1.10 Under CRS Law, the first AEOI was made in September 2017 for information related to the year 2016.
- 18.1.11 Investors are recommended to consult their professional advisors on the possible tax and other consequences with respect to the implementation and application of CRS.

## **19. FINANCIAL YEAR**

The financial year of the Company ends on the last day of February.

## **20. PERIODICAL REPORTS AND PUBLICATIONS**

- 20.1.1 The Company publishes an audited annual report within four (4) months after the end of the financial year and an unaudited semi-annual report within two (2) months after the end of the period to which it refers.
- 20.1.2 The annual report includes the accounts of the Company and of each Sub-Fund.
- 20.1.3 All these reports will be made (free of charge) available to the Shareholders upon request at the registered office of the Company, the Depositary Bank and other establishments appointed by the Depositary Bank.
- 20.1.4 The Net Asset Value per Share of each Class in each Sub-Fund as well as the issue and redemption prices will be made public at the offices of the Depositary Bank.

20.1.5 Any amendments to the Articles will be published in RESA.

**21. RIGHTS ON A WINDING-UP: DURATION - MERGER - DISSOLUTION OF THE COMPANY AND THE SUB-FUNDS**

21.1.1 The Company has been established for an unlimited period. However, the Company may be liquidated at any time by a resolution adopted by an extraordinary meeting of Shareholders, at which meeting one or several liquidators will be named and their powers defined. Liquidation will be carried out in accordance with the provisions of Luxembourg law. The net proceeds of liquidation corresponding to each Sub-Fund shall be distributed by the liquidators to the Shareholders of the relevant Sub-Fund in proportion to the value of their holding of Shares.

21.1.2 If and when for any reason the net assets of all Classes in a Sub-Fund fall below € 50,000,000 or if any economic or political situation would constitute a compelling reason, or in order to proceed to an economic rationalisation, or if required in the interest of the Shareholders of the relevant Sub-Fund, the Directors may decide to redeem all the Shares of that Sub-Fund. In any such event Shareholders will be notified by redemption notice published in such newspapers determined by the Directors in accordance with Luxembourg laws, and will be paid the Net Asset Value of the Shares of the relevant Class held as at the redemption date. Unless the Board of Directors otherwise decides in the interests of, or to maintain equal treatment between, the Shareholders, the Shareholders of the relevant Sub-Fund may, prior to the relevant compulsory redemption date, continue to request redemption or conversion of their Shares free of redemption and conversion fees. The costs of liquidation of the Sub-Fund will be charged to the relevant Sub-Fund and reflected in the Net Asset Value of the Shares of such Sub-Fund.

21.1.3 Under the same circumstances as described above, the Directors may decide to merge any Sub-Fund with one or more other Sub-Funds or merge any Sub-Fund into other collective investment undertakings governed by Part I of the 2010 Law or reorganise the Shares of a Sub-Fund into two or more Classes or combine two or more Classes of Shares into a single Class providing in each case it is in the interests of Shareholders of the relevant Sub-Funds. Publication of the decision will be made as described above including details of the merger and will be made at least one calendar month prior to the merger taking effect during which time Shareholders of the Sub-Fund or Classes of Shares to be merged may request redemption of their Shares free of charge. The decision to merge or liquidate a Sub-Fund may also be made at a meeting of Shareholders of the particular Sub-Fund concerned. When such merger is to be implemented with a *fonds commun de placement* (i.e., a collective investment undertaking of the contractual type having the legal structure of an unincorporated co-proprietorship) or a foreign based collective investment undertaking, resolutions shall be binding only such Shareholders who have expressly indicated their consent thereto.

21.1.4 Under the same circumstances as described above, the Directors may also decide upon the reorganisation of any Sub-Fund by means of a division into two or more separate Sub-Funds. Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the two or more separate Sub-Funds resulting from the reorganisation. Such publication will be made at least one month before the date on which the reorganisation becomes effective in order to enable Shareholders to request

redemption or switch of their Shares, free of charge, before the reorganisation becomes effective.

21.1.5 Any liquidation proceeds from the liquidation of a Sub-Fund remaining unclaimed will be deposited in escrow at the *Caisse de Consignation* within nine (9) months from the decision to liquidate the relevant Sub-Fund. Amounts not claimed from escrow within the period fixed by law may be liable to be forfeited in accordance with the provisions of Luxembourg laws.

## **22. DOCUMENTS AVAILABLE FOR INSPECTION**

22.1.1 The following documents are deposited and kept available for inspection at the offices of the Depositary Bank and the Company's registered office:

- the Prospectus
- the KIIDs;
- the Articles;
- the Management Company Services Agreement;
- the Depositary Agreement;
- the Administrative Agent Agreement; and
- the annual and semi-annual reports of the Company.

## **23. INVESTMENT RESTRICTIONS**

23.1.1 The Board of Directors has adopted the following restrictions relating to the investment of the Company's assets and its activities. These 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 Company, in which case this Prospectus will be updated.

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

## **23.2 INVESTMENTS IN ELIGIBLE ASSETS**

23.2.1 Investments in the Company shall comprise exclusively of:

- (a) Transferable Securities and Money Market Instruments listed or dealt in on a Regulated Market; and /or
- (b) Transferable Securities and Money Market Instruments dealt in on an Other Regulated Market in a Member State; and /or
- (c) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in an Other State or dealt in on an Other Regulated Market in an Other State; and / or
- (d) 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 a Regulated Market, a official stock exchanges in an Other State or on an Other Regulated Market referred to above under (a) to (c) and that such a listing will be obtained within one (1) year of the date of issue; and /or

- (e) units of UCITS and/or other UCIs, whether situated in a Member State or not, provided that:
  - (i) such other UCIs have been authorized under the laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured (at the time of the present Prospectus, the laws of Canada, Hong Kong, Japan, Norway, Switzerland or the United States),
  - (ii) 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 Directive,
  - (iii) 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,
  - (iv) 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
- (f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in an Other State provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law; and/or
- (g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market, stock exchange in an Other State or on an Other Regulated Market referred to in subparagraphs (a) to (c) above, and/or financial derivative instruments dealt in over-the-counter (“**OTC derivatives**”), provided that:
  - (i) the underlying consists of instruments covered by this section (A)(1), financial indices, interest rates, foreign exchange rates or currencies, in which the Compartments may invest according to their investment objective;

- (ii) the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF;
  - (iii) 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.
- (h) Money Market Instruments other than those dealt in on a Regulated Market or on an Other Regulated Market, if the issuer or the issuer of such instruments are themselves regulated for the purpose of protecting Shareholders and savings, and provided that such instruments are:
- (i) 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, an Other 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
  - (ii) issued by an undertaking any securities of which are dealt in on Regulated Markets or Other Regulated Market referred to in (a) to (c) above, or
  - (iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU 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 EU law, or
    - (1) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to Shareholder protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (10,000,000 Euro) and which presents and publishes its annual accounts in accordance with directive 78/660/EEC, is an entity which, within a Group of Companies, 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.

23.2.2 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 (A)(1) above.

23.2.3 Each Sub-Fund may hold ancillary liquid assets.



- 23.2.4 (a) Each Sub-Fund may invest no more than 10% of its Net Asset Value in Transferable Securities or Money Market Instruments issued by the same body.

Each Sub-Fund may not invest more than 20% of its Net Asset Value in deposits made with the same body.

(b)

(i) Furthermore, where any Sub-Fund holds investments in Transferable Securities and Money Market Instruments of any issuing body which individually exceed 5% of the Net Asset Value of such Sub-Fund, the total value of all such investments must not account for more than 40% of the Net Asset Value of such Sub-Fund;

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

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

(i) Investment in financial derivative instruments shall only be made provided that the exposure to the underlying assets does not exceed in aggregate the investment limits set forth in (C)(1), (C)(2)(i), (C)(3)(i) and (v), (C)(4), (C)(5) and (C)(6)(i) and (iii). When the Compartment invests in index-based financial derivative instruments, these investments do not have to be combined to the limits set forth in (C)(1), (C)(2)(i), (C)(3)(i) and (v), (C)(4), (C)(5) and (C)(6)(i) and (iii).

(ii) When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of (A)(1)(g), 2d indent, and (C)(3)(iv) as well as with the risk exposure and information requirements laid down in this Prospectus.

(iii) The Company shall ensure that its global exposure relating to derivative instruments does not exceed the total net value of its portfolio.

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

(iv) Notwithstanding the individual limits laid down in paragraph (C)(1), C(2)(i) and C(3)(i), a Sub-Fund may not combine:

(1) investments in Transferable Securities or Money Market Instruments issued by,

- (2) deposits made with, and/or
  - (3) exposures arising from OTC derivative transactions undertaken with a single body in excess of 20% of its net assets.
- (d) The limit of 10% laid down in paragraph (C)(1) above shall be 35% in respect of Transferable Securities or Money Market Instruments which are issued or guaranteed by a Member State, its local authorities or by any Other State or by public international bodies of which one or more Member States are members.
- (e)
  - (i) The limit of 10% set under (C)(1) above is increased up to 25% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public control in order to protect the holders of such qualifying debt securities. For the purposes hereof, “qualifying debt securities” are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Sub-Fund invests more than 5% of its net assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the net assets of such Sub-Fund.
  - (ii) The securities and Money Market Instruments specified under (i) and (C)(4) above shall not be included in the calculation of the limit of 40% under (C)(2)(i).
- (f)
  - (i) The limits set out in paragraphs (C)(1), C(2)(i), (C)(3)(i) and (v), (C)(4) and (5)(i) and (6) above may not be aggregated and, accordingly, the value of investments in Transferable Securities and Money Market Instruments issued by the same body, in deposits or derivative instruments made with this body, effected in accordance with paragraphs (C)(1), C(2)(i), (C)(3)(i) and (v), (C) (4) and (5)(i) may not, in any event, exceed a total of 35% of each Sub-Fund’s Net Asset Value.
  - (ii) 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 recognized international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this paragraph (C).
  - (iii) A Sub-Fund may cumulatively invest up to 20% of its net assets in Transferable Securities and Money Market Instruments within the same group.

- (g) **Where any Sub-Fund has invested in accordance with the principle of risk spreading in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities or by any OECD member state, or by public international bodies of which one or more Member States are members, the Company may invest 100% of the Net Asset Value of any Sub-Fund in such securities and Money Market Instruments provided that such Sub-Fund must hold securities from at least six different issues and the value of securities from any one issue must not account for more than 30% of the Net Asset Value of the Sub-Fund.**

Subject to having due regard to the principle of risk spreading, a Sub-Fund need not comply with the limits set out in articles 43 to 46 of the 2010 Law for a period of six (6) months following the date of its authorisation and launch.

- (h) Without prejudice to the limits set forth hereafter under (E), the limits set forth in (C)(1) are raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when the aim of the Sub-Fund 's investment policy is to replicate the composition of a certain stock or bond index which is recognized by the CSSF, on the following basis:
- (i) the composition of the index is sufficiently diversified,
  - (ii) the index represents an adequate benchmark for the market to which it refers,
  - (iii) it is published in an appropriate manner.

The limit of 20% is raised to 35% where that 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 this limit is only permitted for a single issuer.

23.2.5 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 Asset Value of the Sub-Fund, and then only as a temporary measure. For the purpose of this restriction back to back loans for the purpose of acquiring foreign currency are not considered to be borrowings.

23.2.6 (a) 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.

- (b) 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, and/or (c) 10% of the Money Market Instruments of any single issuer. However, the limits laid down in (b) and (c) 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 the net amount of instruments in issue cannot be calculated.

The limits set out in paragraph (E)(i) and (ii) above shall not apply to:

- (i) Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or its local authorities;
- (ii) Transferable Securities and Money Market Instruments issued or guaranteed by any Other State;
- (iii) Transferable Securities and Money Market Instruments issued by public international bodies of which one or more Member States are members; or
- (iv) shares held in the capital of a company incorporated in a Other 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 holding represents the only way in which such Sub-Fund's assets may 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 2010 Law.

- 23.2.7 (a) Each Sub-Fund may acquire units of the UCITS and/or other UCIs referred to in paragraph (A)(e), provided that no more than 10% of a Sub-Fund's net assets be invested in aggregate in the units of UCITS or other UCIs.
- (b) When a Sub-Fund invests in the units or shares of other UCITS and/or other UCIs which are:
- (i) managed directly or indirectly by the investment manager of said Sub-Fund, or
  - (ii) managed by a company to which said Sub-Fund is associated (i) by way of common management, (ii) by way of common control or (iii) by way of a direct or indirect holding of more than 10% of the capital or votes,  
  
said Sub-Fund can only charge a reduced management fee of up to 0.25% on the portion of the assets invested in such UCITS and/or UCI; on the contrary, no issue or redemption fees may be further charged by said Sub-Fund on aforementioned portion of assets
  - (iii) The Company may acquire no more than 25% of the units of the same UCITS and/or other UCI. This limit may be disregarded at the time of acquisition if at that time the gross amount of the units in issue cannot be calculated. In case of a UCITS or other UCI with multiple sub-funds, this restriction is applicable by reference to all units issued by the UCITS/UCI concerned, all sub-funds combined.

- (iv) The underlying investments held by the UCITS or other UCIs in which the Sub-Funds invest do not have to be considered for the purpose of the investment restrictions set forth under 1. (C) above.

The investment limits laid down above may be exceeded whenever subscription rights attaching to securities which form part of the Company's assets are being exercised.

If such limits are exceeded as a result of exercising subscription rights or for reasons beyond the Company's control, the Company shall endeavour as a priority aim to redress the balance, while taking due account of the interests of the Company's Shareholders.

### 23.3 PROHIBITED INVESTMENTS

- 23.3.1 The Company will not make investments in precious metals or certificates representing these.
- 23.3.2 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 3 below.
- 23.3.3 The Company will not purchase or sell real estate or any option, right or interest therein, provided the Company may invest in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.
- 23.3.4 The Company may not carry out uncovered sales of Transferable Securities, other financial instruments or Money Market Instruments referred to in 1.(A) (1) (e), (g) and (h).
- 23.3.5 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 Asset Value of the Sub-Fund, and then only as a temporary measure. For the purpose of this restriction back to back loans for the purposes of acquiring foreign currency are not considered to be borrowings.
- 23.3.6 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 (E) above, and then such mortgaging, pledging, or hypothecating may not exceed 10% of the Net Asset Value of each Sub-Fund. In connection with 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.
- 23.3.7 The Company will not underwrite or sub-underwrite securities of other issuers.
- 23.3.8 The Company is not authorized to allocate credits for the account of a Sub-Fund.

## 23.4 FINANCIAL TECHNIQUES AND INSTRUMENTS

### 23.4.1 General

The Company is authorized for each Sub-Fund to use techniques and instruments on Transferable Securities, Money Market Instruments, currencies and other eligible assets for the purpose of hedging, efficient portfolio management or investment purposes under the conditions set out in applicable laws, regulations and circulars issued by the CSSF from time to time.

In particular, those techniques and instruments should not result in a change of the declared investment objective and policy of any Sub-Fund or add substantial supplementary risks in comparison to the stated risk profile of any Sub-Fund.

If a Sub-Fund uses such techniques and instruments for investment purposes, or efficient portfolio management (securities lending purchase/repurchase agreements) detailed information on such techniques and instruments will be disclosed in the investment policy of the relevant Sub-Fund. As at the time of issue of this Prospectus, no such techniques or instruments are used by the Management Company.

The risk exposure to a counterparty generated through efficient portfolio management techniques (“**EPM techniques**”) and OTC financial derivatives must be combined when calculating counterparty risk.

### 23.4.2 Investment restrictions

#### (a) Derivatives Instruments

Each Sub-Fund is authorized to use all types of financial derivative instruments traded on a regulated market and/or over-the-counter (OTC) provided they are contracted with leading financial institutions specialized in this type of transactions and subject to regulatory supervision. In particular, the Sub-Fund may take exposure through any financial derivative instruments such as but not limited to warrants, futures, options, swaps and forwards on any underlying in line with the 2010 Law as well as the investment policy of the Sub-Fund, including but not limited to, currencies (including non-delivery forwards), interest rates, Transferable Securities, basket of Transferable Securities, indices (including but not limited to commodities, precious metals or volatility indices), undertakings for collective investment, as will be described in the description of the relevant Sub-Fund.

The success of the strategies employed by the Sub-Funds cannot be guaranteed. Sub-Funds using these techniques and instruments assume risks and incur costs, they would not have assumed or incurred, if they had not used such techniques. The use of derivatives will cause a risk due to leverage. The Company shall ensure that the global exposure of each Sub-Fund relating to financial derivative instruments does not exceed the total net assets of that Sub-Fund. Unless otherwise specified in Appendix I, the Sub-Fund overall risk exposure shall consequently not exceed 200% of its total net assets.

In addition, this overall risk exposure may not be increased by more than 10% by means of temporary borrowings (as indicated under the Chapter “Investment Restrictions” above) so that it may not exceed 210% of any Sub-Fund’s total net assets under any circumstances.

The Investor's attention is further drawn to the increased risk of volatility generated by Sub-Funds using financial derivative instruments and other financial techniques and instruments for other purposes than hedging. If the Investment Manager forecast incorrect trends for securities, currency and interest rate markets, the affected Sub-Fund may be worse off than if no such strategy had been used.

(b) Techniques and instruments relating to Transferable Securities or Money Market Instruments (EPM)

For the purpose of reduction of risk, reduction of cost or in order to generate additional capital or income, the Company is authorized to use the following techniques and instruments relating to Transferable Securities and Money Market Instruments, in compliance with the requirements of the CSSF circulars 08/356 and 13/559 and any other related Luxembourg regulation:

- (i) securities lending transactions,
- (ii) repurchase and reverse repurchase agreement transactions.

The counterparty to these transactions must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law.

All revenues arising from EPM techniques, net of direct and indirect operational costs and fees, will be returned to the Company. Nevertheless, agents and other intermediaries of the Company providing services in connection with such techniques may be remunerated through fees that are expressed as a percentage of gross revenues earned by the Fund through the use of such EPM techniques.

Information on direct and indirect operational costs and fees that may be incurred in this respect as well as the identity of the entities to which such costs and fees are paid – as well as any relationship they may have with the Depositary Bank or Investment Manager – will be available in the annual report of the Company.

### 23.4.3 Securities Lending

Unless further restricted by the investment policies of a specific Sub-Fund as described in the Appendices below, the Company may enter into securities lending transactions provided that they comply with the following rules:

- (a) (The Company may only lend or borrow securities through a standardised system organised by a recognized clearing institution or through a first class financial institution specializing in this type of transaction.

- (b) The Company may only enter into securities lending transactions provided that it is entitled at any time under the terms of the agreement to request the return of the securities lent or to terminate the agreement.
- (c) As part of lending transactions, the Company must in principle receive a guarantee, the value of which at the conclusion of the contract must be at least equal to 90% of the global valuation of the securities lent.

This guarantee must be given in the form of described in the CSSF circulars 08/356 and 13/559:

- (i) liquid assets and/or
- (ii) bonds issued or guaranteed by a EU member state of the OECD or by their local authorities or by supranational institutions and undertakings of a community, regional or worldwide nature and/or
- (iii) shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;
- (iv) shares or units issued by UCITS investing mainly in bonds/shares mentioned in the two items below;
- (v) bonds issued or guaranteed by first class issuers offering an adequate liquidity;
- (vi) shares admitted to or dealt in on a regulated market of a EU member State or on a stock exchange of a member state of the OECD, on the condition that these shares are included in a main index.

The securities lending transactions will be made in accordance with the rules set forth in the CSSF circulars 08/356 and 13/559.

At the date of the Prospectus, the Fund will not enter into securities lending transactions. To this extent that this policy should be reviewed by the Management Company, the Prospectus will be amended accordingly.

#### 23.4.4 Reverse repurchase and repurchase agreement transactions

Unless further restricted by the investment policies of a specific Sub-Fund as described in the Appendices below, the Company may enter into reverse repurchase agreement / repurchase agreement transactions, which consist of a forward transaction at the maturity of which the counterparty / the Company has the obligation to repurchase the asset sold and the Company / the counterparty has the obligation to return the asset received under the transaction, provided that they comply with the following rules:

- (a) during the duration of the reverse repurchase agreement, the Company may not sell or pledge the securities purchased through this contract, except if the Company has other means of coverage.



- (b) The Company must ensure that, at maturity of the agreement, it has sufficient assets to be able to settle the amount agreed with the counterparty for the restitution to the Company.
- (c) The securities borrowed by the Company may not be disposed of during the time they are held by the Company, unless they are covered by sufficient financial instruments which enable the Company to return the borrowed securities at the close of the transaction.
- (d) The Company may only enter into purchase/reverse purchase transactions provided that it is entitled at any time under the terms of the agreement to request the return of the securities lent or to terminate the agreement

These transactions will be made in accordance with the provisions of the CSSF circulars 08/356 and 13/559.

At the date of the Prospectus, the Fund will not enter into repurchase and reverse repurchase transactions. To this extent that this policy should be reviewed by the Management Company, the Prospectus will be amended accordingly.

#### 23.4.5 Management of collateral and collateral policy

##### (a) General

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

Combined risk exposure to a single counterparty may not exceed 10% of the respective sub-fund assets when the counterparty is a credit institution referred to in article 41 paragraph (1) (f) of the law of the 2010 Law or 5% of its assets in any other cases.

##### (b) Eligible collateral

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

- (i) Any collateral received other than cash should be of high quality, highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation;
- (ii) It should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place;

- (iii) It should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty;
- (iv) It should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure of 20% of the Sub-Fund's Net Asset Value to any single issuer on an aggregate basis, taking into account all collateral received.
- (v) It should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

Subject to the abovementioned conditions, collateral received by the Company may consist of:

- (i) Cash and cash equivalents, including short-term bank certificates and Money Market Instruments
- (ii) Bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope
- (iii) Shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent
- (iv) Shares or units issued by UCITS investing mainly in bonds/shares mentioned in (e) and (f) below
- (v) Bonds issued or guaranteed by first class issuers offering adequate liquidity
- (vi) Shares admitted to or dealt in on a regulated market of a Member State of the EU or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

Notwithstanding the previous paragraph, in line with the circular CSSF 13/559, transposing the Guidelines issued by the European Securities and Market Authority (ESMA), at the date of the Prospectus, collateral will be only received in cash and cash equivalents, including short term bank certificates and Money Market Instruments.

To the extent that this policy should be reviewed by the Investment Manager, the Prospectus will be amended accordingly.

(c) Level of collateral required

The level of collateral required across all EPM techniques or OTC derivatives will be at least 100% of the exposure to the relevant counterparty.

(d) Reinvestment of collateral

As the case may be, cash collateral received by each Sub-Fund in relation to any of these transactions may be reinvested in a manner consistent with the investment objectives of such Sub-Fund in

- (i) shares or units issued by money market undertakings for collective investment calculating a daily net asset value and being assigned a rating of AAA or its equivalent,
- (ii) short-term bank deposits,
- (iii) money market instruments as defined in the above referred Grand Ducal Regulation,
- (iv) short-term bonds issued or guaranteed by an EU Member State, Switzerland, Canada, Japan or the United States or by their local authorities or by supranational institutions and undertakings with European Union, regional or world-wide scope,
- (v) bonds issued or guaranteed by first class issuers offering an adequate liquidity, and
- (vi) reverse repurchase agreement transactions according to the provisions described in the CSSF circular.

Such reinvestment will be taken into account for the calculation of each concerned Sub-Fund's global exposure, in particular if it creates a leverage effect.

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

## 23.5 RISK MANAGEMENT PROCESS

The Management Company will employ a risk-management process which enables it, with the Investment Advisor, to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each Sub-Fund. The Management Company or the Investment Advisor will employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

Global exposure is determined using the commitment approach for the following Sub-Funds:

- Memnon European Fund;
- Memnon European Opportunities Fund.

Global exposure is determined using the VaR approach for the following Sub-Funds:

- ARP Fund; and

- European Market Neutral Fund.

## **24. RISK CONSIDERATIONS**

### **24.1 General**

- 24.1.1 The following statements are intended to inform Shareholders and Investors of the uncertainties and risks associated with investments and transactions in equities, fixed income securities, currency instruments, derivatives and other similar instruments. Shareholders and Investors should remember that the price of Shares and any income from them may fall as well as rise and that Shareholders may not get back the full amount invested. Past performance is not necessarily a guide to future performance and Shares should be regarded as a medium to long-term investment. Where the currency of the relevant Sub-Fund varies from the Shareholder's or Investor's home currency, or where the currency of the relevant Sub-Fund varies from the currencies of the markets in which the Sub-Fund invests, there is the prospect of additional loss (or the prospect of additional gain) to the Shareholders or Investor greater than the usual risks of investment.
- 24.1.2 The Company bears the general risks laid down below. However, each Sub-Fund is subject to specific risks, which the Board of Directors will seek to lower, as listed in the Appendix I.

### **24.2 Equity Securities**

Investing in equity securities may offer a higher rate of return than other investments. However, the risks associated with investments in equity securities may also be higher, because the performance of equity securities depends upon factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with equity portfolio is the risk that the value of the investments it holds might decrease in value. Equity security value may fluctuate in response to the activities of an individual company or in response to general market and/or economic conditions. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices.

### **24.3 Investment in Collective Investment Schemes**

- 24.3.1 Investment in collective investment schemes may embed a duplication of the fees and expenses charged to the Company, i.e. setting-up, filing and domiciliation costs, subscription, redemption or conversion fees, management fees, depositary bank fees and other service providers' fees. The accumulation of these costs may entail higher costs and expenses than would have been charged to the Company if the latter had invested directly. The Company will however seek to avoid any irrational multiplication of costs and expenses to be borne by Investors.
- 24.3.2 Also, the Company must ensure that its portfolios of targeted collective investment schemes present appropriate liquidity features to enable them to meet their obligation to redeem or repurchase their Shares. However, there is no guarantee that the market liquidity for such investments will always be sufficient to meet redemption requests as and when they are submitted. Any absence of liquidity may impact the liquidity of the Company's Shares and the value of its investments.

#### 24.4 **Investment in Warrants**

Shareholders and Investors should be aware of, and prepared to accept, the greater volatility in the prices of warrants which may result in greater volatility in the price of the Shares. Thus, due to their nature, warrants may involve Shareholders in a greater degree of risk than conventional securities would do.

#### 24.5 **Stock Market Volatility**

The net asset value of the Company will reflect the volatility of the stock market. Stock markets are volatile and can move significantly in response to the issuer, demand and supply, political, regulatory, market and economic developments.

#### 24.6 **Issuer-Specific Risk**

The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole.

#### 24.7 **Interest Rate Risks**

The net asset value of the Company will change in response to fluctuations in interest rates. Generally, interest rate risk involves the risk that when interest rates decline, the market value of bonds tends to increase, and vice versa. The extent to which the price of a bond changes as the interest rates move may differ by the type of the debt securities.

#### 24.8 **Investment in Derivative Instruments**

24.8.1 Under certain conditions and for the purpose of efficient portfolio management, the Company may use options and futures on securities, indices and interest rates, contracts for difference on Transferable Securities, currencies or any other type of financial instruments (“CFDs”), as described in the Prospectus under “Investment Restrictions”. Also, where appropriate, the Company may hedge market and currency risks using futures, options, CFDs, or forward foreign exchange contracts. In order to facilitate efficient portfolio management and to better replicate the performance of the benchmark, the Company may finally, for a purpose other than hedging, invest in derivative instruments. The Company may only invest within the limits set out in the Prospectus under “Investment Restrictions”.

24.8.2 Transactions in futures carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are “leveraged” or “geared”. A relatively small market movement will have a proportionately larger impact which may work for or against the Shareholder. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions may make it impossible to execute such orders. Financial futures prices are highly volatile and influenced by a variety of diverse factors including, changing supply and demand relationships, government, fiscal, monetary and exchange control programs and policies, national and international political and economic events and government intervention in certain markets, particularly in the currency and interest rate markets. Futures are also subject to illiquid situations when market activity decreases or when a daily price fluctuation limit has been reached.

24.8.3 Transactions in options also carry a high degree of risk. Selling (“writing” or “granting”) an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may

sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is “covered” by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

- 24.8.4 The attention of the Shareholders is drawn to the fact that, due to the use of derivative instruments to cover the inherent credit risk of some issuers or to achieve its investment objective, combined with the possibility to affect borrowings, there may be circumstances where the Company’s exposure may not entirely be covered by the assets of the Company.

## 24.9 **Political and/or Regulatory Risks**

- 24.9.1 The value of the Company’s assets may be affected by uncertainties such as international political developments, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investment may be made. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in certain countries in which investment may be made may not provide the same degree of investor protection or information to investors as would generally apply in major securities markets.
- 24.9.2 The Company is domiciled in Luxembourg and Shareholders and Investors should note that all the regulatory protections provided by their local regulatory authorities may not apply. Shareholders and Investors should consult their financial or other professional advisor for further information in this area.

## 24.10 **Funds Investing in Lower Rated, Higher Yielding Debt Securities**

The Sub-Funds may invest in lower rated, higher yielding debt securities, which are subject to greater market and credit risks than higher rated securities. Generally, lower rated securities pay higher yields than more highly rated securities to compensate Shareholders for the higher risk. The lower ratings of such securities reflect the greater possibility that adverse changes in the financial condition of the issuer, or rising interest rates, may impair the ability of the issuer to make payments to holders of the securities. Accordingly, an investment in these Sub-Funds is accompanied by a higher degree of credit risk than is present with investments in higher rated, lower yielding securities.

## 24.11 **Market and Settlement Risks**

- 24.11.1 The securities markets in some countries lack the liquidity, efficiency and regulatory and supervisory controls of more developed markets.
- 24.11.2 Lack of liquidity may adversely affect the ease of disposal of assets. The absence of reliable pricing information in a particular security held by a Sub-Fund may make it difficult to assess reliably the market value of assets.
- 24.11.3 The share register may not be properly maintained and the ownership or interest may not be (or remain) fully protected.
- 24.11.4 Registration of securities may be subject to delay and during the period of delay it may be difficult to prove beneficial ownership of the securities.
- 24.11.5 The provision for custody of assets may be less developed than in other more mature markets and thus provides an additional level of risk for the Sub-Funds.

24.11.6 Settlement procedures may be less developed and still be in physical as well as in dematerialised form.

#### 24.12 **Foreign Exchange/Currency Risk**

Although Shares in the Company may be denominated in a particular currency, the Company may invest its assets in securities denominated in a wide range of currencies, some of which may not be freely convertible. The Net Asset Value of the Company as expressed in its base currency will fluctuate in accordance with the changes in the foreign exchange rate between that currency and the currencies in which the Company's investments are denominated. The Company may therefore be exposed to a number of risks as follows:

- Conversion into foreign currency or transfer from some markets of proceeds received from the sale of securities cannot be guaranteed.
- The value of the currency in some markets, in relation to other currencies, may decline such that the value of the investment is adversely affected.
- Exchange rate fluctuations may also occur between the trade date for a transaction and the date on which the currency is acquired to meet settlement obligations.
- It may not be possible or practicable to hedge against the consequent foreign exchange/currency risk exposure.

#### 24.13 **Execution and Counterparty Risk**

24.13.1 The Company may be subject to the risk of the inability of the counterparty, or any other entities, in or with which an investment or transaction is made, to perform in respect of undertaken transactions, whether due to insolvency, bankruptcy or other causes.

24.13.2 In some markets there may be no secure method of delivery against payment which would minimise the exposure to counterparty risk. It may be necessary to make payment on a purchase or delivery on a sale before receipt of the securities or, as the case may be, sale proceeds. No counterparty of the Company or a Sub-Fund involved in such transactions is subject to the general supervision of the Depositary Bank to the extent such counterparty does not hold assets of the Company or a Sub-Fund.

#### 24.14 **Illiquidity/Suspension of Share Dealings**

24.14.1 Some Sub-Funds may face temporary illiquidity situations due to parameters such as market activity, small volumes of investments or difficulties in the pricing of underlying investments.

24.14.2 Under certain exceptional circumstances, such as unusual market conditions, an unusual volume of repurchase requests or other, illiquidity situations may lead the Company to suspend or defer the redemption or conversion of Shares.

#### 24.15 **Custody Risk**

Local custody services in some of the market countries in which the Company may invest may not be the same as those in more developed market countries and there is a transaction and custody risk involved in dealing in such markets.

## 24.16 **Taxation**

Investors' attention is drawn to the taxation risks associated with investing in the Company. Further details relating to the Luxembourg tax legislation are given under the heading "Tax Aspects" in the main part of the Prospectus. However, nothing in this Prospectus may be construed any tax advice and Investors should consult their own professional advisors regarding any tax issues in the context of any contemplated investment in the Company.

## 24.17 **Data Protection Legislation**

24.17.1 The Company's processing of personal data imposes regulatory risks and legal requirements relating to the collection, storage, handling and transfer of personal data continue to develop. The Company may become subject to new legislation or regulation concerning the personal data they may process (as defined in the GDPR), including the requirements of the GDPR. The GDPR had direct effect from 25 May 2018, and introduced a range of new compliance obligations regarding the processing of personal data and new obligations on data controllers and data processors and rights for data subjects, including, among others:

- (a) accountability and transparency requirements, which will require data controllers to demonstrate and record compliance with the GDPR and to provide more detailed information to data subjects regarding processing;
- (b) enhanced data consent requirements, which includes "explicit" consent in relation to the processing of sensitive data;
- (c) obligations to consider data privacy as any new products or services are developed and limit the amount of information collected, processed, stored and its accessibility;
- (d) constraints on using data to profile data subjects;
- (e) providing data subjects with personal data in a useable format on request and erasing personal data in certain circumstances; and
- (f) reporting of breaches without undue delay (72 hours where feasible).

24.17.2 The GDPR also introduced new fines and penalties for a breach of requirements, including fines for serious breaches of up to the higher of 4% of annual worldwide turnover or €20m and fines of up to the higher of 2% of annual worldwide turnover or €10m (whichever is highest) for other specified infringements. The GDPR identified a list of points to consider when imposing fines (including the nature, gravity and duration of the infringement).

24.17.3 The implementation of the GDPR required substantial amendments to the Company's policies and procedures. Whilst the Company intends to comply with any obligations arising out of the GDPR, if it is implemented, interpreted or applied in a manner inconsistent with such policies and procedures, it may be fined or ordered to change its business practices in a manner that adversely impacts its operating results. The Company may also need to comply with data protection laws and regulations of other jurisdictions. Compliance with these laws and regulations may divert the Company's time and effort and entail substantial expense. Any failure to comply with these laws and regulations by the Company could result in negative publicity and may subject the Company to significant costs or penalties associated with litigation or regulatory action.



## 25. DATA PROTECTION

- 25.1 The personal data or information given in an application form or otherwise collected, provided to or obtained by the Company, acting as data controller (the “**Data Controller**”), in connection with an application to subscribe for, or for the holding of, one or more Shares, or at any other time, as well as details of the Investor’s holding of Share(s) (“**Personal Data**”), will be stored in digital form or otherwise and collected, used, stored, retained, transferred and/or otherwise processed for the purposes described below (the “**Processing**”), in compliance with the provisions of the Data Protection Legislation.
- 25.2 The Data Controller will collect, use, store, retain, transfer and/or otherwise process the Personal Data: (i) on the basis of the Investor’s consent; (ii) where necessary to perform any services resulting from the application form, including the holding of one or more Shares in general; (iii) where necessary to comply with a legal or regulatory obligation of the Data Controller; (iv) where necessary for the purposes of the legitimate interests pursued by the Data Controller, the Central Administration Agent, the Depositary, the distributor(s) or other service providers to the Company (including without limitation its auditors and information technology providers), any lender to the Data Controller or related entities (including without limitation their respective general partner or management company/investment manager and service providers) in or through which the Data Controller intends to invest, and any of the foregoing respective agents, delegates, affiliates, subcontractors and/or their successors and assigns generally (together the “**Data Processors**” and each a “**Data Processor**”), which mainly consist in the provision of the services in connection with the application form to the Investor or compliance with foreign laws and regulations and/or any order of a foreign court, government, regulatory or tax authority, including when providing such services in connection with the application form to the Investor, and to any beneficial owner(s) and any person holding a direct or indirect interest in the Investor and/or any beneficial owner who has not directly entered into the application form (“**Relevant Persons**”), except where such legitimate interests are overridden by the interest or fundamental rights and freedoms of the Investor or any Relevant Person(s). Should the Investor refuse to communicate its Personal Data or the collection, use, storage, retention, transfer and/or any other processing of its Personal Data as described herein, the Central Administration Agent may refuse the subscription of Share(s).
- 25.3 The Processing includes, without limitation, the collection, use, storage, retention, transfer and/or any other processing of Personal Data for any of the following purposes:
- 25.3.1 to process, manage and administer the Shares and any related accounts on an on-going basis;
  - 25.3.2 for any specific purpose(s) to which the Investor has consented in addition to its consent in the application form in compliance with the Data Protection Legislation;
  - 25.3.3 to comply with legal or regulatory requirements applicable to the Data Controller, a Data Processor and/or the Investor;
  - 25.3.4 where necessary for the purposes of tax reporting to one or more relevant authorities; and
  - 25.3.5 to fulfill the terms and conditions of, and any services required by, the Investor in relation to the application form and the holding of the Share(s) and to execute all tasks that are carried out under the application form and in relation to the Investor’s Share(s).

- 25.4 The Personal Data that will be collected, used, retained, stored, transferred and/or otherwise processed includes without limitation: (i) the name, address, email address, telephone numbers, business contact information, current employment, career history, current investments, historic investments, investment preferences, and credit history of the Investor and of related individuals of the Investor (including without limitation the Investor's directors, officers, individual representatives, legal representatives, trustees, settlors, signatories, shareholders, unitholders, Investors, nominees, employees and/or any relevant person(s)); (ii) any other data required by the Data Controller to perform services in connection with or resulting from the application form, the Investor's Share(s), and/or any contract with any Data Processor; and (iii) any data required by the Data Controller to comply with any legal and/or regulatory obligations. The Personal Data will be directly collected from the Investor or, as the case may be, through public sources, social media, subscription services, other third party data sources or, through the Investor's authorized intermediaries, directors, officers, individual representatives (including, without limitation, legal representatives), trustees, settlors, signatories, shareholders, unitholders, Investors, nominees or employees.
- 25.5 Each Investor is required to:
- 25.5.1 have duly and completely informed all natural persons (including, without limitation, the subscriber's directors, officers, individual representatives, legal representatives, trustees, settlors, signatories, shareholders, unitholders, Investors, nominees, employees, any relevant person(s) and representatives of legal persons) and other data subjects whose Personal Data will be processed in the context of the Investor holding of Share(s) about the collection, use, storage and/or transfer and/or any other processing of their Personal Data and their rights as described in this section in accordance with the information requirements under the Data Protection Legislation; and
- 25.5.2 where necessary and appropriate, have obtained any consent that may be required for the Processing of said Personal Data in accordance with the requirements of the Data Protection Legislation.
- 25.6 The Data Controller shall be entitled to assume that those persons have, where necessary, given any such consent and have been informed of all information relating to the collection, use, storage and/or transfer and/or processing of their Personal Data and of their rights as described in this section.
- 25.7 Each Investor acknowledges, understands and, to the extent necessary, consents that for purposes of and in connection with the Processing:
- 25.7.1 the Data Processors may collect, use, retain, store transfer and/or otherwise process Personal Data on behalf of the Data Controller in accordance with Data Protection Legislation; and
- 25.7.2 Personal Data may also be shared, transferred and disclosed, out of the context of any delegation, to any Data Processors and to third parties, acting as data controllers, including the Investor's professional and financial advisers, any Data Processor's auditors, technology providers, board of managers or directors, delegates, duly appointed agents and related, associated or affiliated companies, in each case which may be located in a jurisdiction that does not have equivalent data protection laws to those of the EEA, including the Data Protection Legislation and the Luxembourg law of 5 April 1993 on the financial sector, as amended which provides for a professional secrecy obligation, or that are not subject to an adequacy decision of the European Commission, for their own

purposes, including, without limitation, developing and processing the business relationship with any shareholder(s) and/or any Relevant Person(s).

- 25.8 Each Investor acknowledges, understands and, to the extent necessary, will be asked to consent to the collection, use, processing, storage and retention of Personal Data by the Central Administration Agent, acting as a data processor, for the provision of the services to be provided under the Administration Agreement and for other related purposes for which it acts as a data controller and also acknowledges and consents (1) to the transfer of such Personal Data to other companies or entities within the Central Administration Agent's group, including its offices outside Luxembourg and the EU; and (2) to the transfer of such Personal Data to third party companies or entities including their offices outside the EU where the transfer is necessary for the maintenance of records, administrations or provision of services under the Administration Agreement in relation to any investment product or services of any group of companies. The maintenance of records, administrations and provision of the services contemplated under the Administration Agreement will leverage operational and technological capabilities located outside Luxembourg and the EU. Personal Data including the identity of the Investor and the values of its Shares in the Company will therefore be accessible to other companies or entities within the Central Administration Agent's and promoter's group. Personal Data may be transferred by the Central Administration Agent to a country which does not maintain a legal and regulatory framework to protect confidentiality of personal data (including, without limitation, Personal Data) equivalent to that of Luxembourg and the EU.
- 25.9 Each Investor acknowledges and, to the extent necessary, will be asked to consent to the fact that the Depositary and the distributor(s) may collect, use, store, transfer and retain and/or otherwise process the Personal Data, acting as a data processor, for the purpose of carrying out its obligations under the Depositary Agreement or the distribution agreement(s) respectively and for other related purposes, for which it acts as a data controller, including auditing, monitoring and analysis of its business, fraud and crime prevention, fighting against money laundering and terrorism financing, legal and regulatory compliance, and the marketing by the Depositary of other services. The Depositary may disclose Personal Data to a sub-custodian or other custodial delegate, a securities depositary, a securities exchange or other market, an issuer, a broker, third party agent or subcontractor, a professional advisor or public accountant, a revenue authority or any governmental entity in relation to and as required for the purpose of processing of any tax relief claim (the "**Authorized Recipients**") for the purpose of enabling the Depositary to perform its duties under the Depositary Agreement (the "**Permitted Purpose**") with the full support of the relevant Authorized Recipients who need to obtain such Personal Data to provide relevant support, and to use communications and computing systems operated by the Authorized Recipients, for the Permitted Purpose, including where such Authorized Recipients are present in a jurisdiction outside Luxembourg or in a jurisdiction outside the EU, which does not maintain a legal and regulatory framework to protect confidentiality of personal data (including, without limitation, Personal Data) equivalent to that of Luxembourg.
- 25.10 Each Investor acknowledges and, to the extent necessary, consents to the collection, use, storage, retention and/or other processing of Personal Data by the concerned Data Processors, for the provision of services under the relevant distribution or sub-distribution agreement(s) including the promotion and marketing of Shares, the transfer of information requested by any Data Processors to comply with any law, regulation or recommendation from supervisory or tax authorities applicable to it or them (including without limitation anti-money laundering rules and regulations), process complaints and assist in relation to facilitating the subscription process and preparation and contents of the Investor's due diligence questionnaires. In particular, each Investor (i) will be asked to consent to the transfer of such Personal Data to any Data Processor, which may be established in a jurisdiction which does not ensure an adequate protection of personal data, and/or in other

countries which may or not maintain a legal and regulatory framework to protect confidentiality of Personal Data equivalent to that of Luxembourg and the EU and (ii) will be asked to acknowledge and consent to the fact that the transfer of such Personal Data is necessary for the purposes described hereinabove and more generally, the admittance of the Investor as a Shareholder of the Company.

- 25.11 Each Investor acknowledges and, to the extent necessary, will be asked to consent to the fact that Personal Data the Investor is supplying or that is collected will enable the Company, the Board of Directors as well as, where relevant, any of the Data Processors, to process, manage and administer the Shares and any related accounts on an on-going basis, and to provide appropriate services to the Investor as a shareholder of the Company including the provision of periodic reports, performance updates, newsletters and market commentary by the Investment Advisor or any distributor. Any of the Data Processors may collect, use, store, transfer, retain or otherwise process the Personal Data for the purposes described in the application form, this Prospectus, the Administration Agreement, the Depositary Agreement, as well as for the purposes of the Investor's (and any Relevant Person's) anti-money laundering identification and tax identification in this context, and in order to comply with their applicable legal obligations including without limitation prevention of terrorism financing, prevention and detection of crime, tax reporting obligations including FATCA and CRS.
- 25.12 Without prejudice to the below, and notwithstanding the Investor's consent to the processing of its Personal Data in the manner set forth in the application form, the Investor has the right to object at any time to processing of its Personal Data (including, without limitation, for direct marketing purposes, which includes profiling to the extent that it is relating to such marketing).
- 25.13 Each Investor acknowledges, understands, and to the extent necessary, will be asked to consent to the fact that the Data Controller as well as, where relevant, the Data Processors, may be required by applicable laws and regulations to transfer, disclose and/or provide Personal Data, in full compliance with applicable laws and regulations, and in particular Article 48 of the GDPR (when applicable), to supervisory, tax, or other authorities in various jurisdictions, in particular those jurisdictions where (i) the Company is or is seeking to be registered for public or limited offering of the Investor's Shares, (ii) Investors are resident, domiciled or citizens or (iii) the Company is, or is seeking to, be registered, licensed or otherwise authorized to invest.
- 25.14 By investing, each Investor acknowledges, understands, and to the extent necessary, will be asked to consent to the fact that the transfer of the Investor's data, including Personal Data, may be transferred to a country that does not have equivalent data protection laws to those of the EEA, as described above, or that are not subject to an adequacy decision of the European Commission, including the Data Protection Legislation and the Luxembourg law of 5 April 1993 on the financial sector, as amended which provides for a professional secrecy obligation. The Data Controller will transfer the Personal Data (i) on the basis of any adequacy decision of the European Commission with respect to the protection of personal data; (ii) on the basis of appropriate safeguards listed by and subject to the provisions of article 46 of the GDPR (when applicable), such as standard contractual clauses, binding corporate rules, an approved code of conduct, or an approved certification mechanism; (iii) on the basis of the consent; (iv) where necessary for the performance of the services resulting from the application form; (v) where necessary for the performance of services by the Data Processors provided in connection with the application form; (vi) where necessary for important reasons of public interest; (vii) where necessary for the establishment, exercise or defense of legal claims; (viii) where the transfer is made from a register which is legally intended to provide information to the public and which is open to consultation, in accordance with applicable laws and regulations, provided that the transfer does not involve

the entirety of the personal data or entire categories of the personal data contained in the shareholder's register; or (ix) subject to the provisions of article 49(1) of the GDPR (when applicable), where the transfer is necessary for the purposes of compelling legitimate interests pursued by the Data Controller which are not overridden by the interests or rights and freedoms of the relevant data subjects.

- 25.15 Each Investor has the right to request a copy of Personal Data held in relation to it, and to request that they be amended, updated, completed or deleted as appropriate, if incorrect, and to request a limitation to a processing of its Personal Data and the portability of any Personal Data processed by the Data Controller in the manner and subject to the limitations prescribed in the Data Protection Legislation.
- 25.16 Each Investor is entitled to address any claim relating to the processing of its Personal Data to a data protection supervisory authority; in Luxembourg, the *Commission Nationale pour la Protection des Données*.
- 25.17 The Personal Data will be held until the Investor ceases to be a shareholder of the Company and a period of 10 years thereafter where necessary to comply with applicable laws and regulation or to establish, exercise or defend actual or potential legal claims, subject to the applicable statutes of limitation, unless a longer period is required by applicable laws and regulations.
- 25.18 The Data Controller and the Data Processors processing the Personal Data on its behalf will accept no liability with respect to an unauthorized third party receiving knowledge of, or having access to, its Personal Data, except in the case of proven negligence or serious misconduct by the Data Controller and/or any Data Processor that processes the Personal Data on its behalf or by any of their respective employees, officers, affiliates, agents and sub-contractors. In any event, the liability of the Data Controller with respect to the processing of Personal Data remains strictly limited to what is imposed by the Data Protection Legislation.
- 25.19 The Board of Directors draws the Investors' attention to the fact that any Investor will only be able to fully exercise his shareholder rights directly against the Company, notably the right to participate in general meetings of Shareholders if the Investor is registered himself and in his own name in the Company's register of Shareholders maintained by the Registrar and Transfer Agent. 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 should seek advice from their salesman or intermediary on their rights in the Company.

## APPENDIX I

### SUB-FUNDS IN OPERATION

#### Memnon Fund – Memnon European Fund

#### 1. OBJECTIVES AND INVESTMENT POLICY

##### 1.1. Profile of the typical Investor and target market

This Sub-Fund is a medium risk vehicle aiming to provide capital growth. It may be suitable for Investors who are more concerned with maximising long term returns than minimising possible short term losses.

The Sub-Fund is an eligible investment for a PEA. This means that the Sub-Fund has at least 75% of its net assets invested in shares and / or securities equivalent to shares of corporate entities having their registered office in a European Union or a European Economic Area country, eligible to a PEA. Regardless of the other provisions in this Prospectus, the Sub-Fund will continuously invest directly more than 50% of its assets in shares of corporations which are listed on a stock exchange or traded on an organized market, in accordance with section 2 § 6 of the German Investment Tax Act (“GITA”). Therefore, the Sub-Fund is expected to be treated as an “equity fund” (*Aktienfonds*) for German taxation purposes.

The recommended investment period is over five (5) years.

The Sub-Fund is available for investment by retail and institutional investors meeting the typical investor profile described above. The Sub-Fund may not be suitable for investors outside the target market. It is recommended that a potential investor in the Sub-Fund seek independent financial advice before making an investment decision.

##### 1.2. Investment Objective

The objective of this Sub-Fund is to maximise long term capital growth by investing primarily in quoted equity listed on or dealt in Regulated Markets within Europe which are issued by companies with principal offices in Europe.

##### 1.3. Investment Policy

###### (a) General

In order to achieve its investment objective, this Sub-Fund will base its investments on fundamental research in the selection of Transferable Securities for long positions. The Sub-Fund will benefit from proprietary valuation models for each of its individual investments and the strategy will be reviewed frequently in light of discussions it may have with the management of the issuers of the Transferable Securities in which the Sub-Fund is invested or is contemplating to invest. The policy of the Sub-Fund is to maintain a concentrated portfolio of equities across a range of European countries and sectors subject to the investment restrictions set out in this Prospectus.

###### (b) Sustainability-related factors

The Management Company with the support of the Investment Advisor aims to promote sustainability-related characteristics by taking into account

environmental, social and governance factors ("ESG") into its investment decision process in accordance with article 8 of SFDR. The Management Company with the support of the Investment Advisor has adopted for this purpose an ESG Policy which may be consulted on [www.zadig.lu](http://www.zadig.lu). According to the ESG Policy, each invested equity will be subject to a thorough assessment based on a variety of ESG factors provided by external sources and complemented by internal and external research. While the Management Company may on a case-by-case basis retain equities for the portfolio showing lower ESG characteristics, an important part of the portfolio shall be invested in equities considered by the Management Company as showing high ESG characteristics according to its ESG Policy. No index has been designated as a reference benchmark for the purpose of attaining environmental or social characteristics promoted by the Sub-Fund.

(c) Use of derivatives

Within the limits set out in the investment restrictions in the main body of the Prospectus, the Sub-Fund may use derivative techniques and instruments for hedging or other purposes, in order to improve the returns of the Sub-Fund.

In particular, the Sub-Fund may use call or put options and/or futures and/or forward contracts on Transferable Securities, interest rates, financial indices and other financial instruments, such as swaps agreements, traded on Regulated Markets, OTC or financial derivative instruments in conformity with article 9 of the Grand Ducal Regulation.

(d) Eligibility for PEA

The attention of the Investors is further drawn to the fact that the Sub-Fund is eligible to a PEA. In this context, the Company undertakes that the Sub-Fund will invest on a permanent basis at least 75% of its assets in shares and / or securities equivalent to shares of corporate entities having their registered office in a European Union or a European Economic Area country, eligible to a PEA.

1.4. Investment Advisor

The Management Company has appointed Zadig Asset Management LLP as the Investment Advisor. The Investment Advisory Agreement was concluded for an unlimited duration and may be terminated as provided therein.

Zadig Asset Management LLP was formed on 28 June 2005 under the laws of England & Wales. It has been authorized and regulated by the Financial Conduct Authority since 21 October 2005. Zadig Asset Management LLP's main activity is to advise and manage segregated mandates and it acts as investment advisor and manager for other investment funds and management companies.

1.5. Risk Management

The Sub-Fund will use the commitment approach to monitor its global exposure.

In addition, the risk management process takes into account Sustainability Risks in accordance with the ESG Policy. Information on Sustainability Risks are available at the Management Company.

## 1.6. Risk Factors

The Sub-Fund is subject to the specific risks linked to investments in equity securities and collective investment schemes as well as to market volatility linked to the investment in derivative instruments and warrants. Furthermore, a risk of illiquidity of the Sub-Fund may not be excluded.

The Sub-Fund is an eligible investment for a PEA. The amount to be invested in the Sub-Fund depends on each Investor's personal situation. In order to determine this, Investors must take into account their personal assets and their current needs. It is also highly recommended that investments be diversified in order to avoid exposure solely to the risks of this Sub-Fund. In the event of any change to the Sub-Fund which means that it will no longer be an eligible investment for a PEA, prior written notice of the change will only be provided to French resident Investors.

For full details of the risks applicable to investing in this Sub-Fund, all Investors are advised to refer to “Risk Considerations” in the Prospectus.

## 1.7. Dividend Policy

In respect of the Accumulation Shares, under normal circumstances, the Sub-Fund does not intend to declare and make distributions with respect to the net investment income and realised capital gains of each Accumulation Share. Accordingly, the Net Asset Value of these Accumulation Shares will reflect any net investment income or capital gains.

For Distribution Shares, dividends will be declared by the relevant shareholders at the annual general meeting of shareholders or any other shareholder meeting. During the course of a financial year, the Board of Directors may declare interim dividends in respect of the Sub-Fund.

Registered shareholders will be informed of the decision to pay dividends and of their payment date by way of a notice that will be sent by mail.

Shareholders in the Distribution Shares shall have the discretion to elect that any distribution payable or declared shall be reinvested in the Sub-Fund instead of being paid in cash.



1.8. Share Classes

The following Classes are currently available for subscription:

Share Classes	Currency	Hedged against EUR	Minimum initial investment	Minimum Subsequent Subscription Amount	Subscription fee	Management fee	Performance fee rate	Distribution policy
Class I Euro	EUR	N/A	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class D Euro	EUR	N/A	1 000 000	No minimum	None	up to 1.25%	15%	Distribution Shares
Class PEA I	EUR	N/A	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I1 Euro*	EUR	N/A	25 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I2 Euro*	EUR	N/A	50 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I GBP	GBP	Yes	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I1 GBP*	GBP	Yes	25 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I2 GBP*	GBP	Yes	50 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I USD	USD	Yes	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I1 USD	USD	Yes	25 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I2 USD	USD	Yes	50 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class U GBP	GBP	No	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class U1 GBP*	GBP	No	25 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class U2 GBP*	GBP	No	50 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class M Euro	EUR	N/A	100 000 000	No minimum	None	up to 1.00%	15%	Accumulation Shares
Class MD Euro	EUR	N/A	100 000 000	No minimum	None	up to 1.00%	15%	Distribution Shares
Class R Euro	EUR	N/A	10 000	No minimum	None	up to 1.75%	15%	Accumulation Shares
Class DR Euro	EUR	N/A	10 000	No minimum	None	up to 1.75%	15%	Distribution Shares
Class PEA R	EUR	N/A	10 000	No minimum	None	up to 1.75%	15%	Accumulation Shares
Class R GBP	GBP	Yes	10 000	No minimum	None	up to 1.75%	15%	Accumulation Shares
Class R USD	USD	Yes	10 000	No minimum	None	up to 1.75%	15%	Accumulation Shares
Class A1 GBP	GBP	N/A	10 000	No minimum	up to 5%	up to 1.00%	15%	Accumulation Shares
Class A2 GBP	GBP	N/A	10 000	No minimum	None	up to 2.00%	15%	Accumulation Shares

Class W Euro	EUR	N/A	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class W GBP	GBP	Yes	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class W USD	USD	Yes	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class E Euro	EUR	N/A	10 000	No minimum	None	0%	0%	Accumulation Shares
Class E GBP	GBP	Yes	10 000	No minimum	None	0%	0%	Accumulation Shares

\* These Classes are available to those financial intermediaries providing independent investment advisory services or discretionary investment management as defined in Directive 2014/65/EU (MiFID II) and those financial intermediaries providing non-independent investment services and activities who have separate fee arrangements with their clients under which they have agreed not to receive or retain inducements.

Classes I are reserved to Institutional Investors.

Classes M are reserved to Institutional Investors subject to a minimum initial investment per subscriber of at least EUR 100,000,000. Investment into Classes M is at the absolute discretion of the Board of Directors.

Classes R are reserved to retail Investors. Class R GBP will be offered mainly to Investors in the United Kingdom.

Classes A are reserved to retail investors. Investment into Classes A is at the absolute discretion of the Board of Directors.

Classes W are reserved to retail investors subject to a minimum initial investment per subscriber of at least EUR/GBP/USD 1,000,000. Investment into Classes W is at the absolute discretion of the Board of Directors. Class W GBP will be offered mainly to Investors in the United Kingdom.

Classes U are unhedged Classes.

Classes with the letter “D” in their names are Distribution Share Classes.

Classes PEA I and PEA R are reserved to French PEA (*Plan d’Epargne en Actions*).

Classes E shall be closed to all Investors except for the employees and/or members of the Management Company and the Investment Advisor and their affiliates employed or as appointed from time to time who can subscribe to Class E Euro Shares directly or indirectly where Investors have the Management Company or the Investment Advisor or their respective employees and/or members as beneficiaries.

#### 1.9. Initial Offering Period

The initial offering period and launch date for Classes D Euro, I1 Euro, I1 GBP, I2 GBP, I1 USD, I2 USD, U GBP, U1 GBP, DR Euro, A1 GBP, A2 GBP, W GBP, W USD and E GBP will be set at dates to be determined by the Board of Directors.

#### 1.10. Reference currency

The reference currency is EUR.

#### 1.11. Frequency of calculation of NAV

The NAV is calculated in a daily basis.

The NAV of the Sub-Fund, all Classes and Series will be calculated on every Business Day (the “**Valuation Day**”).

1.12. Frequency of dealing

The Dealing Day for all Classes or Series of this Sub-Fund shall be every Valuation Day or such Business Days as the Directors may determine in their absolute discretion from time to time on a case by case basis in accordance with equal treatment of Investors.

1.13. Performance Fee

Except for Classes E Euro and E GBP Shares, the Management Company is entitled to receive a performance fee, in addition to the management fee.

In this section the following definitions shall apply:

**Benchmark Index** means a rate set at the value equal to the performance of the MSCI Daily Net TR Europe ex UK EURO in respect of each Performance Period.

**Start Target NAV** means the following:

- (a) in the first Performance Period of the relevant Class or Series, the Net Asset Value at which the Class or Series was issued and thereafter;
- (b) where a performance fee was paid in the previous Performance Period for the relevant Class or Series, the Net Asset Value as at the end of the previous Performance Period of the Class or Series for which such performance fee was paid after deducting the performance fee then paid;
- (c) where no performance fee was paid in the previous Performance Period for the relevant Class or Series, the preceding Performance Period Net Asset Value for which a performance fee for the relevant Class or Series was paid multiplied by the annual performance of the Benchmark Index on a cumulative basis from that Performance Period to the immediately preceding Performance Period.

For the purpose of calculating the Start Target NAV, the Central Administration Agent may make relevant adjustments for subscriptions, redemptions, and dividends.

**Performance Period** means the period starting from 1 March of each year and ending on the last calendar day of February every year. If a new Class or Series is launched during a Performance Period, then the first Performance Period for that Class or Series shall start on the date on which such a Class or Series is launched and end on the last calendar day in February that follows.

**Target NAV** means the Start Target NAV multiplied by the performance of the Benchmark Index for the relevant period. For the purpose of calculating the Target NAV, the Central Administration Agent may make relevant adjustments for subscriptions, redemptions, and dividends.

A performance fee is payable if the Net Asset Value of the relevant Class or Series during the relevant Performance Period exceeds the Target NAV for the same period. The performance fee (if any) will amount to a percentage, as set out below for each Class and applicable to the Series in the relevant Class, of the Net Asset Value of the relevant Class or Series in excess of the Target NAV of the relevant Class or Series as at the end of the relevant Performance Period.

To the extent that the Net Asset Value of a relevant Class underperforms in relation to the relevant Benchmark Index, no performance fee will be accrued until such underperformance on a Class and Series basis has been made good in full, and any previously accrued but unpaid performance fees will be partly or fully reversed accordingly.

For the purpose of calculating the performance fee, the Net Asset Value of the relevant Class or Series shall be calculated after deducting all expenses, the relevant management fee but without accounting for any accrued performance fee then payable. The performance fee shall be deemed to accrue on a daily basis and will normally be payable to the Management Company in arrears as at the end of the Performance Period within 30 (thirty) Business Days. However, where Shares are redeemed or converted during a Performance Period, the accrued performance fee in respect of those Shares will be payable within 30 (thirty) Business Days after the date of redemption.

If the Management Company Services Agreement is terminated before the end of any Performance Period, the performance fee in respect of the then current Performance Period will be calculated as though the date of termination were the end of the Performance Period.

The Central Administration Agent shall calculate independently the performance fee and be responsible for any adjustments made to take into account the redemption of Shares during a Performance Period.

#### 1.14. New Series

The Company may at any time authorise and offer additional Series of Shares having different rights and privileges. The Company may also at its discretion close a Series.

Notably, a separate Series for a Class shall be issued by the Company with effect from the next Dealing Day that follows the Net Asset Value of the relevant Class or Series falling below 7% of the Target NAV of the relevant Class or Series, calculated from the beginning of the relevant Performance Period until the relevant date of the 7 % fall (the “Date”). The Board of Directors therefore reserves the right to immediately close the relevant Class or Series for new subscriptions, although redemptions will continue to be allowed as usual. The new Series will be issued at a price per Share equal to the Net Asset Value per Share in the relevant Class or Series on the Date.

Each Series will maintain a separate Net Asset Value and a separate Start Target NAV as described above. Shares within a Series will have the same Net Asset Value per Share. Any performance fee or management fee determined with respect to a particular Series will be debited against the Net Asset Value of such Series. Class I Euro Series, Class I GBP Series, Class I USD Series, Class I1 Euro Series, Class I1 GBP Series, Class I1 USD Series, Class I2 Euro Series, Class I2 GBP Series, Class I2 USD Series, Class U GBP Series, Class U1 GBP Series, Class U2 GBP Series, Class M Euro Series, Class MD Euro Series, Class A1 GBP Series, Class A2 GBP Series, Class DR Euro Series, Class D Euro Series will be designated in numerical sequence beginning with “I Euro1”, “I GBP1”, “I USD1” etc.

At the end of a Performance Period in which a performance fee accrual becomes payable for certain Series, the Board of Directors reserves the right to consolidate these relevant Series into a single Series.

The applicable rate of performance fee is set out above under point 1.8.

For the avoidance of doubt, any reference to a benchmark in relation to the performance fee calculation should under no circumstances be considered indicative of a specific investment style. The Benchmark Index is only used to calculate the performance fee of the Sub-Fund.

The latter is actively managed and as such does not seek to replicate the Benchmark Index, but instead can differ from the Benchmark Index in order to achieve its objective. The Sub-Fund is not managed in reference to the Benchmark Index, meaning that the latter does not play a role in the management of the Sub-Fund. It should be noted that as the total Net Asset Value may differ between Classes and Series, separate performance fee calculations will be carried out for separate Classes and Series, which therefore may become subject to different amounts of performance fees.

#### 1.15. Benchmarks Regulation

The Benchmark Index is provided by MSCI Limited, a benchmark administrator authorized by the UK's Financial Conduct Authority as a UK administrator under Regulation (EU) 2016/1011 (the "**Benchmark Regulation**"), and listed on the register of administrators maintained by ESMA pursuant to the Benchmark Regulation. The Management Company maintains a written plan setting out the actions that will be taken in the event of the Benchmark Index materially changing or ceasing to be provided. This plan is available free of charge upon request at the registered office of the Company.

## **Memnon Fund – ARP Fund**

### **1. OBJECTIVES AND INVESTMENT POLICY**

#### **1.1. Profile of the typical Investor and target market**

This Sub-Fund is a medium risk vehicle aiming to provide capital growth over a medium to longer term in all market conditions, following an absolute return approach. It may be suitable for Investors who are more concerned with maximising long term returns than minimising possible short term losses by investing in an actively managed portfolio consisting of derivatives, Transferable Securities, cash and collective investment schemes.

The Sub-Fund is available for investment by retail and institutional investors meeting the typical investor profile described above. The Sub-Fund may not be suitable for investors outside the target market. It is recommended that a potential investor in the Sub-Fund seek independent financial advice before making an investment decision.

#### **1.2. Investment Objective**

The objective of this Sub-Fund is to provide Shareholders with a positive medium to long-term capital appreciation by dynamically allocating assets of the Sub-Fund within a diversified set of liquid instruments.

#### **1.3. Investment Policy**

In order to achieve its investment objective, this Sub-Fund will invest in liquid asset classes including but not limited to international equity, international fixed income, derivative instruments linked, inter alia, to equity indices, sovereign bonds, interest rate instruments, currencies, commodity indices and more specifically the Bloomberg Commodity Index (the Bloomberg Commodity Index is further described below under “General Description of the Bloomberg Commodity Index”), exchange traded funds, Money Market Instruments and UCIs. The Sub-Fund will not invest in asset backed securities or mortgage backed securities. The Sub-Fund will limit its investments in UCIs to up to 10% of its net assets. Such investments in UCIs shall include investments in open ended exchange traded funds. Within the limits set out in the investment restrictions in the main body of the Prospectus, the Sub-Fund may also invest in structured products such as, in particular, credit linked notes or any other transferable security whose returns are linked to the performance of an index, currencies, interest rates, Transferable Securities, a basket of Transferable Securities or a UCI.

#### **1.4. Eligible Indices**

The Sub-Fund will invest in index-linked derivative instruments, which shall only be linked to eligible indices. An eligible index shall qualify as an eligible index within the meaning of applicable Luxembourg laws and regulations, including the articles set forth in the 2010 Law, as well as any present or future related Luxembourg laws or implementing regulations, circulars and CSSF’s positions, in particular the provisions of (i) article 8, 9 and 12 of the Grand Ducal Regulation, of (ii) article 44 of the 2010 law relating to the requirements for underlying financial indices and of (iii) CSSF circular 08/339 (if relevant), CSSF circular 08/380 and CSSF circular 13/559.

#### **1.5. Investment Process**

Exposure to the various asset classes will vary with time and will be computed following a systematic allocation process based on two main processes:

- (a) Strategic Allocation: the global risk of the portfolio is balanced between the different asset classes following a “risk parity framework”. The “risk parity framework” to asset allocation seeks to balance the allocation of risk across asset classes (as measured by forecasted volatility, estimated potential loss, and other proprietary measures) when building the portfolio. This signifies that exposures depend notably on a target risk budget predefined for each asset and the risk of each asset; and
- (b) Active Modulation: the Strategic Allocation component is actively modulated based on quantitative market analysis according to different market variables including but not limited to market prices, market volatility and market fundamental variables.

Within the limits set out in the investment restrictions in the main body of the Prospectus, the Sub-Fund will use derivative techniques and instruments for efficient portfolio management, in order to improve the returns of the Sub-Fund. In particular, the Sub-Fund may use futures and/or forward contracts and/or options on Transferable Securities, interest rates, financial indices and other financial instruments, such as total return swaps, traded on Regulated Markets, over-the-counter or financial derivative.

Within the limits set out in the investment restrictions in the main body of the Prospectus, the Sub-Fund’s investment policy may include investments of more than 35% of its net asset value in Money Market Instrument or Transferable Securities issued or guaranteed by an OECD Member State.

Without prejudice to the limits set forth under the investment restrictions in the main body of the Prospectus, the Sub-Fund may invest up to 100% of its net asset value in sovereign bonds, which shall include German Government Bonds and US Treasury Notes.

#### 1.6. General Description of the Bloomberg Commodity Index

The Bloomberg Commodity Index, introduced in 1998, is designed to provide a highly liquid and diversified benchmark for commodity markets as an asset class. The Bloomberg Commodity Index provides broad-based exposure to commodities as an asset class, since no single commodity or commodity sector dominates the Index. The Index embodies four main principles in its design: economic significance (based on liquidity and production data), diversification, continuity and liquidity.

The full calculation methodology providing detailed information on index constituents, index calculation, re-balancing methodologies, index changes and information on any operational difficulties in providing timely and accurate information, is disclosed by the index provider and available, free of charge, at the following link: <http://www.djindexes.com>.

The Management Company has employed an index assessment methodology confirming that the Bloomberg Commodity Index qualifies as an eligible index under the current Luxembourg regulations and in particular the provisions of article 9 of the Grand Ducal Regulation the CSSF Circular 13/559 implementing the ESMA Guidelines on ETFs (exchange-traded funds) and other UCITS issues.

The composition of the Bloomberg Commodity Index is rebalanced by the index provider each year.

#### 1.7. Disclosure under SFDR

The Management Company does not take into account sustainability-related factors in its investment decision process in accordance with last paragraph of article 6.1 of SFDR. An important part of the Sub-Fund's portfolio may be invested in sovereign bonds, interest rate instruments and derivatives on indices where sustainability-related factors can either not be assessed or do not have a significant impact.

#### 1.8. Investment Advisor

The Management Company has appointed Zadig Asset Management LLP as the Investment Advisor pursuant to the Investment Advisory Agreement. The Investment Advisory Agreement was concluded for an unlimited duration and may be terminated as provided therein.

Zadig Asset Management LLP was formed on 28 June 2005 under the laws of England & Wales. It has been authorized and regulated by the FCA since 21 October 2005. Zadig Asset Management LLP's main activity is to advise and manage segregated mandates and from time to time it acts as an investment advisor for other investment funds and management companies.

#### 1.9. Risk Management

The Sub-Fund will use an absolute value at risk (VaR) approach as its chosen method to calculate its global risk exposure in accordance with CSSF Circular 11/512.

Notwithstanding the paragraph under the Chapter titled "Investment Restrictions", the leverage of the Sub-Fund (calculated as the sum of the notionals of the derivatives used) is not expected to exceed 400% of the Sub-Fund's Net Asset Value.

No specific Sustainability Risks are taken into account in the risk management process as an important part of the Sub-Fund's portfolio is invested in sovereign bonds, interest rate instruments and derivatives on indices where Sustainability risks can either not be assessed or do not have a significant impact.

#### 1.10. Risk Factors

The Sub-Fund is subject to the specific risks linked to the investment in derivative instruments and warrants and in particular to potential counterparty and issuer risks. The Sub-Fund is further subject to the specific risks linked to investments in equity securities and collective investment schemes.

The Sub-Fund may take both long and short positions in pursuit of the investment policy. Where the Sub-Fund decides to take short positions, it will do so exclusively through the use of derivatives.

Derivatives will be used both for position-taking in pursuit of the investment policy and for hedging portfolio risks to achieve the investment objective of the Sub-Fund.

For full details of the risks applicable to investing in this Sub-Fund, Investors are advised to refer to "Risk Considerations" in the Prospectus. The Sub-Fund will make significant use of financial derivative instruments for investment purposes and Investors should note the specific risk warnings contained in the Prospectus regarding investing in derivatives and financial derivative instruments and investment strategies. However, the overall risk of the Sub-Fund shall be consistent with its particular investment policy. In this respect the Sub-Fund identified the following risks which have to be disclosed to the Investors:



### *Credit Linked Note Risk*

A credit linked note is a structured product that provides credit exposure to a reference credit instrument such as a bond. Accordingly, particular risks are associated with investments in credit linked notes. Firstly, a credit linked note is a debt instrument which assumes both credit risk of the relevant reference entity (or entities) and the issuer of the credit linked note. There is also a risk associated with the coupon payment: if a reference entity in a basket of credit linked notes suffers a credit event, the coupon will be reset and is paid on the reduced nominal amount. Both the residual capital and coupon are exposed to further credit events. In extreme cases, the entire capital may be lost. There is also the risk that a note issuer may default.

#### 1.11. Dividend Policy

In respect of the Accumulation Shares, under normal circumstances, the Sub-Fund does not intend to declare and make distributions with respect to the net investment income and realised capital gains of each Accumulation Share. Accordingly, the Net Asset Value of these Accumulation Shares will reflect any net investment income or capital gains.

For Distribution Shares, dividends will be declared by the relevant shareholders at the annual general meeting of shareholders or any other shareholder meeting. During the course of a financial year, the Board of Directors may declare interim dividends in respect of the Sub-Fund.

Registered shareholders will be informed of the decision to pay dividends and of their payment date by way of a notice that will be sent by mail.

Shareholders in the Distribution Shares shall have the discretion to elect that any distribution payable or declared shall be reinvested in the Sub-Fund instead of being paid in cash.

#### 1.12. Share Classes

The following Classes are currently available for subscription:

<b>Share Classes</b>	<b>Currency</b>	<b>Hedged against EUR</b>	<b>Minimum initial investment</b>	<b>Minimum Subsequent Subscription Amount</b>	<b>Subscription fee</b>	<b>Management fee</b>	<b>Performance fee rate</b>	<b>Distribution policy</b>
Class I Euro	EUR	N/A	100 000	No minimum	None	up to 1.00%	10%	Accumulation Shares
Class I GBP	GBP	Yes	100 000	No minimum	None	up to 1.00%	10%	Accumulation Shares
Class I USD	USD	Yes	100 000	No minimum	None	up to 1.00%	10%	Accumulation Shares
Class A1 GBP	GBP	Yes	10 000	No minimum	up to 5%	up to 1.00%	10%	Accumulation Shares
Class A2 GBP	GBP	Yes	10 000	No minimum	None	up to 2.00%	10%	Accumulation Shares
Class D Euro	EUR	N/A	100 000	No minimum	None	up to 1.00%	10%	Distribution Shares
Class DR Euro	EUR	N/A	10 000	No minimum	None	up to 1.50%	10%	Distribution Shares
Class R Euro	EUR	N/A	10 000	No minimum	None	up to 1.50%	10%	Accumulation Shares
Class R GBP	GBP	Yes	10 000	No minimum	None	up to 1.50%	10%	Accumulation Shares
Class R USD	USD	Yes	10 000	No minimum	None	up to 1.50%	10%	Accumulation Shares
Class I1 Euro*	EUR	N/A	10 000 000	No minimum	None	up to 1.00%	10%	Accumulation Shares

Class I1 GBP*	GBP	Yes	10 000 000	No minimum	None	up to 1.00%	10%	Accumulation Shares
Class I1 USD*	USD	Yes	10 000 000	No minimum	None	up to 1.00%	10%	Accumulation Shares
Class I2 Euro*	EUR	N/A	25 000 000	No minimum	None	up to 1.00%	10%	Accumulation Shares
Class I2 GBP*	GBP	Yes	25 000 000	No minimum	None	up to 1.00%	10%	Accumulation Shares
Class I2 USD*	USD	Yes	25 000 000	No minimum	None	up to 1.00%	10%	Accumulation Shares
Class E Euro	EUR	N/A	10 000	No minimum	None	0%	0%	Accumulation Shares
Class E USD	USD	Yes	10 000	No minimum	None	0%	0%	Accumulation Shares
Class E GBP	GBP	Yes	10 000	No minimum	None	0%	0%	Accumulation Shares

\* These Classes are available to those financial intermediaries providing independent investment advisory services or discretionary investment management as defined in Directive 2014/65/EU (MiFID II) and those financial intermediaries providing non-independent investment services and activities who have separate fee arrangements with their clients under which they have agreed not to receive or retain inducements

Classes I are reserved to Institutional Investors.

Classes R are reserved to retail Investors. Class R GBP will be offered mainly to Investors in the United Kingdom.

Classes A are reserved to retail investors. Investment into Classes A is at the absolute discretion of the Board of Directors.

Classes with the letter “D” in their names are Distribution Share Classes.

Classes E shall be closed to all Investors except for the employees and/or members of the Management Company and the Investment Advisor and their affiliates employed or as appointed from time to time who can subscribe to Class E Euro Shares directly or indirectly where Investors have the Management Company or the Investment Advisor or their respective employees and/or members as beneficiaries.

#### 1.13. Initial offering period

The initial offering period and launch date for Classes I GBP, I USD, A1 GBP, A2 GBP, D Euro, DR Euro, I1 Euro, I1 GBP, I1 USD, I2 Euro, I2 GBP, I2 USD, E USD and E GBP will be set at dates to be determined by the Board of Directors.

#### 1.14. Reference currency

The reference currency of the Sub-Fund is EUR.

#### 1.15. Frequency of calculation of NAV

The Net Asset Value of the Sub-Fund, all Classes and Series will be calculated on every day (the “**Valuation Day**”), which is defined as a Business Day not falling on a bank holidays in the United States of America.

#### 1.16. Frequency of dealing

#### 1.17. The Dealing Day for all Classes or Series of this Sub-Fund shall be every Valuation Day or such Business Days as the Directors may determine in their absolute discretion from time to time on a case by case basis in accordance with equal treatment of Investors.

#### 1.18. Performance fee

Except for Classes E Euro, E GBP and E USD Shares, the Management Company will receive a performance fee, accrued on each Valuation Day, paid yearly, and based on the Net Asset Value per Share of the relevant Class, equivalent to 10 % of the Net Asset Value per Share of the relevant Class and per performance (measured against the High Water Mark, as defined below).

The performance fee is calculated on the basis of the Net Asset Value per Share of the relevant Class, after deduction of all expenses, liabilities, and management fees, and is adjusted to take account of all subscriptions and redemptions.

The performance fee is based on the Net Asset Value per Share of the relevant Class outperformance multiplied by the outstanding number of Shares at the Valuation Day. No performance fee will be due if the Net Asset Value per Share of the relevant Class before performance fee turns out to be below the high water mark during the calculation period in question.

The high water mark is defined as the last Net Asset Value per Share of the relevant Class on which a performance fee has been paid (the “**High Water Mark**”). The first High Water Mark is the initial Net Asset Value per Share of the relevant Class. The first High Water Mark determination date is the inception date.

Provision will be made for this performance fee on each Valuation day. If the Net Asset Value per Share of the relevant Class underperforms since the last High Water Mark determination date, the provisions made in respect of the performance fee will be reduced accordingly. If these provisions fall to zero, no performance fee will be payable.

In case a Shareholder redeems Shares prior to the end of the performance period, any accrued but unpaid performance fee in respect of such Shares will be paid at the end of the relevant calculation period. This performance fee amount is equal to the product of the performance fee accrual, at the redemption date, by the proportion of the redeemed Shares to the total number of Shares at this date.

In case of subscription, the performance fee calculation is adjusted to avoid that this subscription impacts the amount of performance fee accruals. To perform the adjustment, in relation with the subscribed Shares, the outperformance of the Net Asset Value per Share of the relevant Class against the High Water Mark before the subscription date is not taken into account in the performance fee calculation. This adjustment amount is based on the product of the number of subscribed Shares by the positive difference between the subscription price and the High Water Mark at the date of the subscription. This cumulated adjustment amount is used in the performance fee calculation until the next High Water Mark determination date and is adjusted in case of subsequent redemptions during this period.

Any first calculation period shall start on the inception date and terminate at the last Valuation Day of the ongoing year-end. The subsequent calculation periods shall start on the first and terminate on the last Valuation Day of each following accounting year.

## MEMNON FUND – European Market Neutral Fund

### 1. OBJECTIVES AND INVESTMENT POLICY

#### 1.1. Profile of the typical Investor

This Sub-Fund is a medium risk vehicle aiming to provide capital growth over a medium to longer term in all market conditions, following an absolute return approach. It may be suitable for Investors who are more concerned with maximising long term returns than minimising possible short term losses by investing in an actively managed portfolio consisting of financial derivative instruments, Transferable Securities, cash and collective investment schemes (UCIs).

The Sub-Fund is available for investment by retail and institutional investors meeting the typical investor profile described above. The Sub-Fund may not be suitable for investors outside the target market. It is recommended that a potential investor in the Sub-Fund seek independent financial advice before making an investment decision.

#### 1.2. Investment Objective

Provide capital growth and aim for a positive absolute return over long term period through long and short market exposure primarily in quoted equities and equity-related securities listed on or dealt in Regulated Markets within Europe which are issued by companies headquartered, domiciled in Europe or which conduct a predominant part of their activity in Europe or related financial derivative instruments. The Sub-Fund aims to typically deliver absolute (more than zero) returns in each year, although an absolute return performance is not guaranteed and over the short-term it may experience periods of negative return and consequently the Sub-Fund may not achieve this objective.

#### 1.3. Investment Policy

In order to achieve its objective, the Sub-Fund will mainly invest:

- (a) directly in European stocks; and/or
- (b) in financial derivative instruments having as underlying or offering an exposure to the European stocks.

The Sub-Fund will aim to pursue its Investment Objective by constructing low beta portfolio. The Sub-Fund will limit beta exposure by:

- (a) in long positions in European stocks and contracts for differences on the same stocks; and
- (b) hedging the long exposures by taking short positions in primarily European stocks, index futures (for example Stock Europe 600 Futures) or contracts for difference on stocks.

The result of taking hedged stock positions is that the portfolio will limit the impact of market movements.

Specifically, the Sub-Fund will have flexible net exposure to equity markets by taking long and short exposures primarily on European stocks primarily through the use of Transferable Securities, linear financial derivative instruments “delta one” (i.e. non-optional, financial derivative instruments like contracts for difference (CFD) and swaps) and index futures.

The strategy will seek to gain market exposure primarily on European stocks.

The portfolio will contain a long and short exposure to a limited selection of securities based on fundamental research in selection of individual securities. The Sub-Fund will benefit from proprietary valuation models for each of its individual investments and the strategy will be reviewed frequently in light of discussions it may have with the management of companies in which it invests or is considering for investment.

Regardless of the other provisions in this Prospectus, the Sub-Fund will continuously invest directly at least 25% of its assets in shares of corporations which are listed on a stock exchange or traded on an organized market, in accordance with section 2 § 6 of the German Investment Tax Act (“GITA”). Therefore, the Sub-Fund is expected to be treated as a “mixed fund” (*Aktienfonds*) for German taxation purposes.

The Sub-Fund may also invest up to 10% of its net assets in units or shares of UCIs.

Within the limits set out in the section titled “Investment Restrictions” in the main body of the Prospectus, the Sub-Fund will use derivative techniques and instruments for efficient portfolio management, in order to improve the returns of the Sub-Fund. In particular, the Sub-Fund may use futures and/or forward contracts and/or options on Transferable Securities, interest rates, financial indices and other financial instruments, such as total return swaps, traded on Regulated Markets or OTC.

**The Sub-Fund may take both long and short positions in pursuit of the investment policy. Where the Sub-Fund decides to take short positions, it will do so exclusively through the use of financial derivative instruments.**

**Financial derivative instruments will be used both for position-taking in pursuit of the investment policy and for hedging portfolio risks to achieve the investment objective of the Sub-Fund.**

The Sub-Fund may also take exposure through any other financial derivative instruments such as but not limited to futures, options, swaps (including but not limited to total return swaps, contracts for difference, credit default swaps) and forwards on any underlying in line with the 2010 Law as well as the investment policy of the Sub-Fund, including but not limited to, currencies (including non-delivery forwards), interest rates, Transferable Securities, basket of Transferable Securities, indices (including but not limited to commodities, precious metals or volatility indices), undertakings for collective investment;

If the Management Company considers this to be in the best interest of the Shareholders, the Sub-Fund may also, hold, up to 100% of its net assets in liquidities as among others cash deposits, money market funds and Money Market Instruments or any kind of debt securities.

Within the limits set out in the investment restrictions in the main body of the Prospectus, the Sub-Fund will use derivative techniques and instruments for efficient portfolio management, in order to improve the returns of the Sub-Fund. In particular, the Sub-Fund may use futures and/or forward contracts and/or options on Transferable Securities, interest rates, financial indices and other financial instruments, such as total return swaps, traded on Regulated Markets, over-the-counter or financial derivative.

Within the limits set out in the investment restrictions in the main body of the Prospectus, the Sub-Fund’s investment policy may include investments of more than 35% of its net asset value in Money Market Instrument or Transferable Securities issued or guaranteed by an OECD Member State.

Without prejudice to the limits set forth under the investment restrictions in the main body of the Prospectus, the Sub-Fund may invest up to 100% of its net asset value in sovereign bonds, which shall include German Government Bonds and US Treasury Notes.

#### 1.4. Disclosure under SFDR

The Management Company with the support of the Investment Adviser takes into account, where possible, sustainability-related characteristics by taking into account environmental, social and governance factors ("ESG") into its investment decision process in accordance with article 6.1 of SFDR without promoting sustainability-factors in the meaning of article 8 of SFDR. For this purpose, the Management Company has adopted an ESG Policy which may be consulted on [www.zadig.lu](http://www.zadig.lu).

#### 1.5. Investment Advisor

The Management Company has appointed Zadig Asset Management LLP as the Investment Advisor pursuant to the Investment Advisory Agreement. The Investment Advisory Agreement was concluded for an unlimited duration and may be terminated as provided therein.

Zadig Asset Management LLP was formed on 28 June 2005 under the laws of England & Wales. It has been authorized and regulated by the Financial Conduct Authority since 21 October 2005. Zadig Asset Management LLP's main activity is to advise segregated mandates and it may from time to time act as an investment advisor for other investment funds and management companies.

#### 1.6. Risk Management

The Sub-Fund will use an absolute value at risk (VaR) approach as its chosen method to calculate its global risk exposure in accordance with CSSF Circular 11/512.

Notwithstanding the paragraph under the Chapter titled "Investment Restrictions", the leverage of the Sub-Fund (calculated as the sum of the notionals of the derivatives used) is not expected to exceed 300% of the Sub-Fund's Net Asset Value.

In addition, the risk management process takes into account Sustainability Risks in accordance with the ESG Policy. Information on Sustainability Risks are available at the Management Company.

#### 1.7. Risk Factors

The Sub-Fund is subject to the specific risks linked to the investment in derivative instruments and warrants and in particular to potential counterparty and issuer risks. The Sub-Fund is further subject to the specific risks linked to investments in equity securities and collective investment schemes.

For full details of the risks applicable to investing in this Sub-Fund, Investors are advised to refer to "Risk Considerations" in the Prospectus. The Sub-Fund will make significant use of financial derivative instruments for investment purposes and Investors should note the specific risk warnings contained in the Prospectus regarding investing in derivatives and financial derivative instruments and investment strategies. However, the overall risk of the Sub-Fund shall be consistent with its particular investment policy. In this respect the Sub-Fund identified the following risks which have to be disclosed to the Investors:

## 1.8. Credit Linked Note Risk

A credit linked note is a structured product that provides credit exposure to a reference credit instrument such as a bond. Accordingly, particular risks are associated with investments in credit linked notes. Firstly, a credit linked note is a debt instrument which assumes both credit risk of the relevant reference entity (or entities) and the issuer of the credit linked note. There is also a risk associated with the coupon payment: if a reference entity in a basket of credit linked notes suffers a credit event, the coupon will be reset and is paid on the reduced nominal amount. Both the residual capital and coupon are exposed to further credit events. In extreme cases, the entire capital may be lost. There is also the risk that a note issuer may default.

## 1.9. CFD

A CFD is a contract between two parties, typically described as ‘buyer’ and ‘seller’, stipulating that the seller will pay to the buyer the difference between the current value of an asset and its value when the contract was entered into. CFDs are financial derivatives that allow Shareholders to take long or short positions on underlying financial instruments. CFDs do not involve the purchase or sale of an asset, only the agreement to receive or pay the movement in its price. CFDs are traded over-the-counter and are highly leveraged which entails a high risk of loss and rapid changes to the value of the investment position.

## 1.10. Dividend Policy

In respect of the Accumulation Shares, under normal circumstances, the Sub-Fund does not intend to declare and make distributions with respect to the net investment income and realised capital gains of each Accumulation Share. Accordingly, the Net Asset Value of these Accumulation Shares will reflect any net investment income or capital gains.

For Distribution Shares, dividends will be declared by the relevant shareholders at the annual general meeting of shareholders or any other shareholder meeting. During the course of a financial year, the Board of Directors may declare interim dividends in respect of the Sub-Fund.

Registered shareholders will be informed of the decision to pay dividends and of their payment date by way of a notice that will be sent by mail.

Shareholders in the Distribution Shares shall have the discretion to elect that any distribution payable or declared shall be reinvested in the Sub-Fund instead of being paid in cash.

## 1.11. Share Classes

The following Classes are currently available for subscription:

Share Classes	Currency	Hedged against EUR	Minimum initial investment	Minimum Subsequent Subscription Amount	Subscription fee	Management fee	Performance fee rate	Distribution policy
Class I Euro	EUR	N/A	100 000	No minimum	None	up to 1.50%	15%	Accumulation Shares
Class I GBP	GBP	Yes	100 000	No minimum	None	up to 1.50%	15%	Accumulation Shares
Class I USD	USD	Yes	100 000	No minimum	None	up to 1.50%	15%	Accumulation Shares
Class R Euro	EUR	N/A	10 000	No minimum	None	up to 2.00%	15%	Accumulation Shares
Class R GBP	GBP	Yes	10 000	No minimum	None	up to 2.00%	15%	Accumulation Shares

Class R USD	USD	Yes	10 000	No minimum	None	up to 2.00%	15%	Accumulation Shares
Class D Euro	EUR	N/A	100 000	No minimum	None	up to 1.50%	15%	Distribution Shares
Class DR Euro	EUR	N/A	10 000	No minimum	None	up to 2.00%	15%	Distribution Shares
Class W Euro*	EUR	N/A	100 000	No minimum	None	up to 1.50%	15%	Accumulation Shares
Class W GBP*	GBP	Yes	100 000	No minimum	None	up to 1.50%	15%	Accumulation Shares
Class W USD*	USD	Yes	100 000	No minimum	None	up to 1.50%	15%	Accumulation Shares
Class S Euro	EUR	N/A	100 000	No minimum	None	up to 0.85%	15%	Accumulation Shares
Class S GBP	GBP	Yes	100 000	No minimum	None	up to 0.85%	15%	Accumulation Shares
Class S USD	USD	Yes	100 000	No minimum	None	up to 0.85%	15%	Accumulation Shares
Class RS Euro	EUR	N/A	10 000	No minimum	None	up to 0.85%	15%	Accumulation Shares
Class RS GBP	GBP	Yes	10 000	No minimum	up to 5%	up to 0.85%	15%	Accumulation Shares
Class RS USD	USD	Yes	10 000	No minimum	None	up to 0.85%	15%	Accumulation Shares
Class E Euro	EUR	N/A	10 000	No minimum	None	0%	0%	Accumulation Shares
Class E USD	USD	N/A	10 000	No minimum	None	0%	0%	Accumulation Shares

\* These Classes are available to those financial intermediaries providing independent investment advisory services or discretionary investment management as defined in Directive 2014/65/EU (MiFID II) and those financial intermediaries providing non-independent investment services and activities who have separate fee arrangements with their clients under which they have agreed not to receive or retain inducements

Classes I are reserved to Institutional Investors.

Classes R are reserved to retail Investors. Class R GBP will be offered mainly to Investors in the United Kingdom.

Classes W are reserved to retail investors subject to a minimum initial investment per subscriber of at least EUR/GBP/USD 100,000. Investment into Classes W is at the absolute discretion of the Board of Directors. Class W GBP will be offered mainly to Investors in the United Kingdom.

Classes RS are reserved to retail investors. Investment into Classes RS is at the absolute discretion of the Board of Directors.

Classes S are reserved to Institutional Investors. Investment into Classes S is at the absolute discretion of the Board of Directors.

Classes with the letter “D” in their names are Distribution Share Classes.

Classes E shall be closed to all Investors except for the employees and/or members of the Management Company and the Investment Advisor and their affiliates employed or as appointed from time to time who can subscribe to Class E Euro Shares directly or indirectly where Investors have the Management Company or the Investment Advisor or their respective employees and/or members as beneficiaries.

#### 1.12. Initial Offering Period

The initial offering period and launch date for Classes R GBP, D Euro, DR Euro, W GBP, W USD, S GBP, and E USD will be set at dates to be determined by the Board of Directors.



1.13. Reference currency

The reference currency of the Sub-Fund is EUR.

1.14. Frequency of calculation of NAV

The Net Asset Value of the Sub-Fund, all Classes and Series will be calculated on every Business Day (the “**Valuation Day**”).

1.15. Frequency of dealing

The Dealing Day for all Classes or Series of this Sub-Fund shall be every Valuation Day or such Business Days as the Directors may determine in their absolute discretion from time to time on a case by case basis in accordance with equal treatment of Investors.

1.16. Performance fee

Except for Classes E Euro and E USD, the Management Company will receive a performance fee, accrued on each Valuation Day, paid yearly, and based on the Net Asset Value per Share of the relevant Class, equivalent to 15 % of the Net Asset Value per Share of the relevant Class and per performance (measured against the High Water Mark, as defined below).

The performance fee is calculated on the basis of the Net Asset Value per Share of the relevant Class, after deduction of all expenses, liabilities, and management fees, and is adjusted to take account of all subscriptions and redemptions.

The performance fee is based on the Net Asset Value per Share of the relevant Class outperformance multiplied by the outstanding number of Shares at the Valuation Day. No performance fee will be due if the Net Asset Value per Share of the relevant Class before performance fee turns out to be below the high water mark during the calculation period in question.

The high water mark is defined as the last Net Asset Value per Share of the relevant Class on which a performance fee has been paid (the “**High Water Mark**”). The first High Water Mark is the initial Net Asset Value per Share of the relevant Class. The first High Water Mark determination date is the inception date of the Sub-Fund.

Provision will be made for this performance fee on each Valuation Day. If the Net Asset Value per Share of the relevant Class underperforms since the last High Water Mark determination date, the provisions made in respect of the performance fee will be reduced accordingly. If these provisions fall to zero, no performance fee will be payable.

In case a Shareholder redeems Shares prior to the end of the performance period, any accrued but unpaid performance fee in respect of such Shares will be paid at the end of the relevant calculation period. This performance fee amount is equal to the product of the performance fee accrual, at the redemption date, by the proportion of the redeemed Shares to the total number of Shares at this date.

In case of subscription, the performance fee calculation is adjusted to avoid that this subscription impacts the amount of performance fee accruals. To perform the adjustment, in relation with the subscribed Shares, the outperformance of the Net Asset Value per Share of the relevant Class against the High Water Mark before the subscription date is not taken into account in the performance fee calculation. This adjustment amount is based on the product of the number of subscribed Shares by the positive difference between the subscription price and the High Water Mark at the date of the subscription. This cumulated adjustment amount

is used in the performance fee calculation until the next High Water Mark determination date and is adjusted in case of subsequent redemptions during this period.

Any first calculation period shall start on the inception date of the Sub-Fund and terminate at the last Valuation Day of the ongoing year-end. The subsequent calculation periods shall start on the first and terminate on the last Valuation Day of each following accounting year.

## Memnon Fund – Memnon European Opportunities Fund

### 1. OBJECTIVES AND INVESTMENT POLICY

#### 1.1. Profile of the typical Investor and target market

This Sub-Fund is a medium risk vehicle aiming to provide long-term capital growth to its investors. It may be suitable for Investors who are more concerned with maximizing long term returns than minimizing possible short-term losses.

Regardless of the other provisions in this Prospectus, the Sub-Fund will continuously invest directly at least 51% of its assets in shares of corporations which are listed on a stock exchange or traded on an organized market, in accordance with section 2 § 6 of the German Investment Tax Act (“GITA”). Therefore, the Sub-Fund is expected to be treated as an “equity fund” (*Aktienfonds*) for German taxation purposes.

The recommended investment period is over five (5) years.

The Sub-Fund is available for investment by retail and institutional investors meeting the typical investor profile described above. The Sub-Fund may not be suitable for investors outside the target market. It is recommended that a potential investor in the Sub-Fund seek independent financial advice before making an investment decision.

#### 1.2. Investment Objective

The primary objective of the Sub-Fund is long-term capital appreciation. The Sub-Fund will attempt to achieve its objectives by investing primarily in securities in Western Europe through the purchase and sale predominantly of plain equity investments.

In the definition of the Investment Manager, “Opportunities” makes reference to the opportunistic investment, unconstrained by the adoption of a benchmark, in a highly concentrated portfolio of equity securities presenting exceptional return-on-investment potential, as identified with the approach summarized below, blending investments across the market capitalization spectrum.

This relies on the extensive use of fundamental research to carefully select stocks whose intrinsic value, based on the Investment Manager’s estimate of current asset value, future growth and earnings power, is significantly different from their value as implied by the public market. Additionally, the Investment Manager’s approach may require the identification of a catalyst or event potentially capable of adjusting any difference between the above valuation and that of the marketplace.

As part of this framework, in making valuation judgments about securities, the Investment Manager will strive to apply consistently a disciplined process, which, among other elements, includes the preparation of valuation models for each of the Sub-Fund’s individual investments.

The Investment Manager will strive to monitor closely actual and potential investments through regular contacts with the management of companies in which it invests or is considering for investment.

#### 1.3. Investment Policy

In order to achieve its investment objective, this Sub-Fund will invest at least 51% in equities and other similar instruments mainly issued by companies having their registered office in

Europe, or having a predominant proportion of their assets or interests in Europe or which operate predominantly in or from European countries.

The Sub-Fund could also invest up to 20% in fixed income instruments principally issued by companies having their registered office or their main business activities in Europe, including high yield debt securities or similar high yield instruments preferably denominated in European currencies, convertible bonds, contingent convertible bonds or instruments for which no rating has been awarded to the issuer.

The investment strategy of the Sub-Fund focuses on companies whose growth prospects are attractive over a horizon of at least 3 to 5 years and offer quality business models.

Priority is given to securities picking; consequently, the resultant sectoral or geographic allocation may vary significantly from that of the market. Furthermore, the Sub-Fund will opt for a degree of concentration while observing a sound level of diversification.

The Sub-Fund shall not invest more than:

- 10% of its net assets in UCITS and/or other UCIs;
- 10% of its net assets in REITs;
- 20% of its net assets in contingent convertible bonds.

Within the limits set out in the investment restrictions in the main body of the Prospectus, the Sub-Fund may invest in financial derivative instruments for hedging or efficient portfolio management purposes, in order to improve the returns of the Sub-Fund.

#### 1.4. Disclosure under SFDR

The Management Company with the support of the Investment Adviser takes into account, where possible, sustainability-related characteristics by taking into account environmental, social and governance factors ("ESG") into its investment decision process in accordance with article 6.1 of SFDR without promoting sustainability-factors in the meaning of article 8 of SFDR. For this purpose, the Management Company has adopted an ESG Policy which may be consulted on [www.zadig.lu](http://www.zadig.lu).

#### 1.5. Investment Advisor

The Management Company has appointed Zadig Asset Management LLP as the Investment Advisor pursuant to the Investment Advisory Agreement. The Investment Advisory Agreement was concluded for an unlimited duration and may be terminated as provided therein.

Zadig Asset Management LLP was formed on 28 June 2005 under the laws of England & Wales. It has been authorized and regulated by the Financial Conduct Authority since 21 October 2005. Zadig Asset Management LLP's main activity is to advise and manage segregated mandates and it acts as investment advisor and manager for other investment funds and management companies.

#### 1.6. Risk Management

The Sub-Fund will use the commitment approach to monitor its global exposure.

In addition, the risk management process takes into account Sustainability Risk in accordance with the ESG Policy. Information on Sustainability Risks are available at the Management Company.

#### 1.7. Risk Factors

The Sub-Fund is subject to the specific risks linked to investments in equity securities and fixed income instruments.

##### *Risk related to contingent convertible bonds ("CoCos")*

CoCos are unlimited, principally fixed-income bonds with a hybrid character which are issued as bonds with fixed coupon payments, but which upon a trigger event are mandatorily converted into company shares or written down, provided that respective trigger events are set out in the issuing terms of the CoCos. Coupon payments on certain CoCos may be entirely discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time. Contrary to typical capital hierarchy, CoCos' investors may suffer a loss of capital before equity holders.

Most CoCos are issued as perpetual instruments which are callable at pre-determined dates. Perpetual CoCos may not be called on the predefined call date and investors may not receive return of principal on the call date or at any date. There are no widely accepted standards for valuing CoCos. The price at which bonds are sold may therefore be higher or lower than the price at which they were valued immediately before their sale. In certain circumstances finding a ready buyer for CoCos may be difficult and the seller may have to accept a significant discount to the expected value of the bond in order to sell it.

There are three types of CoCos with different percentage of risk weighted assets (RWA). The implemented legislation through the Capital Requirements Directive IV (CRD IV) and Capital Requirement Regulation (CRR) as with Basel III, mandates a change in the quantity of the highest quality capital layer Common Equity Tier 1 (CET1), increasing from what was effectively 2% to 4.5% of RWA. While the intent of the legislation is to ensure an increase in a bank's common equity, the regulation allows a financial institution to issue Additional Tier 1 (AT1) securities in non-CET1 capital but in the form of CoCos so that Tier 1 capital is at least 6% of RWA at all times. CoCos may also be issued as Tier 2 (T2) instruments so that total capital is at least 8% of RWA at all times.

CoCos are subject to certain predetermined conditions which, if triggered (commonly known as "trigger events"), will likely cause the principal amount invested to be lost on a permanent or temporary basis, or the CoCos may be converted to equity, potentially at a discounted price. Like many preferred securities, CoCos are issued for investment by institutional investors such as the Company. The Sub-Fund may invest in CoCos that are investment grade, and may invest in CoCos offered worldwide by banks and, increasingly, insurance companies.

Coupon payments on CoCos are discretionary and may be deferred but also cancelled by the issuer. Trigger events can vary but these could include the capital ratio of the issuing company falling below a certain level or the share price of the issuer falling to a particular level for a certain period of time. Holders of CoCos may suffer a loss of capital when comparable equity holders do not. In addition the risk of capital loss may increase in times of adverse market conditions. This may be unrelated to the performance of the issuing companies. There is no guarantee that the amount invested in CoCos will be repaid at a certain date as their termination and redemption is subject to prior authorisation of the competent supervisory authority.

In normal market conditions CoCos comprise mainly realisable investments which can be readily sold. The structure of the instruments is innovative yet untested. In a stressed environment, when the underlying features of these instruments will be put to the test, it is uncertain how they will perform. In the event a single issuer activates a trigger or suspends coupons it is not known whether the market will view the issue as an idiosyncratic or systemic event. In the latter case, potential price contagion and volatility to the entire asset class is possible. Furthermore in an illiquid market, price formation may be increasingly stressed. While diversified from an individual company perspective the nature of the universe means that the Sub-Fund may be concentrated in a specific industry sector and the Net Asset Value of the Sub-Fund may be more volatile as a result of this concentration of holdings relative to a fund which diversifies across a larger number of sectors.

#### Real Estate Industry and REIT Risk

The Sub-Fund may invest part of its assets in the real estate industry through investment in listed securities issued by closed-ended Real Estate Investment Trusts (REITs). As a result, investment in the Sub-Fund will be linked to the performance of the real estate markets. Property values may fall due to increasing vacancies or declining rents resulting from unanticipated economic, legal, cultural or technological developments. Real estate company prices also may drop because of the failure of borrowers to pay their loans and poor management.

REITs are companies that acquire and/or develop real property for long term investment purposes. They invest the majority of their assets directly in real property and derive their income primarily from rents.

There are special risk considerations associated with investing in the securities of companies principally engaged in the real estate industry. These risks include: the cyclical nature of real estate values, risks related to general and local economic conditions, overbuilding and increased competition, increases in property taxes and operating expenses, demographic trends and variations in rental income, changes in zoning laws, casualty or condemnation losses, environmental risks, regulatory limitations on rents, changes in neighborhood values, related party risks, changes in the appeal of properties to tenants, increases in interest rates and other real estate capital market influences. Generally, increases in interest rates will increase the costs of obtaining financing, which could directly and indirectly decrease the value of the relevant Sub-Fund's investments.

For full details of the risks applicable to investing in this Sub-Fund, all Investors are advised to refer to "Risk Considerations" in the Prospectus.

#### 1.8. Dividend Policy

In respect of the Accumulation Shares, under normal circumstances, the Sub-Fund does not intend to declare and make distributions with respect to the net investment income and realised capital gains of each Accumulation Share. Accordingly, the Net Asset Value of these Accumulation Shares will reflect any net investment income or capital gains.

For Distribution Shares, dividends will be declared by the relevant shareholders at the annual general meeting of shareholders or any other shareholder meeting. During the course of a financial year, the Board of Directors may declare interim dividends in respect of the Sub-Fund.

Registered shareholders will be informed of the decision to pay dividends and of their payment date by way of a notice that will be sent by mail.

Shareholders in the Distribution Shares shall have the discretion to elect that any distribution payable or declared shall be reinvested in the Sub-Fund instead of being paid in cash.

## 1.9. Share Classes

The following Classes are currently available for subscription:

Share Classes	Currency	Hedged against EUR	Minimum initial investment	Minimum Subsequent Subscription Amount	Subscription fee	Management fee	Performance fee rate	Distribution policy
Class I Euro	EUR	N/A	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class D Euro	EUR	N/A	1 000 000	No minimum	None	up to 1.25%	15%	Distribution Shares
Class I1 Euro*	EUR	N/A	25 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I2 Euro*	EUR	N/A	50 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I GBP	GBP	Yes	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I1 GBP*	GBP	Yes	25 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I2 GBP*	GBP	Yes	50 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I USD	USD	Yes	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I1 USD	USD	Yes	25 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class I2 USD	USD	Yes	50 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class U GBP	GBP	No	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class U1 GBP*	GBP	No	25 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class U2 GBP*	GBP	No	50 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class M Euro	EUR	N/A	100 000 000	No minimum	None	up to 1.00%	15%	Accumulation Shares
Class MD Euro	EUR	N/A	100 000 000	No minimum	None	up to 1.00%	15%	Distribution Shares
Class R Euro	EUR	N/A	10 000	No minimum	None	up to 1.75%	15%	Accumulation Shares
Class DR Euro	EUR	N/A	10 000	No minimum	None	up to 1.75%	15%	Distribution Shares
Class R GBP	GBP	Yes	10 000	No minimum	None	up to 1.75%	15%	Accumulation Shares
Class R USD	USD	Yes	10 000	No minimum	None	up to 1.75%	15%	Accumulation Shares
Class A1 EUR	EUR	N/A	10 000	No minimum	None	up to 1.25%	0%	Accumulation Shares
Class A2 EUR	EUR	N/A	10 000	No minimum	None	up to 2.00%	0%	Accumulation Shares
Class W Euro	EUR	N/A	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class W GBP	GBP	Yes	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class W USD	USD	Yes	1 000 000	No minimum	None	up to 1.25%	15%	Accumulation Shares
Class E Euro	EUR	N/A	10 000	No minimum	None	0%	0%	Accumulation Shares
Class E GBP	GBP	Yes	10 000	No minimum	None	0%	0%	Accumulation Shares

\* These Classes are available to those financial intermediaries providing independent investment advisory services or discretionary investment management as defined in Directive 2014/65/EU (MiFID II) and those



financial intermediaries providing non-independent investment services and activities who have separate fee arrangements with their clients under which they have agreed not to receive or retain inducements.

Classes I are reserved to Institutional Investors.

Classes M are reserved to Institutional Investors subject to a minimum initial investment per subscriber of at least EUR 100,000,000. Investment into Classes M is at the absolute discretion of the Board of Directors.

Classes R are reserved to retail Investors. Class R GBP will be offered mainly to Investors in the United Kingdom.

Classes A are reserved to retail investors. Investment into Classes A is at the absolute discretion of the Board of Directors.

Classes W are reserved to retail investors subject to a minimum initial investment per subscriber of at least EUR/GBP/USD 1,000,000. Investment into Classes W is at the absolute discretion of the Board of Directors. Class W GBP will be offered mainly to Investors in the United Kingdom.

Classes U are unhedged Classes.

Classes with the letter “D” in their names are Distribution Share Classes.

- 1.10. Classes E shall be closed to all Investors except for the employees and/or members of the Management Company and the Investment Advisor and their affiliates employed or as appointed from time to time who can subscribe to Class E Euro Shares directly or indirectly where Investors have the Management Company or the Investment Advisor or their respective employees and/or members as beneficiaries. Initial Offering Period

The initial offering period and launch date for the Classes mentioned above will be set at dates to be determined by the Board of Directors.

- 1.11. Reference currency

The reference currency of the Sub-Fund is EUR.

- 1.12. Frequency of calculation of NAV

The Net Asset Value of the Sub-Fund, all Classes and Series will be calculated on every Business Day (the “**Valuation Day**”).

- 1.13. Frequency of dealing

The Dealing Day for all Classes or Series of this Sub-Fund shall be every Valuation Day or such Business Days as the Directors may determine in their absolute discretion from time to time on a case by case basis in accordance with equal treatment of Investors.

- 1.14. Performance Fee

Except for Classes E Euro and E GBP Shares, the Management Company is entitled to receive a performance fee, in addition to the management fee.

In this section the following definitions shall apply:

**Benchmark Index** means a rate set at the value equal to the performance of the MSCI Europe Mid Cap Net Return EUR Index in respect of each Performance Period.

**Start Target NAV** means the following:

- (a) in the first Performance Period of the relevant Class or Series, the Net Asset Value at which the Class or Series was issued and thereafter;
- (b) where a performance fee was paid in the previous Performance Period for the relevant Class or Series, the Net Asset Value as at the end of the previous Performance Period of the Class or Series for which such performance fee was paid after deducting the performance fee then paid;
- (c) where no performance fee was paid in the previous Performance Period for the relevant Class or Series, the preceding Performance Period Net Asset Value for which a performance fee for the relevant Class or Series was paid multiplied by the annual performance of the Benchmark Index on a cumulative basis from that Performance Period to the immediately preceding Performance Period.

For the purpose of calculating the Start Target NAV, the Central Administration Agent may make relevant adjustments for subscriptions, redemptions, and dividends.

**Performance Period** means the period starting from 1 March of each year and ending on the last calendar day of February every year. If a new Class or Series is launched during a Performance Period, then the first Performance Period for that Class or Series shall start on the date on which such a Class or Series is launched and end on the last calendar day in February that follows.

**Target NAV** means the Start Target NAV multiplied by the performance of the Benchmark Index for the relevant period. For the purpose of calculating the Target NAV, the Central Administration Agent may make relevant adjustments for subscriptions, redemptions, and dividends.

A performance fee is payable if the Net Asset Value of the relevant Class or Series during the relevant Performance Period exceeds the Target NAV for the same period. The performance fee (if any) will amount to a percentage, as set out below for each Class and applicable to the Series in the relevant Class, of the Net Asset Value of the relevant Class or Series in excess of the Target NAV of the relevant Class or Series as at the end of the relevant Performance Period.

To the extent that the Net Asset Value of a relevant Class underperforms in relation to the relevant Benchmark Index, no performance fee will be accrued until such underperformance on a Class and Series basis has been made good in full, and any previously accrued but unpaid performance fees will be partly or fully reversed accordingly.

For the purpose of calculating the performance fee, the Net Asset Value of the relevant Class or Series shall be calculated after deducting all expenses, the relevant management fee but without accounting for any accrued performance fee then payable. The performance fee shall be deemed to accrue on a daily basis and will normally be payable to the Management Company in arrears as at the end of the Performance Period within thirty (30) Business Days. However, where Shares are redeemed or converted during a Performance Period, the accrued performance fee in respect of those Shares will be payable within thirty (30) Business Days after the date of redemption.

If the Management Company Services Agreement is terminated before the end of any Performance Period, the performance fee in respect of the then current Performance Period will be calculated as though the date of termination were the end of the Performance Period.

The Central Administration Agent shall calculate independently the performance fee and be responsible for any adjustments made to take into account the redemption of Shares during a Performance Period.

#### 1.15. New Series

The Company may at any time authorise and offer additional Series of Shares having different rights and privileges. The Company may also at its discretion close a Series.

Notably, a separate Series for a Class shall be issued by the Company with effect from the next Dealing Day that follows the Net Asset Value of the relevant Class or Series falling below 7% of the Target NAV of the relevant Class or Series, calculated from the beginning of the relevant Performance Period until the relevant date of the 7 % fall (the “**Date**”). The Board of Directors therefore reserves the right to immediately close the relevant Class or Series for new subscriptions, although redemptions will continue to be allowed as usual. The new Series will be issued at a price per Share equal to the Net Asset Value per Share in the relevant Class or Series on the Date.

Each Series will maintain a separate Net Asset Value and a separate Start Target NAV as described above. Shares within a Series will have the same Net Asset Value per Share. Any performance fee or management fee determined with respect to a particular Series will be debited against the Net Asset Value of such Series. Class I Euro Series, Class I GBP Series, Class I USD Series, Class I1 Euro Series, Class I1 GBP Series, Class I1 USD Series, Class I2 Euro Series, Class I2 GBP Series, Class I2 USD Series, Class U GBP Series, Class U1 GBP Series, Class U2 GBP Series, Class M Euro Series, Class MD Euro Series, Class A1 EUR Series, Class A2 EUR Series, Class DR Euro Series, Class D Euro Series will be designated in numerical sequence beginning with “I Euro1”, “I GBP1”, “I USD1” etc.

At the end of a Performance Period in which a performance fee accrual becomes payable for certain Series, the Board of Directors reserves the right to consolidate these relevant Series into a single Series.

The applicable rate of performance fee is set out above under point 1.8.

For the avoidance of doubt, any reference to a benchmark in relation to the performance fee calculation should under no circumstances be considered indicative of a specific investment style. The Benchmark Index is only used to calculate the performance fee of the Sub-Fund. The latter is actively managed and as such does not seek to replicate the Benchmark Index, but instead can differ from the Benchmark Index in order to achieve its objective. The Sub-Fund is not managed in reference to the Benchmark Index, meaning that the latter does not play a role in the management of the Sub-Fund. It should be noted that as the total Net Asset Value may differ between Classes and Series, separate performance fee calculations will be carried out for separate Classes and Series, which therefore may become subject to different amounts of performance fees.

#### 1.16. Benchmarks Regulation

The Benchmark Index is provided by MSCI Limited, a benchmark administrator authorized by the UK’s Financial Conduct Authority as a UK administrator under Regulation (EU) 2016/1011 (the “**Benchmark Regulation**”), and listed on the register of administrators maintained by ESMA pursuant to the Benchmark Regulation. The Management Company maintains a written plan setting out the actions that will be taken in the event of the Benchmark Index materially changing or ceasing to be provided. This plan is available free of charge upon request at the registered office of the Company.

## APPENDIX II

### UK TAX SUPPLEMENT

This UK Tax Supplement is an outline guide to the principal tax consequences for UK individual Shareholders and UK corporate Shareholders holding beneficial interests in the Shares in the Company where those interests are held as investments rather than for the purposes of a trade, profession or vocation.

It should be noted that special rules may also apply to certain classes of Shareholders such as authorized unit trusts, open-ended investment companies, investment trusts, life insurance companies, which are not covered here.

**PLEASE NOTE: This supplement is for information purposes only. It should not be taken as constituting legal or tax advice nor should it be relied upon as such. Shareholders and Investors are advised to consult their professional advisors with regard to the possible tax or other consequences of purchasing, holding, selling, converting or otherwise disposing of either Shares (including Shares in a “UK Reporting Fund Share Class”, being a Class for which a certification as a “reporting fund” (see below) has been obtained) or any interest in such Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile, and in the light of their particular circumstances. Shareholders and Investors are also advised to inform themselves as to any exchange control regulations applicable in their country of residence.**

The following statements are based on advice received by the Company regarding UK tax law and Her Majesty’s Revenue and Customs (“HMRC”) practice in force as at the date of this Prospectus. Both the law and practice are subject to change and interpretation. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made in the Company will endure indefinitely. Nothing herein confers on the Company an obligation to seek to register and/or to offer UK Reporting Fund Share Classes.

#### 1. TAXATION OF THE COMPANY IN THE UK

As a UCITS, the Company will not be treated as UK resident for UK tax purposes. Accordingly, and provided that the Company is not trading in the UK, either through a fixed place of business or agent situated therein that constitutes a “permanent establishment” for UK tax purposes, or otherwise, and that all its trading transactions in the UK are carried out through a broker or investment manager acting as an agent of independent status in the ordinary course of its business, the Company will not be subject to UK corporation tax or income tax on its profits, save as noted below in relation to possible withholding tax on certain UK source income. The Board of Directors and the Investment Advisor each intends that the respective affairs of the Company and the Investment Advisor are conducted so that these requirements are met insofar as this is within their respective control. However it cannot be guaranteed that the necessary conditions will at all times be satisfied.

Certain interest and other amounts received by the Company which have a UK source may be subject to withholding or other taxes in the UK.

#### 2. THE UK OFFSHORE FUNDS RULES

The Company is constituted as an “umbrella arrangement” comprising different Sub-Funds, with each Sub-Fund itself comprising different classes of interest (i.e. the Classes). Accordingly, each Class of each Sub-Fund of the Company is to be treated for the purposes of the UK offshore fund rules as a separate set of arrangements pursuant to sections 360 and 361 of the Taxation (International and Other Provisions) Act (“TIOPA”) 2010.

Each Class of the Sub-Funds of the Company is, therefore, to be treated as an “offshore fund” (as defined in section 355 of TIOPA 2010) in its own right.

## 2.1. UK Reporting Fund Status

Each separate Class of the Sub-Funds of the Company, as a separate offshore fund in its own right, is capable of qualifying for UK reporting fund status (“**Reporting Fund Status**”). A “**Reporting Fund**” is an offshore fund that has applied for and been approved as a reporting fund by HMRC, and that has not voluntarily left the reporting fund regime nor been excluded by HMRC.

Except as specified herein, and without obligation or guarantee, should the Directors decide to seek to register any further Class as a UK Reporting Fund Share Class (in addition to those Classes set out in the section below headed “Registered UK Reporting Fund Share Classes”) then they intend to manage the Company in such a way that any new and any existing UK Reporting Fund Share Classes will continue to comply with the requirements of the Reporting Fund regime. In order for a Class of a Sub-Fund to qualify as a reporting fund the Company must apply to HMRC for entry of the relevant Class into the reporting fund regime, and for each accounting period it must then report to investors 100 per cent of the net income attributable to the relevant class, that report being made within six months of the end of the relevant accounting period. United Kingdom resident individual investors will be taxable on such reported income, whether or not the income is actually distributed. A report must also be provided to HMRC within six (6) months of the end of the Company’s “period of account”.

## 2.2. Registered UK Reporting Fund Share Classes

The Company has obtained Reporting Fund Status for the following Classes:

Class I Euro of the Sub-Fund Memnon European Fund;

Class I GBP of the Sub-Fund Memnon European Fund;

Class R GBP of the Sub-Fund Memnon European Fund;

Class W GBP of the Sub-Fund Memnon European Fund;

Class E GBP of the Sub-Fund Memnon European Fund;

Class I GBP of the Sub-Fund European Market Neutral Fund;

Class R GBP of the Sub-Fund European Market Neutral Fund;

Class RS GBP of the Sub-Fund European Market Neutral Fund;

Class S GBP of the Sub-Fund European Market Neutral Fund;

Class E EUR of the Sub-Fund European Market Neutral Fund;

Class S USD of the Sub-Fund European Market Neutral Fund;

Class I EUR of the Sub-Fund European Market Neutral Fund; and

Class E EUR of the Sub Fund ARP Fund.

The Directors cannot guarantee that these Classes or any future Classes registered for Reporting Fund Status will obtain and/or retain Reporting Fund Status in the future.

However, the Directors will notify Shareholders if any Class of the Sub-Funds of the Company is required by HMRC to leave the Reporting Fund regime or if the Directors elect for any Class to leave the Reporting Fund regime because it is considered that it is no longer in the best interests of the Shareholders concerned for the Class to remain within that regime.

Potential investors are referred to HM Revenue & Customs' published list of reporting funds for confirmation of those Classes approved as reporting funds (at [www.gov.uk/government/publications/offshore-funds-list-of-reporting-funds](http://www.gov.uk/government/publications/offshore-funds-list-of-reporting-funds)).

Chapter 6 of Part 3 of the Offshore Funds (Tax) Regulations 2009 (the “**Regulations**”) provides that specified transactions carried out by a UCITS fund, such as the Company, will not generally be treated as trading transactions for the purposes of calculating the reportable income of reporting funds (such as the UK Reporting Fund Share Classes) that meet a genuine diversity of ownership condition. The Directors confirm that all classes of Shares with reporting fund status are primarily intended for and marketed to retail and institutional investors. For the purposes of the Regulations, the Directors undertake that all Classes of Shares in the Company with reporting fund status will be widely available and will be marketed and made available sufficiently widely to reach the intended category of investors and in a manner appropriate to attract those kinds of investors.

### 3. UK INDIVIDUAL SHAREHOLDER

**Please note that the following is intended only as an outline of the tax position. The precise tax consequences will vary according to the particular tax position of each Shareholder.**

#### 3.1. UK Individual Shareholder Considerations – During the Life of the Company

As a consequence of one or more of the Classes of the Company attaining Reporting Fund Status, the Company will be required to report to the Shareholders in the relevant Class within six months of the end of the relevant account period, providing them with information about the distributions and the income that relate to the Class in question.

Shareholders who are resident and domiciled in the UK for tax purposes will be taxable on:

- (a) any distributions actually made by the Company; and
- (b) the excess of the income reported to them over the distributions actually made by the Company to them.

Given that the Company is constituted as a corporate vehicle, that excess will be treated as if it were an additional distribution to the Shareholder concerned and taxed accordingly. The standard remittance basis rules will apply to Shareholders who are remittance basis users.

#### 3.2. UK Individual Shareholder Considerations – Disposal of an Interest in the Company

Shareholders who are resident and domiciled in the UK for tax purposes will be subject to capital gains tax on any chargeable gain arising on the sale, redemption or other disposal of Shares of a UK Reporting Fund Share Class, provided that such Shares were acquired in a period when the Class was certified as a UK Reporting Fund Share Class by HMRC and remained so throughout the period of holding. Where, during the time that they have held their interest, Shareholders have been charged to tax on an excess of reported income over the amounts actually distributed to them by the Company then the aggregate amount of the excess reported income is treated as expenditure given for the acquisition of the Shares disposed of, thereby avoiding a double charge to tax.

In the case of Shareholders who are resident and domiciled in the UK for tax purposes and who dispose of Shares of a Class that has not had reporting fund status throughout the period during which the Shareholders in question held them, they will be subject to income tax, rather than capital gains tax, on any gains arising on the sale, redemption or other disposal of such Shares. The standard remittance basis rules will apply to Shareholders who are remittance basis users.

#### 4. UK CORPORATE SHAREHOLDERS

**Please note that the following is intended only as an outline of the tax position. The precise tax consequences will vary according to the particular tax position of each Shareholder.**

##### 4.1. UK Corporate Shareholder Considerations – During the Life of the Company

As a consequence of one or more of the Classes of the Company attaining reporting fund status, the Company will be required to report to the Shareholders in the relevant Class within 6 months of the end of relevant accounting period providing them with information about the distributions and the income that relate to the Class in question.

Corporate Shareholders within the scope of UK corporation tax will be potentially taxable on:

- (a) any distributions actually made by the Company; and
- (b) the excess of the income reported to them over the distributions actually made by the Company to them.

Given that the Company is constituted as a corporate vehicle, that excess will be taxed as if it were an additional distribution to the Shareholder concerned. Corporate Shareholders may be exempt from corporation tax on the actual and deemed distributions from the Company depending on their circumstances and subject to certain conditions being satisfied (see Part 9A of the Corporation Tax Act (“CTA”) 2009). Non-exempt distributions will be subject to corporation tax.

However, it should be noted that a different corporation tax treatment applies to corporate Shareholders in any Class where the market value of the debt-type investments that relate to that Class exceeds 60% of the market value of all of the investments of that Class (see Chapter 3 of Part 6 of CTA 2009). In such a case any gains and losses reflected in the value of the Shares held will be treated for corporation tax purposes as loan relationship credits and debits and taxed accordingly.

##### 4.2. UK Corporate Shareholder Considerations – Disposal of an Interest in the Company

Corporate Shareholders residing in the UK for tax purposes are subject to corporation tax on chargeable gains arising on the sales, redemption or other disposal of Shares (including Shares in a UK Reporting Fund Share Class).

Corporate Shareholders within the scope of UK corporation tax will be subject to corporation tax on any chargeable gain arising on the sale, redemption or other disposal of Shares of a UK Reporting Fund Share Class, provided that such Shares were acquired in a period when the Class was certified as a UK Reporting Fund Share Class by HMRC and remained so throughout the period of holding. Where, during the time that they have held their interest, Shareholders have been charged to tax on an excess of reported income over the amounts actually distributed to them by the Company then the aggregate amount of the

excess reported income is treated as expenditure given for the acquisition of the Shares disposed of, thereby avoiding a double charge to tax.

In the case of corporate Shareholders who are within the scope of UK corporation tax and who dispose of Shares of a Class that has not had reporting fund status throughout the period during which the Shareholders in question held them, they may be subject to corporation tax on “miscellaneous income” (under Chapter 8 of Part 10 of CTA 2009) on any gains arising on the sale, redemption or other disposal of such Shares.

## **5. OTHER UK TAX CONSIDERATIONS**

### **5.1. Transfer of Assets Abroad**

The attention of individual Shareholders resident in the UK is drawn to the provisions of Chapter 2 Part 13 of the Income Tax Act 2007. These provisions are aimed at preventing the avoidance of income tax by individuals resulting from the transfer of assets or income to persons (including companies) resident or domiciled abroad and may render such individuals liable to tax in respect of undistributed income and profits of the Company on an annual basis. The provisions do not however apply if such an individual can satisfy HMRC that (i) it would not be reasonable to conclude, from all the circumstances of the case, that avoiding liability to tax was the purpose or one of the purposes of effecting the transaction, or (ii) the transaction was a genuine commercial transaction and it would not be reasonable to conclude, from all the circumstances of the case, that one or more of the transactions was more than incidentally designed for the purpose of avoiding liability to taxation; or (iii) all the relevant transactions were genuine, arm’s length transactions and if the Shareholder were liable to tax under Chapter 2 of Part 13 in respect of such transactions such liability would constitute an unjustified and disproportionate restriction on a freedom protected by Title II or IV of Part Three of the Treaty on the Functioning of the European Union or Part II or III of the EEA Agreement.

### **5.2. Section 13 of the Taxation of Chargeable Gains Act (“TCGA”) 1992**

5.3. Attention is also drawn to section 13 of TCGA 1992, which provides that where UK individuals or UK trustees hold shares in a non-UK resident company, and that company would be considered a “close company” if it were resident in the UK, such Shareholders may have attributed to them a proportionate share of any chargeable gains made by the non-UK resident company. No liability under section 13 could be incurred by such a person however, where such proportion does not exceed one quarter of the gain. In addition, exemptions may also apply where none of the acquisition, holding or disposal of the assets had a tax avoidance main purpose or where the relevant gains arise on the disposal of assets used only for the purposes of genuine, economically significant business activities carried on outside the UK. In the case of UK resident individuals domiciled outside the UK, section 13 applies only to gains relating to UK situate assets of the Company and gains relating to non-United Kingdom situate assets if such gains are remitted to the UK. It is likely that the Shares of the Company will be widely held (and therefore the Company will not be a “close company”); however, the Directors cannot guarantee that this will be (or will continue to be) the case.

### **5.4. Controlled Foreign Companies Regime**

5.5. Part 9A of TIOPA 2010 subjects UK resident companies to tax on the profits of companies not so resident (such as the Company) in which they have an interest. The provisions, broadly, affect UK resident companies which hold, alone or together with certain other associated persons, shares which confer a right to at least 25 per cent of the profits of a non-resident company (a “25% Interest”) (or, in the case of an umbrella fund, a sub-fund thereof)



where that non-resident company (or sub-fund) is controlled by persons who are resident in the UK and is subject to a lower level of taxation in its territory of residence. The legislation is not directed towards the taxation of capital gains. In addition, these provisions will not apply if the Shareholder reasonably believes that it does not hold a 25% Interest in the Company (or relevant sub-fund) throughout the relevant accounting period. Stamp Duty and Stamp Duty Reserve Tax.

The following comments are intended as a general guide to the UK stamp duty and stamp duty reserve tax (“**SDRT**”) position and do not relate to persons such as market makers, brokers, dealers, intermediaries and persons connected with depository arrangements or clearance services, to whom special rules apply. These comments apply irrespective of the tax residence or domicile of the Shareholders concerned.

No UK stamp duty or SDRT will be payable on the issue of the Shares.

UK stamp duty may be applicable to any instrument of transfer of Shares executed in the UK or which relates to any property situated, or any matter or thing done or to be done, in the UK. If an instrument of transfer is subject to UK stamp duty, that instrument may not be produced in civil proceedings in the UK and may not be available for any other purpose in the UK until any UK stamp duty that is due, and any interest and penalties for late stamping, have been paid.

Any agreement to transfer Shares should not be subject to SDRT, provided that the Shares are not and will not be registered in any register of the Company kept in the UK and that the Shares are not and will not be paired with shares issued by a company incorporated in the UK.

## APPENDIX III

### ADDITIONAL INFORMATION FOR INVESTORS IN SWITZERLAND

#### 1. REPRESENTATIVE

The representative in Switzerland is Carnegie Fund Services S.A. (the “**Swiss Representative**”), 11, rue du Général Dufour, CH-1204 Geneva, Switzerland.

#### 2. PAYING AGENT

The paying agent in Switzerland is Banque Cantonale de Genève, with its registered office at 17, quai de l’Ile, 1204 Geneva, Switzerland (the “**Swiss Paying Agent**”).

#### 3. PLACE WHERE THE RELEVANT DOCUMENTS MAY BE OBTAINED

The Prospectus and the KIIDs, the Articles as well as the annual and semi-annual reports may be obtained on demand and free of charge from the Swiss Representative.

#### 4. PUBLICATIONS

4.1. Publications in respect of the Company must be made in Switzerland in the Swiss Official Gazette of Commerce (“**SOGC**”) and on [www.swissfunddata.ch](http://www.swissfunddata.ch).

4.2. The issue and the redemption prices or the Net Asset Value together with a footnote stating “excluding commissions” of all Shares is published each time Shares are issued or redeemed on [www.swissfunddata.ch](http://www.swissfunddata.ch). Prices are published on the Dealing Day of the relevant Sub-Fund as set out above.

#### 5. PAYMENT OF REMUNERATIONS AND DISTRIBUTION REMUNERATION

5.1. In connection with distribution in Switzerland, the Management Company or the Company may pay reimbursements to the following qualified Investors who, from the commercial perspective, hold the Shares for third parties:

- (a) life insurance companies;
- (b) pension funds and other retirement provision institutions;
- (c) investment foundations;
- (d) Swiss fund management companies;
- (e) foreign fund management companies and providers;
- (f) investment companies.

5.2. In connection with distribution in Switzerland, the Management Company or the Company may pay distribution remunerations to the following distributors and sales partners:

- (a) distributors subject to the duty to obtain authorization pursuant to Art. 13 al 1 and 2 of the *Loi sur les Placements Collectifs de Capitaux* (the “**LPCC**”);
- (b) distributors exempt from the duty to obtain authorization pursuant to Art. 13.3 LPCC and Art. 8 of the *Ordonnance sur les Placements Collectifs* ;

- (c) sales partners who place the Shares of the Company exclusively with Institutional Investors with professional treasury facilities;
- (d) sales partners who place Shares of the Company with their clients exclusively on the basis of a written asset management mandate.

**6. PLACE OF PERFORMANCE AND JURISDICTION**

In respect of the Shares distributed in and from Switzerland, the place of performance and jurisdiction is at the registered office of the Swiss Representative.

**THE TAX AND OTHER MATTERS DESCRIBED IN THIS MEMORANDUM DO NOT CONSTITUTE, AND SHOULD NOT BE CONSIDERED AS, LEGAL OR TAX ADVICE TO PROSPECTIVE SHAREHOLDERS.**