ARGOS FUNDS

Société d'investissement à capital variable

Prospectus
Dated July 2017

IMPORTANT INFORMATION

General

Shares in the Company are offered on the basis of the information and the representations contained in the current Prospectus accompanied by the KIID(s), the latest annual report and semi-annual report, if published after the latest annual report, as well as the documents mentioned herein which may be inspected by the public at the offices of the Company, the Management Company and Administrative Agent.

Investors must also refer to the relevant Special Sections attached to the Prospectus. Each Special Section sets out the specific objectives, policy and other features of the relevant Sub-Fund to which the Special Section relates as well as risk factors and other information specific to the relevant Sub-Fund.

No Person has been authorised to issue any advertisement or to give any information, or to make any representations in connection with the offering, placing, subscription, sale, switching or redemption of shares other than those contained in this Prospectus and the KIID(s) and, if issued, given or made, such advertisement, information or representations must not be relied upon as having been authorised by the Company or the Depositary. Neither the delivery of this Prospectus or of the KIID(s) nor the offer, placement, subscription or issue of any of the shares shall under any circumstances create any implication or constitute a representation that the information given in this Prospectus and in the KIID(s) is correct as of any time subsequent to the date hereof.

The members of the Board, whose name appear under the heading "Management and Administration", accept joint responsibility for the information and statements contained in this Prospectus and in the KIID(s) issued for each Sub-Fund. They have taken all reasonable care to ensure that the information contained in this Prospectus and in the KIID(s) is, to the best of their knowledge and belief, true and accurate in all material respects and that there are no other material facts the omission of which makes misleading any statement herein, whether of fact or opinion at the date indicated on this Prospectus.

Investors may, subject to applicable law, invest in any Sub-Fund offered by the Company. Shareholders should choose the Sub-Fund that best suits their specific risk and return expectations as well as their diversification needs and are encouraged to seek independent advice in that regard. A separate pool of assets will be maintained for each Sub-Fund and will be invested in accordance with the investment policy applicable to the relevant Sub-Fund in seeking to achieve its investment objective. The Net Asset Value and the performance of the Shares of the different Sub-Fund and classes thereof are expected to differ. It should be remembered that the price of Shares and the income (if any) from them may fall as well as rise and there is no guarantee or assurance that the stated investment objective of a Sub-Fund will be achieved.

An investment in the Company involves investment risks including those set out herein under Section 7. In addition, investors should refer to the Section "Specific Risk Factors" of the Special Section of the relevant Sub-Fund in order to assess – and inform themselves on – the risks associated with an investment in such specific Sub-Fund.

The Company is allowed to invest in financial derivative instruments. While the prudent use of derivatives can be beneficial, derivatives also involve risks different from, and, in certain cases, greater than, the risks presented by more traditional investments. A more detailed description of the risks relating to the use of derivatives may be found under Section 7 below.

All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Prospectus, the Special Sections and the Articles.

Definitions

Unless the context otherwise requires, or as otherwise provided in this Prospectus, capitalised words and expressions shall bear the respective meanings ascribed thereto under Section 1 of the General Section.

Selling Restrictions

The distribution of this Prospectus and the offering or purchase of Shares is restricted in certain jurisdictions. This Prospectus and the KIID(s) do not constitute an offer of or invitation or solicitation to subscribe for or acquire any Shares in any jurisdiction in which such offer or solicitation is not permitted, authorised or would be unlawful. Persons receiving a copy of this Prospectus or of the KIID(s) in any jurisdiction may not treat this Prospectus or the KIID(s) as constituting an offer, invitation or solicitation to them to subscribe for Shares notwithstanding that, in the relevant jurisdiction, such an offer, invitation or solicitation could lawfully be made to them without compliance with any registration or other legal requirement. It is the responsibility of any Persons in possession of this Prospectus or of the KIID(s) and any Persons wishing to apply for Shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to the legal requirements of so applying, and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

Luxembourg – The Company is registered pursuant to part I of the 2010 Act. However, such registration does not require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of this Prospectus or the assets held in the various Sub-Funds of the Company. Any representations to the contrary are unauthorised and unlawful.

European Union – The Company qualifies as a UCITS and may apply for recognition under the UCITS Directive, for marketing to the public in certain EEA Member States.

USA – The Shares have not been registered under the Securities Act of 1933 (the **Securities Act**), the securities laws of any U.S. state, nor is such registration contemplated. The Shares are offered and sold under the exemption provided by Section 4(a)(2) of the Securities Act and Regulation D promulgated thereunder. As a result, the Shares may not be resold or transferred unless such resale or transfer is exempt from the registration requirements of the Securities Act and securities laws of any U.S. State. In addition, the Company is relying on an exemption from registration under the Investment Company Act of 1940 (the **Investment Company Act**), and no transfer of Shares may be made that would require the Company or the Management Company to register as an "investment company" under the Investment Company Act. In order to ensure compliance with U.S. regulatory regimes (including those relating to tax and other compliance regulations), Shares purchased by U.S. Persons are prohibited from transfer without the prior written consent of the Company and the Management Company.

On a case by case basis, the Board and the Management Company may approve the sale of the Shares to U.S. Persons who are "accredited investors" within the meaning of Regulation D of the Securities Act, "qualified purchasers" or "knowledgeable employees" within the meaning of the Investment Company Act and "qualified clients" within the meaning of the U.S. Investment Advisers Act of 1940, as amended. It is strictly forbidden to sell, promote or advise to invest in, Shares in the United States or to U.S. Persons not being Eligible Investors.

Prevailing language

The distribution of this Prospectus and the KIID(s) in certain countries may require that these documents be translated into the official languages of those countries. Should any inconsistency arise between the translated versions of this Prospectus, the English version shall always prevail.

FINRA

The Company may either subscribe to classes of shares of UCIs or UCITS likely to participate in offerings of US new issue equity securities (**US IPOs**) or directly participate in US IPOs. The Financial Industry Regulatory Authority (**FINRA**), pursuant to FINRA rules 5130 and 5131 (the **Rules**), has established prohibitions concerning the eligibility of certain Persons to participate in US IPOs where the beneficial owner(s) of such accounts are financial services industry professionals (including, among other things, an owner or employee of a FINRA member firm or money manager) (a **restricted person**), or an executive officer or director of a U.S. or non-U.S. company potentially doing business with a FINRA member firm (a **covered person**). Accordingly, Investors considered as restricted persons or covered persons under the Rules are not eligible to invest in the Company. In case of doubts regarding its status, the relevant investor should seek the advice of its legal adviser.

Exchange of Information for Tax Purposes

The Company may be required to report certain information about its Shareholders and, as the case may be, about individuals controlling Shareholders that are entities, on an automatic and annual basis to the Luxembourg direct tax administration (*Administration des contributions directes*) in accordance with, and subject to, the Luxembourg law of 21 June 2005 implementing Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments, the Luxembourg law of 24 July 2015 concerning FATCA, and/or the Luxembourg law of 18 December 2015 concerning the Common Reporting Standard, each as amended from time to time (each an **AEOI Law** and collectively the **AEOI Laws**). Such information, which may include personal data (including, without limitation, the name, address, country(ies) of tax residence, date and place of birth and tax identification number(s) of any reportable individual) and certain financial data about the relevant Shares (including, without limitation, their balance or value and gross payments made thereunder), will be transferred by the Luxembourg direct tax administration to the competent authorities of the relevant foreign jurisdictions in accordance with, and subject to, the relevant Luxembourg legislation and international agreements.

Each Shareholder and prospective investor agrees to provide, upon request by the Company (or its delegates), any such information, documents and certificates as may be required for the purposes of the Company’s identification and reporting obligations under any AEOI Law. Each Shareholder undertakes to inform the Company (or its delegates) within 30 days of any change of circumstances that may cause such information, documents or certificates to be incomplete or incorrect. The Company reserves the right to reject any application for Shares or to redeem Shares (i) if the prospective investor or Shareholder does not provide the required information, documents or certificates or (ii) if the Company (or its delegates) has reason to believe that the information, documents or certificates provided to the Company (or its delegates) are incomplete or incorrect and the Shareholder does not provide, to the satisfaction of the Company (or its delegates), sufficient information to cure the situation. Prospective investors and Shareholders should note that incomplete or inaccurate information may lead to multiple and/or incorrect reporting under the AEOI Laws. Neither the Company nor any other Person accepts any liability for any consequences that may result from incomplete or inaccurate information provided to the Company (or its delegates). Any Shareholder failing to comply with the Company’s information requests may be charged with any taxes and penalties imposed on the Company attributable to such Shareholder’s failure to provide complete and accurate information.

Each Shareholder and prospective investor acknowledges and agrees that the Company will be responsible to collect, store, process and transfer the relevant information, including personal data, in accordance with the AEOI Laws. Each individual whose personal data has been processed for the purposes of any AEOI Law has a right of access to his/her personal data and may ask for a rectification thereof in case where such data is inaccurate or incomplete.

Data protection

Certain personal data of Shareholders (including, but not limited to, the name, address and invested amount of each Shareholder) may be collected, recorded, stored, adapted, transferred or otherwise processed and used by the Company, the Management Company, the Depositary, the Administrative Agent and the financial intermediaries of such Shareholders. In particular, such data may be processed for the purposes of account and distribution fee administration, anti-money laundering and terrorism financing identification, tax identification and reporting under the EU Savings Directive, FATCA, Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU), the OECD's standard for automatic exchange of financial account information (commonly referred to as the "Common Reporting Standard") and any other exchange of information regimes to which the Company may be subject to from time to time, maintaining the register of Shareholders, processing subscription, redemption and conversion requests (if any) and payments of dividends to Shareholders and to provide client-related services. Such information shall not be passed on any unauthorised third Persons. The register of Shareholders may in particular be made available and shared with the Investment Manager exclusively in the context and for the purpose of the Investment Manager's performance of its duties as investment manager and global distributor of the Company.

The Company and/or the Management Company may sub-contract to another entity (the **Processor**) located in the European Union the processing of personal data. The Company and/or the Management Company may transfer personal data to any third parties only in accordance with the applicable data protection law. Certain personal data may also be transferred outside the European Union in which case appropriate data transfer agreements or EU model clause agreements will be signed between data exporters and data importers.

Each individual (related to an) Investor whose personal data has been processed has a right of access to his/her/its personal data and may ask for a rectification thereof in case where such data is inaccurate or incomplete.

Each Investor undertakes to procure the necessary consents from individuals or representatives related to such Investor by subscribing to Shares, to the processing of such personal data. This consent is formalised in writing in the subscription form used by the relevant intermediary.

MANAGEMENT AND ADMINISTRATION

Registered office	FundPartner Solutions (Europe) S.A. 15, avenue J.F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg
Board of directors of the Company	
Chairman	Mr Jean Keller Managing Partner Quaero Capital S.A.
Members	Mr Thierry Callault Managing Director Quaero Capital S.A.
	Mr Cristofer Gelli Managing Director Quaero Capital S.A.
	Mr Marcus Tang Chief Operating Officer Quaero Capital S.A.
	Mr Dominique Dubois Client Director SGG S.A.
	Mr Renaud Froissart Fund Manager Quaero Capital S.A.
Management Company	FundPartner Solutions (Europe) S.A. 15, avenue J.F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg
Directors of the Management Company	Mrs Michèle Berger, Executive Vice-President, FundPartner Solutions (Europe) S.A., Luxembourg
	Mr Claude Kremer, Partner, Arendt & Medernach, Luxembourg
	Mr Geoffroy Linard de Guertechin, Independent Director
	Mr Christian Schroder, Sécrétaire Général Groupe et Responsable Organisation, Banque Pictet & Cie, SA.
Conducting Persons of the Management Company	Mrs Michèle Berger, Executive Vice-President, FundPartner Solutions (Europe) S.A.

	Mr Pascal Chauvaux, Senior Vice-President, FundPartner Solutions (Europe) S.A.
	Mr Cédric Haenni, Vice-President, FundPartner Solutions (Suisse) S.A., Geneva
	Mr Dorian Jacob, Vice-President, FundPartner Solutions (Europe) S.A.
Depositary	Pictet & Cie (Europe) S.A. 15A, avenue J.F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg
Administrative Agent	FundPartner Solutions (Europe) S.A. 15, avenue J.F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg
Investment Manager and Global Distributor	Quaero Capital S.A. 20, Route de Pré-Bois C.P. 1875 1215 Geneva 15 Switzerland
Auditor	PricewaterhouseCoopers, *société coopérative* 2, rue Gerhard Mercator L-2182 Luxembourg Grand Duchy of Luxembourg
Legal adviser	Allen & Overy, *société en commandite simple* 33, Avenue J. F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg

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PART A – GENERAL SECTION

The General Section applies to all Sub-Funds of the Company. Each Sub-Fund is subject to specific rules which are set forth in the Special Section.

1. DEFINITIONS

In this Prospectus, the following defined terms shall have the following meanings:

"1915 Act"	Means the act dated 10 August 1915 on commercial companies, as amended;
"2008 Regulation"	Means the grand-ducal regulation dated 8 February 2008 relating to certain definitions of the 2010 Act, as amended;
"2010 Act"	Means the act dated 17 December 2010 on undertakings for collective investment, as amended;
"144A Shares"	Means Shares sold to U.S. Persons who are "qualified institutional buyers" within the meaning of Rule 144A under the Securities Act and "qualified purchasers" within the meaning of Section 2 (a) (51) of the Investment Company Act;
"ABS"	Means asset backed securities;
"Administrative Agent"	Means FundPartner Solutions (Europe) S.A., in its capacity as central administration, registrar and transfer agent, paying agent and domiciliary agent of the Company;
"Affiliate"	of any Person means any Person that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such Person (except in, all cases, any company or entity in which the Company holds an Investment) and "affiliated" should be construed accordingly;
"Alternative Target Funds"	Means UCITS and other UCIs, within the meaning of article 41 (1) (e) of the 2010 Act and article 1 (2) (a) and (b) of the UCITS Directive, that invest pursuant to an alternative investment strategy eligible under the UCITS framework such as Equity Long/Short, Equity Directional, Equity Market Neutral, Emerging Markets, Global Macro, CTA/Managed Futures, Multi-Strategy and Event Driven;
"Articles"	Means the articles of incorporation of the Company as the same may be amended, supplemented or otherwise modified from time to time;
"Auditor"	Means PricewaterhouseCoopers, *société coopérative*;
"Board"	Means the board of directors of the Company;
"Business Day"	Means, unless otherwise defined in respect of a specific Sub-Fund in the relevant Special Section, a day on which banks are open for business (during the whole day) in Luxembourg;
"Central Administration Agreement"	Means the central administration agreement between the Administrative Agent and the Company, as amended, supplemented or otherwise modified from time to time;
"Central Administration	Means the central administration fee payable to FundPartner Solutions (Europe)

Fee"	S.A., in its capacity as central administration, registrar and transfer agent, paying agent and domiciliary agent of the Company, as set out in each Special Section;
"CHF"	Means Swiss franc, the currency of the Swiss Confederation;
"Circular 04/146"	Means the CSSF circular 04/146 on the protection of UCIs and their investors against Late Trading and Market Timing practices;
"Circular 12/546"	Means CSSF circular 12/546 on the authorisation and organisation of Luxembourg management companies subject to Chapter 15 of the 2010 Act;
"Class"	Means a class of Shares relating to a Sub-Fund for which specific features with respect to fee structures, distribution, marketing target or other specific features may be applicable. The details applicable to each Class will be described in the relevant Special Section;
"Class S Directors"	Means the Class S1 Directors and the Class S2 Directors;
"Class S1 Director"	Means any director appointed by a general meeting in accordance with article 13 of the Articles out of a list of directors proposed by the holder of Class S1 Shares of the sub-fund Argos Funds – Argonaut Fund;
"Class S2 Director"	Means any director appointed by a general meeting in accordance with article 13 of the Articles out of a list of directors proposed by the holder of Class S2 Shares of the sub-fund Argos Funds – Argonaut Fund;
"Clearstream"	Means Clearstream Banking, *société anonyme*;
"CNH"	Means the Chinese offshore RMB, accessible outside the PRC and traded primarily in Hong Kong;
"CNY"	Means the Chinese onshore RMB accessible within the PRC;
"Company"	Means Argos Funds, a public limited liability company incorporated as an investment company with variable capital under the laws of Luxembourg and registered pursuant to part I of the 2010 Act;
"Conversion Cut-off"	Means the deadline for the submission of conversion requests as set out in respect of each Sub-Fund in the relevant Special Section;
"Conversion Fee"	Means the conversion fee which may be levied by the Company in relation to the conversion for any Class in any Sub-Fund, details of which are set out in the relevant Special Section;
"CSSF"	Means the *Commission de Surveillance du Secteur Financier*, the Luxembourg supervisory authority;
"Defaulted Debt Securities"	Means interest bearing instruments from issuers facing bankruptcy claims, rated "D" by Standard & Poor's or "C" according to Moody's long term standards. In case of dual official rating, the higher will prevail. When no official rating exists, the credit quality analysis from the relevant Investment Manager applies;
"Depositary"	Means Pictet & Cie (Europe) S.A., in its capacity as depositary of the Company;

"Depositary Agreement"	Means the depositary agreement between the Company and the Depositary as amended, supplemented or otherwise modified from time to time;
"Depositary Fee"	Means the depositary fee payable to Pictet & Cie (Europe) S.A. in its capacity as depositary of the Company, as set out in each Special Section;
"Directive 78/660/EEC"	Means Council Directive 78/660/EEC of 25 July 1978 based on Article 54 (3) g) of the Treaty on the annual accounts of certain types of companies, as amended from time to time;
"Directive 83/349/EEC"	Means Council Directive 83/349/EEC of 13 June 1983 based on the Article 54 (3) (g) of the Treaty on consolidated accounts, as amended from time to time;
"Directive 2007/16/EC"	Means Commission Directive 2007/16/EC of 19 March 2007 implementing Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as amended;
"Directors"	Means the directors of the Company, whose details are set out in this Prospectus and/or the annual and semi-annual reports;
"Distressed Debt Securities"	Means interest bearing instruments from issuers highly vulnerable to bankruptcy rated "CCC" or less according to Standard & Poor's or "Caa2" and less according to Moody's long term standards. In case of dual official rating, the higher will prevail. When no official rating exists, the credit quality analysis from the relevant Investment Manager applies;
"Eastern Europe"	Means all the countries that have joined the EU since 1 May 2004 as well as the new official candidates for EU membership;
"EEA"	Means the European Economic Area;
"Eligible Investments"	Means eligible investments for investment by UCITS within the meaning of article 41 (1) of the 2010 Act;
"Eligible Investor"	Means, in relation to each Class in each Sub-Fund, an investor that satisfies the relevant criteria to invest in the relevant Class as is stipulated in the relevant Special Section;
"EPM Techniques"	Efficient portfolio management techniques within the meaning of Section 5.5(g) of the General Section;
"EU"	Means the European Union;
"EU Member State"	Means a member State of the EU;
"EU Savings Directive"	Means the Council Directive 2003/49/EC of 3 June 2003 on the taxation of savings income in the form of interest payments;
"EUR"	Means Euro, the single currency of the EU Member States that have adopted the Euro as their lawful currency;
"Euroclear"	Means Euroclear Bank S.A./N.V. as the operator of the Euroclear System;

"FINMA"	Means the Swiss Financial Market Supervisory Authority;
"First Class Institutions"	Means first class financial institutions having their registered office in an EU Member State or subject to prudential supervision rules considered by the CSSF equivalent to those prescribed by Community law and specialised in this type of transactions for the purposes of the OTC Derivative transactions and EPM Techniques transactions;
"Formation and Launching Expenses"	Means all expenses and costs incurred in connection with the setting-up of the Company and the launching of the initial Sub-Fund as disclosed under Section 20.3 of the General Section;
"GBP"	Means Great Britain Pound, the currency of the United Kingdom;
"General Section"	Means the General Section of this Prospectus that sets out the general terms and conditions applicable to all Sub-Funds, unless otherwise provided for in any of the Special Sections;
"Global Distributor"	Means Quaero Capital S.A.;
"Global Distribution Agreement"	Means the global distribution agreement entered into between the Company, the Management Company and the Global Distributor as amended, supplemented or otherwise modified from time to time;
"Initial Offering Period" or "Initial Offering Date"	Means, in relation to each Class in each Sub-Fund, the first offering of Shares of the relevant Class made pursuant to the terms of the Prospectus and the relevant Special Section;
"Initial Subscription Price"	Means, in relation to each Class in each Sub-Fund, the amount stipulated in the relevant Special Section as the subscription price per Share for the relevant Class in connection with the Initial Offering Period or Initial Offering Date;
"Institutional Investor"	Means an investor meeting the requirements to qualify as an institutional investor for purposes of article 174 of the 2010 Act;
"Investment Adviser"	Means such entity from time to time appointed as investment adviser of a particular Sub-Fund as disclosed in the relevant Special Section;
"Investment Company Act"	Means the U.S. Investment Company Act of 1940, as amended;
"Investment Grade"	Means fixed-income securities rated Baa (including Baa1, Baa2 and Baa3) or higher by Moody's or BBB (including BBB+ and BBB-) or higher by Standard & Poor's, or the equivalent thereof by at least one IRSO;
"Investment Manager"	Means Quaero Capital S.A.;
"IRSO"	Means an internationally recognised statistical ratings organisation;
"KIID"	Means key investor information document in respect of each Sub-Fund or Class (as appropriate);
"Late Trading"	Means the acceptance of a subscription, conversion or redemption request after

the cut-off time fixed for accepting requests on the relevant day and the execution of such request at the price based on the net asset value applicable to such same day;

"Luxembourg"	Means the Grand Duchy of Luxembourg;
"Luxembourg Official Gazette"	Means the *Mémorial C, Recueil des Sociétés et Associations* or the *Recueil Electronique des Sociétés et Associations* (RESA);
"Management Company"	Means FundPartner Solutions (Europe) S.A.;
"Management Company Fee"	Means the management company fee payable to FundPartner Solutions (Europe) in its capacity as management company of the Company, as set out in each Special Section;
"Management Company Services Agreement"	Means the agreement between the Company and the Management Company as amended, supplemented or otherwise modified from time to time;
"Market Timing"	Means any market timing practice within the meaning of Circular 04/146 or as that term may be amended or revised by the CSSF in any subsequent circular, i.e., an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same Luxembourg undertaking for collective investment within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the methods of determination of the net asset value of the UCI;
"MBS"	Means mortgage backed securities;
"Minimum Subscription Amount"	Means, in relation to each Class in each Sub-Fund, the amount which is stipulated in the relevant Special Section as the minimum aggregate subscription monies which a Shareholder or subscriber must pay when subscribing for a particular Class in a Sub-Fund (unless waived by the Board in its own discretion) in which the Shareholder or subscriber does not hold Shares of that particular Class prior to such subscription;
"Money Market Instruments"	Means instruments normally dealt in on a money market which are liquid and have a value which can be accurately determined at any time;
"NAV Calculation Day"	Means the Business Day on which the Net Asset Value is calculated in respect of a specific Valuation Day as set out in respect of each Sub-Fund in the relevant Special Section;
"Net Asset Value"	Means, (i) in relation to the Company, the value of the net assets of the Company, (ii) in relation to each Sub-Fund, the value of the net assets attributable to such Sub-Fund, and (iii) in relation to each Class in a Sub-Fund, the value of the net assets attributable to such Class, in each case, calculated in accordance with the provisions of the Articles and the Prospectus;
"Net Asset Value per Share"	Means the Net Asset Value of the relevant Sub-Fund divided by the number of Shares in issue at the relevant time (including Shares in relation to which a Shareholder has requested redemption) or if a Sub-Fund has more than one Class in issue, the portion of the Net Asset Value of the relevant Sub-Fund attributable to a particular Class divided by the number of Shares of such Class in the relevant

	Sub-Fund which are in issue at the relevant time (including Shares in relation to which a Shareholder has requested redemption);
"OECD"	Means the Organisation for Economic Co-operation and Development;
"OECD Member State"	Means any of the member States of the OECD;
"Operating Expenses"	Means all fees, costs and expenses incurred in connection with the operation of the Company as determined under Section 20.2 of the General Section;
"OTC"	Means over-the-counter;
"OTC Derivative"	Means any financial derivative instrument dealt in over-the-counter;
"Payment Deadline"	Means the applicable deadline for the payment of subscription or redemption monies or, in case of conversions of Shares, the applicable deadline to the conversion;
"Performance Fee"	Means the performance fee to which the Investment Manager may be entitled, in accordance with the relevant Special Section;
"Performance Fee Benchmark"	Means the reference against which the performance of a Sub-Fund may be measured for the purpose of calculating the Performance Fee of a specific Class, as further described in the relevant Special Section in respect of Sub-Fund;
"Person"	Means any natural person or entity, including a corporation, partnership, association, limited liability company, limited liability partnership, joint-stock company, trust, unincorporated association, government or governmental agency or authority;
"PRC"	Means The People's Republic of China and for the purpose herein, excluding Hong Kong, Macau and Taiwan;
"Prospectus"	Means the sales prospectus relating to the issue of Shares in the Company, as amended from time to time;
"Redemption Fee"	Means the redemption fee levied by the Company in relation to the redemption of Shares of any Class in any Sub-Fund, details of which are set out in the relevant Special Section;
"Reference Currency"	Means, in relation to each Sub-Fund, the currency in which the Net Asset Value of such Sub-Fund is calculated, as stipulated in the relevant Special Section;
"Redemption Request"	Means a written request by a Shareholder to have all or part of its Shares redeemed by the Company;
"Register"	Means the register of Shareholders of the Company;
"Regulated Market"	Means a regulated market as defined in Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 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;
"Restricted Person"	Means any person, determined in the sole discretion of the Board as being not

entitled to subscribe or hold Shares in the Company or any Sub-Fund or Class if, in the opinion of the Directors, (i) such person would not comply with the eligibility criteria of a given Class or Sub-Fund (ii) a holding by such person would cause or is likely to cause the Company some pecuniary, tax or regulatory disadvantage (iii) a holding by such person would cause or is likely to cause the Company to be in breach of the law or requirements of any country or governmental authority applicable to the Company;

"Retail Investor"	Means any investor not qualifying as an Institutional Investor;
"RMB"	Means the renminbi, the official currency of the PRC which is used to denote the Chinese currency traded in CNY and CNH markets;
"Securities Act"	Means the U.S. Securities Act of 1933, as amended;
"SEK"	Means Swedish Crown, the currency of Sweden;
"Shareholder"	Means a person who is the registered holder of Shares in the Company;
"Shares"	Means shares in the Company, of such Classes and denominated in such currencies and relating to such Sub-Funds as may be issued by the Company from time to time;
"Special Section"	Means each and every supplement to this Prospectus describing the specific features of a Sub-Fund. Each such supplement is to be regarded as an integral part of the Prospectus;
"Structured Products"	Means Transferable Securities (such as notes, certificates or any other Transferable Securities) whose returns are correlated with changes in, among others, an index selected in accordance with the article 9 of the 2008 Regulation, currencies, exchange rates, Transferable Securities or a basket of Transferable Securities or a UCI, in compliance with the 2008 Regulation, and excluding, for the avoidance of doubt, certificates on precious metals in accordance with article 41(2) of the 2010 Act and Structured Products on commodities that are not eligible for a UCITS;
"Sub-Classes"	Means each sub-classes of Shares which may be issued within each Class with a distinct valuation currency;
"Sub-Fund"	Means a separate portfolio of assets established for one or more Classes of the Company which is invested in accordance with a specific investment objective. The specifications of each Sub-Fund will be described in their relevant Special Section;
"Sub-Investment Manager"	Means such entity from time to time appointed as sub-investment manager of a particular Sub-Fund by the Investment Manager as set out in the relevant Special Section;
"Subscription Cut-off"	Means the deadline for the submission of subscription requests as set out in respect of each Sub-Fund in the relevant Special Section;
"Subscription Fee"	Means the subscription fee levied in relation to the subscription for any Class in any Sub-Fund, details of which are set out in the relevant Special Section;

"Target Funds"	Means Alternative Target Funds and Traditional Target Funds;
"Traditional Target Funds"	Means UCITS and other UCIs which are not Alternative Target Funds;
"Transferable Securities"	Means • shares and other securities equivalent to shares; • bonds and other debt instruments; • any other negotiable securities which carry the right to acquire any such transferable securities by subscription or to exchanges, with the exclusion of techniques and instruments;
"UCI"	Means an undertaking for collective investment within the meaning of article 1, paragraph (2), points a) and b) of the UCITS Directive, whether situated in a EU Member State or not, provided that: • such UCI is authorised under laws which provide that it is subject to supervision that is considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured; • the level of guaranteed protection for unitholders in such UCI is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive; • the business of such UCI is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;
"UCITS"	Means an undertaking for collective investment in transferable securities under the UCITS Directive;
"UCITS-CDR"	Means the Commission Delegated Regulation of 17 December 2015 supplementing Directive 2009/65/EC with regard to obligations of depositaries;
"UCITS Directive"	Means Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), as amended;
"United States" or "U.S."	Means the United States of America (including the States, the District of Columbia and the Commonwealth of Puerto Rico), its territories, possessions and all other areas subject to its jurisdiction;
"USD"	Means the United States Dollar, the currency of the United States of America;
"U.S. Person"	Means, unless otherwise determined by the Directors, (i) a natural person who is a resident of the United States; (ii) a corporation, partnership or other entity, other

	than an entity organised principally for passive investment, organised under the laws of the United States and which has its principal place of business in the United States; (iii) an estate or trust, the income of which is subject to United States income tax regardless of the source; (iv) a pension plan for the employees, officers or principals of an entity organised and with its principal place of business in the United States; (v) an entity organised principally for passive investment such as a pool, investment company or other similar entity; provided, that units of participation in the entity held by persons who qualify as U.S. Persons or otherwise as qualified eligible persons represent in the aggregate ten per cent or more of the beneficial interests in the entity, and that such entity was formed principally for the purpose of investment by such persons in a commodity pool the operator of which is exempt from certain requirements of Part 4 of the U.S. Commodity Futures Trading Commission's regulations by virtue of its participants being non-U.S. Persons; or (vi) any other "U.S. Person" as such term may be defined in Regulation S under the Securities Act, or in regulations adopted under the U.S. Commodity Exchange Act, as amended;
"Valuation Day"	Means each day as at which the Net Asset Value will be determined for each Class in each Sub-Fund, as it is stipulated in the relevant Special Section.

2. THE COMPANY

The Company is an open-ended investment company organised under the laws of Luxembourg as a *société d'investissement à capital variable* (SICAV), incorporated under the form of a public limited liability company (*société anonyme*) on 24 April 2009 and authorised under part I of the 2010 Act.

The Company is registered with the Luxembourg trade and companies register under number B 146 030. Its original Articles have been published in the Luxembourg Official Gazette on 18 May 2009.

The registration of the Company pursuant to the 2010 Act constitutes neither approval nor disapproval by any Luxembourg authority as to the adequacy or accuracy of this Prospectus or as to the assets held in the various Sub-Funds.

The Company is subject to the provisions of the 2010 Act and of the 1915 Act insofar as the 2010 Act does not derogate therefrom.

The Shares are not currently listed on the Luxembourg Stock Exchange but the Board may decide to quote one or more Classes of a Sub-Fund on the Luxembourg or any other stock exchange or regulated market.

There is no limit to the number of Shares which may be issued. Shares will be issued to subscribers in registered form.

Shares shall have the same voting rights and shall have no pre-emptive subscription rights. In the event of the liquidation of the Company, each Share is entitled to its proportionate share of the Company's assets after payment of the Company's debts and expenses, taking into account the Company's rules for the allocation of assets and liabilities.

The Company was incorporated for an unlimited duration with an initial subscribed capital of EUR31,000. The minimum share capital of the Company must at all times be EUR1,250,000 which amount has to be attained within six months of the Company's authorisation to operate as a UCI. The Company's share capital is at all times equal to its Net Asset Value. The Company's share capital is automatically adjusted when additional Shares are issued or outstanding Shares are redeemed, and no special announcements or publicity are necessary in relation thereto.

3. SHARES

Any individual or legal entity may acquire Shares in the Company against payment of the subscription price as defined in Section 9.2 of the General Section.

The Shares confer no preferential subscription rights at the time of the issue of new Shares.

Shares are issued in registered form, with no par value and are recorded in a register. Shareholders receive written confirmation of their registration but no certificate representing Shares will be issued. All Shares must be fully paid up. Fractional Shares may be issued up to four decimal places and shall carry rights in proportion to the fraction of a Share they represent but shall carry no voting rights.

Within the same Sub-Fund, all Shares have equal rights as regards voting rights in all general meetings of Shareholders and in all meetings of the Sub-Fund concerned.

The Special Sections indicate, for each Sub-Fund, which Classes are available and their characteristics.

For each Sub-Fund, the Directors or the Management Company may, in respect of Shares in one or several Class(es) if any, decide to close subscriptions temporarily or definitively, including those arising from the conversion of Shares of another Class or another Sub-Fund.

Shareholders may ask for the conversion of all or a part of their Shares from one Class to another in compliance with the provisions of Section 11 of the General Section.

4. SUB-FUNDS, CLASSES AND SUB-CLASSES

The Company has an umbrella structure consisting of one or several Sub-Funds. A separate portfolio of assets is maintained for each Sub-Fund and is invested in accordance with the investment objective and policy applicable to that Sub-Fund. The investment objective, policy, as well as the risk profile and other specific features of each Sub-Fund are set forth in the relevant Special Section.

The Company is one single legal entity. However, the rights of the Shareholders and creditors relating to a Sub-Fund or arising from the setting-up, operation and liquidation of a Sub-Fund are limited to the assets of that Sub-Fund. The assets of a Sub-Fund are exclusively dedicated to the satisfaction of the rights of the Shareholders relating to that Sub-Fund and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Sub-Fund.

Within a Sub-Fund, the Board may decide to issue one or more Classes the assets of which will be commonly invested but subject to different fee structures, distribution, marketing targets, currency or other specific features. A separate Net Asset Value per Share, which may differ as a consequence of these variable factors, will be calculated for each Class.

The Company may, at any time, create additional Classes whose features may differ from the existing Classes and additional Sub-Funds whose investment objectives may differ from those of the Sub-Funds then existing. Upon creation of new Sub-Funds or Classes, the Prospectus will be updated, if necessary, or supplemented by a new Special Section.

Classes of some Sub-Funds, indicated in the Special Section of each Sub-Fund, may, on the decision of the Board, be subdivided into several Sub-Classes with a different valuation currency. **The attention of investors is drawn to the fact that, depending on whether foreign exchange hedging instruments are used in respect of each Sub-Class, an investor may be exposed to the risk that the Net Asset Value of one Sub-Class denominated in a given valuation currency may fluctuate in a way that compares unfavourably to that of another Sub-Class denominated in another valuation currency. It should nevertheless be noted that all expenses associated with the financial instruments, if any, used for the purpose of hedging foreign exchange risks related to the Sub-Class concerned will be allocated to that Sub-Class. For the purpose of the Articles, any references to Classes include references to Sub-Classes.**

The Special Sections indicate, for each Sub-Fund, which Classes and, if applicable, which Sub-Classes are available and if there are any additional characteristics of the Classes and Sub-Classes concerned.

To the extent permitted by the Prospectus, and in relation to Sub-Classes that are denominated in a currency other than the Reference Currency of a Sub-Fund, the Investment Manager may (but is under no obligation to) employ techniques and instruments intended to provide protection, so far as possible, against movements of the currency in which the relevant Sub-Class is denominated.

For each Sub-Fund, the Board may, in respect of Shares in one or several Class(es) of Shares, decide to close subscriptions temporarily, including those arising from the conversion of Shares of another Class or another Sub-Fund.

For the time being, the Company is comprised of the following Sub-Funds:

(i) Argos Funds – Argonaut Fund;

(ii) Argos Funds – Smaller European Companies;

(iii) Argos Funds – World Opportunities;

(iv) Argos Funds – European Equities Long-Short Fund;

(v) Argos Funds – The Bamboo Fund;

(vi) Argos Funds – International Equities;

(vii) Argos Funds – Global Dynamic Portfolio;

(viii) Argos Funds – Global Balanced Portfolio;

(ix) Argos Funds – Global Conservative Portfolio;

(x) Argos Funds – Infrastructure Securities Fund;

(xi) Argos Funds – Yield Opportunities;

(xii) Argos Funds – Accessible Clean Energy Fund; and

(xiii) Argos Funds – New Europe.

Each Sub-Fund is described in more detail in the relevant Special Section.

Investors should note however that some Sub-Funds or Classes may not be available to all investors. The Company retains the right to offer only one or more Classes for purchase by investors in any particular jurisdiction in order to conform to local law, customs or business practice or for fiscal or any other reason. The Company may further reserve one or more Sub-Funds or Classes to certain Eligible Investors only (e.g., Institutional Investors).

5. INVESTMENT RESTRICTIONS

The Company and the Sub-Funds are subject to the restrictions and limits set forth below.

The management of the assets of the Sub-Funds will be undertaken within the following investment restrictions. **A Sub-Fund may be subject to additional investment restrictions set out in the relevant Special Section. In the case of any conflict, the provisions of the relevant Special Section will prevail.**

5.1 Eligible Investments

(a) The Company's investments may consist solely of:

(i) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in an EU Member State;

(ii) Transferable Securities and Money Market Instruments dealt on another Regulated Market;

(iii) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange or dealt in on another regulated market in any country of Western or Eastern Europe, Asia, Oceania, the American continents or Africa;

(iv) new issues of Transferable Securities and Money Market Instruments, provided that:

(A) the terms of issue include an undertaking that application will be made for admission to official listing on any stock exchange or other Regulated Market referred to in subparagraphs 5.1(a)(i), (ii) and (iii);

(B) such admission is secured within a year of issue;

(v) units of UCITS and/or other UCIs within the meaning of article 1, paragraph (2), points a) and b) of the UCITS Directive, whether situated in an EU Member State or not, provided that:

(A) such other UCIs are authorised under laws which provide that they are subject to supervision that is considered by the Luxembourg supervisory authority to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured;

(B) the level of guaranteed protection for shareholders/unitholders in such other UCIs is equivalent to that provided for shareholders/unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive;

(C) the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;

(D) no more than 10% of the net assets of the UCITS or other UCI whose acquisition is contemplated, can, according to their fund rules or constitutional documents, be invested in aggregate in units of other UCITS or other UCIs;

(vi) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;

(vii) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market referred to in subparagraphs 5.1(a)(i), (ii) and (iii); and/or OTC Derivatives, provided that:

(A) the underlying consists of instruments covered by this paragraph 5.1(a), financial indices, interest rates, foreign exchange rates or currencies, in which a Sub-Fund may invest according to its investment objectives as stated in the relevant Special Section,

(B) the counterparties to OTC Derivative transactions are First Class Institutions, and

(C) 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;

(viii) Money Market Instruments other than those dealt in on a Regulated Market if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:

(A) issued or guaranteed by a central, regional or local authority or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in the 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 EU Member States belong, or

(B) issued by an undertaking, any securities of which are listed on a stock exchange or dealt in on Regulated Markets referred to in subparagraphs 5.1(a)(i), (ii) or (iii), or

(C) 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

(D) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection rules 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 EUR10 million and which (i) represents and publishes its annual accounts in accordance with Directive 78/660/EEC, (ii) is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or (iii) is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

(b) However, each Sub-Fund may:

(i) invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to under paragraph 5.1(a)(i) to (a)(iv) and 5.1(a)(viii) above; and

(ii) hold liquid assets on an ancillary basis.

5.2 Risk diversification

(a) In accordance with the principle of risk diversification, the Company is not permitted to invest more than 10% of the net assets of a Sub-Fund in Transferable Securities or Money Market Instruments of one and the same issuer. The total value of the Transferable Securities and Money Market Instruments in each issuer in which more than 5% of the net assets are invested, must not exceed 40% of the value of the net assets of the respective Sub-Fund. This limitation does not apply to deposits and OTC Derivative transactions made with financial institutions subject to prudential supervision.

(b) The Company is not permitted to invest more than 20% of the net assets of a Sub-Fund in deposits made with the same body.

(c) Notwithstanding the individual limits laid down in paragraphs 5.2(a), 5.2(b) and 5.5(l), a Sub-Fund may not combine:

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

(ii) deposits made with, and/or

(iii) exposures arising from OTC Derivative transactions undertaken with,

a single body in excess of 20% of its net assets.

(d) The 10% limit set forth in paragraph 5.2(a) above can be raised to a maximum of 25% in case of certain bonds issued by credit institutions which have their registered office in an EU Member State and are subject by law, in that particular country, to specific public supervision designed to ensure the protection of bondholders. In particular the funds which originate from the issue of these bonds are to be invested, in accordance with the law, in assets which sufficiently cover the financial obligations resulting from the issue throughout the entire life of the bonds and which are allocated preferentially to the payment of principal and interest in the event of the issuer's failure. Furthermore, if investments by a Sub-Fund in such bonds with one and the same issuer represent more than 5% of the net assets, the total value of these investments may not exceed 80% of the net assets of the corresponding Sub-Fund.

(e) The 10% limit set forth in paragraph 5.2(a) above can be raised to a maximum of 35% for Transferable Securities and Money Market Instruments that are issued or guaranteed by an EU Member State or its local authorities, by a G20 Member State, by another OECD Member State, Singapore, Hong Kong or by public international organisations of which one or more EU Member States are members.

(f) Transferable Securities and Money Market Instruments which fall under the special ruling given in paragraphs 5.2(d) and 5.2(e) are not counted when calculating the 40% risk diversification ceiling mentioned in paragraph 5.2(a).

(g) The limits provided for in paragraphs 5.2(a) to 5.2(e) above may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body or in deposits or derivative instruments with this body will under no circumstances exceed in total 35% of the net assets of a Sub-Fund.

(h) Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this Section 5.2.

(i) A Sub-Fund may invest, on a cumulative basis, up to 20% of its net assets in Transferable Securities and Money Market Instruments of the same group.

5.3 Exceptions which can be made

(a) Without prejudice to the limits laid down in paragraph 5.7 the limits laid down in paragraph 5.2 are raised to a maximum of 20% for investment in shares and/or bonds issued by the same body if, according to the relevant Special Section, the investment objective and policy of that Sub-Fund is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

(i) its composition 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 above 20% limit may be raised to a maximum of 35%, but only in respect of a single body, 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.

(b) The Company is authorised, in accordance with the principle of risk diversification, to invest up to 100% of the net assets of a Sub-Fund in Transferable Securities and Money Market Instruments from various offerings that are issued or guaranteed by an EU Member State or its local authorities, by a G20 Member State, by another OECD Member State, Singapore, Hong Kong or by public international organisations in which one or more EU Member States are members. These securities must be divided into at least six different issues, with securities from one and the same issue not exceeding 30% of the total net assets of a Sub-Fund.

5.4 Investment in UCITS and/or other UCIs

(a) A Sub-Fund may acquire the units of UCITS and/or other UCIs referred to in subparagraph 5.1(a)(v) provided that no more than 20% of its net assets are invested in units of a single UCITS or other UCI. If a UCITS or other UCI has multiple compartments (within the meaning of article 181 of the 2010 Act) and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the above limit.

(b) Investments made in units of UCIs other than UCITS may not exceed, in aggregate, 30% of the net assets of the Sub-Fund.

(c) When a Sub-Fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in paragraph 5.2.

(d) When a Sub-Fund invests in the units of UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, (regarded as more than 10% of the voting rights or share capital), that management company or other company may not charge subscription, conversion or redemption fees on account of the Sub-Fund's investment in the units of such UCITS and/or other UCIs.

(e) If a Sub-Fund invests a substantial proportion of its assets in other UCITS and/or other UCIs, the maximum level of the management fees that may be charged both to the Sub-Fund itself and to the other UCITS and/or other UCIs in which it intends to invest, will be disclosed in the relevant Special Section.

(f) In the annual report of the Company it will be indicated for each Sub-Fund the maximum proportion of management fees charged both to the Sub-Fund and to the UCITS and/or other UCIs in which the Sub-Fund invests.

5.5 Investments in financial derivative instruments and use of EPM techniques

(a) The Company must employ (i) a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio and (ii) a process for accurate and independent assessment of the value of OTC Derivatives.

(b) Each Sub-Fund will ensure that its global exposure relating to derivative instruments does not exceed the total net value of its portfolio.

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

(d) A Sub-Fund may invest, as a part of its investment policy, in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in paragraph 5.2. Under no circumstances will these operations cause a Sub-Fund to diverge from its investment objectives as laid down in the Prospectus and the relevant Special Section. When a Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in paragraph 5.2.

(e) When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this Section.

(f) The Company's annual reports will contain, in respect of each Sub-Fund that has entered into financial derivative instruments over the relevant reporting period, details of:

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

(g) The Sub-Funds are authorised to employ techniques and instruments relating to Transferable Securities or Money Market Instruments subject to the following conditions:

(i) they are economically appropriate in that they are realised in a cost-effective way;

(ii) they are entered into for one or more of the following specific aims:

(A) reduction of risk;

(B) reduction of cost;

(C) generation of additional capital or income for the relevant Sub-Fund with a level of risk which is consistent with the its risk profile and applicable risk diversification rules;

(iii) their risks are adequately captured by the Company's risk management process.

(h) The efficient portfolio management techniques (**EPM Techniques**) that may be employed by the Sub-Funds in accordance with paragraph 5.5(g) above include securities lending, repurchase agreements and reverse repurchase agreements. A repurchase agreement transaction is a forward transaction at the maturity of which a Sub-Fund has the obligation to repurchase the assets sold and the buyer (counterparty) the obligation to return the assets received under the transaction. A reverse repurchase agreement transaction is a forward transaction at the maturity of which the seller (counterparty) has the obligation to repurchase the assets sold and the relevant Sub-Fund has the obligation to return the assets received under the transaction.

(i) The use of EPM Techniques by the Sub-Funds is subject to the following conditions:

(i) When entering into a securities lending agreement, the Company should ensure that it is able at any time to recall any security that has been lent out or terminate the securities lending agreement.

(ii) When entering into a reverse repurchase agreement, the Company should ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the net asset value of the relevant Sub-Fund.

(iii) When entering into a repurchase agreement, the Company should ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.

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

(k) The Company's annual report will include the following information:

(i) the exposure obtained through EPM Techniques;

(ii) the identity of the counterparty(ies) to these EPM Techniques;

(iii) the type and amount of collateral received by the Company to reduce counterparty exposure;

(iv) where collateral received from an issuer has exceeded 20% of the NAV of a Sub-Fund, the identity of that issuer;

(v) whether a Sub-Fund has been fully collateralised in securities issued or guaranteed by a Member State; and

(vi) the revenues arising from EPM Techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred.

(l) The counterparty risk arising from OTC Derivatives and EPM Techniques may not exceed 10% of the assets of a Sub-Fund when the counterparty is a credit institution domiciled in the EU or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the EU. This limit is set at 5% in any other case.

(m) The counterparty risk of a Sub-Fund vis-à-vis a counterparty is equal to the positive mark-to-market value of all OTC Derivatives and EPM Techniques transactions with that counterparty, provided that:

- if there are legally enforceable netting arrangements in place, the risk exposure arising from OTC Derivative and EPM Techniques transactions with the same counterparty may be netted; and

- if collateral is posted in favour of a Sub-Fund and such collateral complies at all times with the criteria set out in paragraph 5.5(n) below, the counterparty risk of such Sub-Fund is reduced by the amount of such collateral.

(n) Collateral received by a Sub-Fund may be must comply at all times with the following principles:

(i) Liquidity – any collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the acquisition limits set out in paragraph 5.7(b).

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

(iii) Issuer credit quality – collateral received should be of high quality.

(iv) Correlation – the collateral received by the Sub-Fund 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.

(v) Collateral diversification (asset concentration) – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Sub-Fund receives from a counterparty of OTC Derivative or EPM Techniques transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When a Sub-Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation, a Sub-Fund may be fully collateralised in different Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong, provided the Sub-Fund receives securities from at least six different issues and any single issue does not account for more than 30% of the Sub-Fund's NAV. Accordingly a Sub-Fund may be fully collateralised in securities issued or guaranteed by a an eligible OECD Member State.

(vi) Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process.

(vii) Collateral received should be capable of being fully enforced by the Company for the account of the Sub-Fund at any time without reference to or approval from the counterparty.

(o) The Sub-Funds will only accept the following assets as collateral:

(i) Liquid assets. Liquid assets include not only cash and short term bank certificates, but also money market instruments such as defined within Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS). A letter of credit or a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty are considered as equivalent to liquid assets.

(ii) Bonds issued or guaranteed by an OECD Member State or by their local public authorities or by supranational institutions and undertakings with EU, regional or world-wide 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 items (v) and (vi) 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 Member State of the European Union or on a stock exchange of an OECD Member State, on the condition that these shares are included in a main index.

(p) For the purpose of paragraph 5.5(n) above, all assets received by a Sub-Fund in the context of EPM Techniques should be considered as collateral.

(q) Non-cash collateral received by a Sub-Fund may not be sold, re-invested or pledged.

(r) Cash collateral received by a Sub-Fund can only be:

(i) placed on deposit with credit institutions which either have their registered office in an EU Member State or are subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;

(ii) invested in high-quality government bonds;

(iii) used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis;

(iv) invested in Short-Term Money Market Funds as defined in the CESR Guidelines 10-049 on a Common Definition of European Money Market Funds.

(s) Collateral posted in favour of a Sub-Fund under a title transfer arrangement should be held by the Depositary or one of its correspondents or sub-custodians. Collateral posted in favour of a Sub-Fund under a security interest arrangement (eg, a pledge) can be held by a Third Party Depositary which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

(t) Re-invested cash collateral will be diversified in accordance with the diversification requirements applicable to non-cash collateral under paragraph (n) above.

(u) The Management Company has a haircut policy relating to the classes of assets received as collateral by or for the account of the Company. The Management Company only accepts cash and high-quality government bonds as collateral with haircuts ranging from 1-10%. Haircuts are assessed based on collateral credit quality, price volatility and tenor.

5.6 Tolerances and multiple compartment issuers

If, because of reasons beyond the control of the Company or the exercising of subscription rights, the limits mentioned in this Section 5 are exceeded, the Company must have as a priority objective in its sale transactions to reduce these positions within the prescribed limits, taking into account the best interest of the Shareholders.

Provided that they continue to observe the principles of risk diversification, newly established Sub-Funds may deviate from the limits mentioned under Sections 5.2, 5.3 and 5.4 above for a period of six months following the date of their initial launch.

If an issuer of Eligible Investments is a legal entity with multiple compartments and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the limits set forth under Sections 5.2 and 5.4, and paragraph 5.3(a).

5.7 Investment prohibitions

The Company is prohibited from:

(a) acquiring equities with voting rights that would enable the Company to exert a significant influence on the management of the issuer in question;

(b) acquiring, for the account of a Sub-Fund, more than:

(i) 10% of the non-voting equities of one and the same issuer,

(ii) 10% of the debt securities issued by one and the same issuer,

(iii) 10% of the Money Market Instruments issued by one and the same issuer, or

(iv) 25% of the units of one and the same UCITS and/or other UCI.

The limits laid down in (ii), (iii), and (iv) 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 the securities in issue, cannot be calculated.

Transferable Securities and Money Market Instruments which, in accordance with article 48, paragraph 3 of the 2010 Act are issued or guaranteed by an EU Member State or its local authorities, by a Member State of the G20, by an OECD Member State, Singapore, Hong Kong or which are issued by public international organisations of which one or more EU Member States are members are exempted from the above limits;

(c) selling Transferable Securities, Money Market Instruments and other Eligible Investments mentioned under sub-paragraphs 5.1(a)(v), (vii) and (viii) short;

(d) acquiring precious metals or related certificates;

(e) investing in real estate and purchasing or selling commodities or commodities contracts;

(f) borrowing on behalf of a particular Sub-Fund, unless:

(i) the borrowing is in the form of a back-to-back loan for the purchase of foreign currency;

(ii) the loan is only temporary and does not exceed 10% of the net assets of the Sub-Fund in question;

(g) granting credits or acting as guarantor for third parties. This limitation does not refer to the purchase of Transferable Securities, Money Market Instruments and other Eligible Investments mentioned under sub-paragraphs 5.1(a)(v), (vii) and (viii) that are not fully paid up.

6. CO-MANAGEMENT AND POOLING

To ensure effective management of the Company, the Directors and the Management Company may decide to manage all or part of the assets of one or more Sub-Funds with those of other Sub-Funds in the Company (pooling technique) or, where applicable, to co-manage all or part of the assets, except for a cash reserve, if necessary, of one or more Sub-Funds with the assets of other Luxembourg investment funds or of one or more sub-funds of other Luxembourg investment funds (hereinafter referred to as the **Party(ies) to the co-managed assets**) for which the Depositary is the appointed depositary. These assets will be managed in accordance with the respective investment policies of the Parties to the co-managed assets, each of which is pursuing identical or comparable objectives. Parties to the co-managed assets will only participate in co-managed assets which are in accordance with the stipulations of their respective prospectuses and investment restrictions.

Each Party to the co-managed assets will participate in the co-managed assets in proportion to the assets it has contributed to the co-management. Assets and liabilities will be allocated to each Party to the co-managed assets in proportion to its contribution to the co-managed assets.

Each Party's rights to the co-managed assets apply to each line of investment in the said co-managed assets.

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

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

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

In the case of an infringement of the investment restrictions affecting a Sub-Fund of the Company, when such a Sub-Fund takes part in co-management and even if the manager has complied with the investment restrictions applicable to the co-managed assets in question, the Directors and the Management Company shall ask the manager to reduce the investment in question in proportion to the participation of the Sub-Fund concerned in the co-managed assets or, where applicable, reduce its participation in the co-managed assets to a level that respects the investment restrictions of the Sub-Fund.

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

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

7. RISK FACTORS

Before making an investment decision with respect to Shares of any Class in any Sub-Fund, prospective investors should carefully consider all of the information set out in this Prospectus and the relevant Special Section, as well as their own personal circumstances. Prospective investors should have particular regard to, among other matters, the considerations set out in this Section and under the Sections "Specific Risk Factors" and "Profile of the typical investor" in the relevant Special Section. The risk factors referred to therein, and in this document, alone or collectively, may reduce the return on the Shares of any Sub-Fund and could result in the loss of all or a proportion of a Shareholder's investment in the Shares of any Sub-Fund. The price of the Shares of any Sub-Fund can go down as well as up and their value is not guaranteed. Shareholders may not receive, at redemption or liquidation, the amount that they originally invested in any Class or any amount at all.

The risks may include or relate to equity markets, bond markets, foreign exchange rates, interest rates, credit risk, the use of derivatives, counterparty risk, market volatility and political risks. The risk factors set out in this Prospectus, the KIID(s) and the relevant Special Section are not exhaustive. There may be other risks that a prospective investor should consider that are relevant to its own particular circumstances or generally.

An investment in the Shares of any Sub-Fund is only suitable for investors who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

Before making any investment decision with respect to the Shares, prospective investors should consult their own stockbroker, bank manager, lawyer, solicitor, accountant and/or financial adviser and carefully review and consider such an investment decision in the light of the foregoing and the prospective investor's personal circumstances.

The Company is intended to be a medium to long-term investment vehicle (depending on the investment policy of the relevant Sub-Funds). Shares may however be redeemed on each Valuation Day. Substantial redemptions of Shares by Shareholders within a limited period of time could cause the Company to liquidate positions more rapidly than would otherwise be desirable, which could adversely affect the value of both the Shares being redeemed and the outstanding Shares. In addition, regardless of the period of time in which redemptions occur, the resulting reduction in the Net Asset Value per Share could make it more difficult for the Company to generate trading profits or recover losses.

7.1 Investments in emerging markets

In certain countries, there is the possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments which could affect investment in those countries. There may be less publicly available information about certain financial instruments than some investors would find customary and entities in some countries may not be subject to accounting, auditing and financial reporting standards and requirements comparable to those to which certain investors may be accustomed. Certain financial markets, while generally growing in volume, have for the most part, substantially less volume than more developed markets, and securities of many companies are less liquid and their prices more volatile than securities of comparable companies in more sizeable markets. There are also varying levels of government supervision and regulation of exchanges, financial institutions and issuers in various countries. In addition, the manner in which foreign investors may invest in securities in certain countries, as well as limitations on such investments, may affect the investment operations of the Sub-Funds.

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

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

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

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

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

Russia

Furthermore, investments in Russia are currently subject to certain heightened risks with regard to the ownership and custody of securities. In Russia this is evidenced by entries in the books of a company or its registrar (which is neither an agent nor responsible to the Depositary). No certificates representing ownership of Russian companies will be held by the Depositary or any of its local correspondents or in an effective central depository system. As a result of this system and the lack of the effective state regulation and enforcement, the Company could lose its registration and ownership of Russian securities through fraud, negligence or even mere oversight. In addition, Russian securities have an increased custodial risk associated with them as such securities are, in accordance with market practice, held in custody with Russian institutions which may not have adequate insurance coverage to cover loss due to theft, destruction or default whilst such assets are in its custody.

Some Sub-Funds may invest a significant portion of their net assets in securities or corporate bonds issued by companies domiciled, established or operating in Russia as well as, as the case may be, in debt securities issued by the Russian government as more fully described for each relevant Sub-Fund in its investment policy.

7.2 Investments in China

Country and market risk

Investing in the People's Republic of China (**PRC**) is subject to the risks of investing in emerging markets – outlined above – and additional risks which are specific to the PRC market. The economy of China is in a state of transition from a planned economy to a more market oriented economy and investments may be sensitive to changes in law and regulation together with political, social or economic policy which includes possible government intervention. In extreme circumstances, a Sub-Fund (or a Target Fund) investing in the PRC may incur losses due to limited investment capabilities, or may not be able to fully implement or pursue its investment objectives or strategy, due to local investment restrictions, illiquidity of the PRC domestic securities market, and/or delay or disruption in execution and settlement of trades. Any Sub-Fund investing directly (or indirectly through a Target Fund) in China may be adversely affected by such losses.

China is one of the world’s largest emerging markets. As with investing in any emerging market country, investments in China may be subject to greater risk of loss than investments made in a developed market. This is due, among other things, to greater market volatility, lower trading volume, greater risk of market shut down, and more governmental limitations with respect to foreign-inward investment. The companies in which a Sub-Fund (or a Target Fund) invests may be held to lower disclosure, corporate governance, accounting and reporting standards than companies listed or traded in more developed markets. In addition, some of the securities held by a Sub-Fund (or a Target Fund) may be subject to higher transaction and other costs, foreign ownership limits, the imposition of taxes, or may have liquidity issues which make such securities more difficult to sell at reasonable prices. These factors may increase the volatility and hence the risk of an investment in a Sub-Fund (or a Target Fund) investing in China.

Legal risk

The PRC legal system is based on written statutes and their interpretation by the Supreme People’s Court. Prior court decisions may be cited for reference but have no precedent value. Since 1979, the PRC government has been developing a comprehensive system of commercial laws, and considerable progress has been made in introducing laws and regulations dealing with economic matters such as foreign investment, corporate organisation and governance, commerce, taxation and trade. However, because of the limited volume of published cases and judicial interpretation and their non-binding nature, the interpretation and enforcement of these regulations involves significant uncertainties. Given the short history of the PRC system of commercial laws, the PRC regulatory and legal framework may not be as well developed as those of developed countries. In addition, as the PRC legal system develops, no assurance can be given that changes in such laws and regulations, their interpretation or their enforcement will not have a material adverse effect on the relevant Sub-Fund's onshore business operations or the ability of a Target Fund to acquire China class A, B or H shares. The PRC government heavily regulates the domestic exchange of foreign currencies within the PRC. PRC law requires that all domestic securities transactions must be settled in RMB, places significant restrictions on the remittance of foreign currency, and strictly regulates currency exchange from RMB.

China Interbank Bond Market Risk

The China Interbank Bond Market (**CIBM**) is made up of the interbank bond market and the exchange listed bond market. The CIBM is an OTC market established in 1997. Currently, more than 90% of CNY (onshore RMB) bond trading activity takes place in the CIBM, and the main products traded in this market include government bonds, policy bank bonds and corporate bonds. The CIBM is in a stage of development and the market capitalisation may be lower than those of the more developed markets. Market volatility and potential lack of liquidity due to low trading volume may result in prices of debt securities traded on such market fluctuating significantly. The Sub-Fund investing in such market is therefore subject to liquidity and volatility risks and may suffer losses in trading PRC bonds. The bid and offer spreads of the prices of the PRC bonds may be large, and the relevant Sub-Fund may therefore incur significant trading and realisation costs and may even suffer losses when selling such investments.

To the extent that a Sub-Fund transacts in the CIBM in the PRC, the Sub-Fund may also be exposed to risks associated with settlement procedures and default of counterparties. The counterparty which has entered into a transaction with the Sub-Fund may default in its obligation to settle the transaction by delivery of the relevant security or by payment for value. The CIBM is also subject to regulatory risks. Due to irregularities in the CIBM trading activities, the China Government Securities Depository Trust & Clearing Co., Ltd. (the CDC) suspended new account opening on the CIBM for specific types of products. Although UCITS were not affected, there is no assurance that future regulatory actions will not affect such UCITS.

If accounts are suspended, or cannot be opened, a Sub-Fund's ability to invest in the CIBM will be limited and it may suffer substantial losses as a result.

Operational and settlement risk procedures in the PRC are less developed and may differ from those in countries that have more developed financial markets. A Sub-Fund may be subject to a risk of substantial loss if an appointed agent (such as a broker or a settlement agent) defaults in the performance of its responsibilities. The Sub-Fund may incur substantial losses if its counterparty fails to pay for securities the Sub-Fund has delivered, or for any reason fails to complete its contractual obligations owed to the Sub-Fund. On the other hand, significant delays in settlement may occur in certain markets in registering the transfer of securities. Such delays could result in substantial losses for the Sub-Fund if investment opportunities are missed or if a Sub-Fund is unable to acquire or dispose of a security as a result.

Trading in the CIBM may expose investors to certain risks associated with settlement procedures and the default of counterparties. Much of the protection afforded to investors in securities listed on more developed exchanges may not be available in connection with transactions on the CIBM which is an over-the-counter market. All trades settled through China Central Depository & Clearing Co., Ltd. (the **CCDC**), the central clearing for the CIBM, are settled on a delivery versus payment basis i.e., if the Sub-Fund is buying certain securities, the Sub-Fund will only pay the counterparty upon receipt of such securities. If a counterparty defaults in delivering the securities, the trade may be cancelled and this may adversely affect the value of the Sub-Fund.

Stock connect

The Stock Connect (meaning the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect (together, the **Stock Connect**)) is a securities trading and clearing linked programme developed by the Hong Kong Exchanges and Clearing Limited (the **HKEx**), the Shanghai Stock Exchange (**SSE**), the Shenzhen Stock Exchange (**SZSE**) and the China Securities Depository and Clearing Co., Ltd. (**CSDCC**), with an aim to achieve mutual stock market access between the PRC.

Each of the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect comprises a northbound trading link (the **Northbound Trading Link**) for investment in PRC shares and a southbound trading link (the **Southbound Trading Link**) for investment in Hong Kong shares. Under the Northbound Trading Link, Hong Kong and overseas investors (including the Sub-Fund), through their Hong Kong brokers and a securities trading service company established by the Stock Exchange of Hong Kong Limited (**SEHK**) are able to trade eligible shares listed on the SSE or the SZSE by routing orders to the SSE or the SZSE (as the case may be). Under the Southbound Trading Link, eligible investors, through PRC securities firms and a securities trading service company established by the SSE, are able to trade eligible shares listed on the SEHK by routing orders to the SEHK.

Eligible securities – Initially, Hong Kong and overseas investors are only able to trade certain stocks listed on the SSE market (the **SSE Securities**) and the SZSE market (the **SZSE Securities**).

It is expected that the list of eligible securities will be subject to review.

Trading day – Investors (including the Sub-Fund) will only be allowed to trade on the other market on days where both markets are open for trading, and banking services are available in both markets on the corresponding settlement days.

Trading quota – Trading under the Stock Connect will be subject to a daily quota (the **Daily Quota**), which will be separate for Northbound and Southbound trading. The Daily Quota limits the maximum net buy value of cross-boundary trades by all investors (including the Sub-Fund) under the Stock Connect each day. The quotas are utilised on a first-come-first-serve basis. The SEHK will monitor the quota and publish the remaining balance of the Northbound Daily Quota at scheduled times on the HKEx's website. The Daily Quota may change in the future. The Investment Manager and/or the Management Company will not notify investors in case of a change of quota.

Settlement and custody – The Hong Kong Securities Clearing Company Limited (**HKSCC**) is responsible for the clearing, settlement and the provision of depository, nominee and other related services of the trades executed by Hong Kong market participants and investors. SSE Securities or SZSE Securities acquired by an investor through Northbound Trading is maintained with such investor's broker's or custodian's stock account with the Central Clearing and Settlement System (**CCASS**) operated by HKSCC.

Currency – Hong Kong and overseas investors (including a Sub-Fund) will trade and settle SSE Securities and SZSE Securities in RMB only.

Trading fees – In addition to paying trading fees and stamp duties in connection with China A-share trading, a Sub-Fund may be subject to other fees and taxes concerned with income arising from stock transfers which are determined by the relevant authorities.

Coverage of Investor Compensation Fund – A Sub-Fund's investments through Northbound trading under Stock Connect is not covered by Hong Kong's Investor Compensation Fund (the **Hong Kong's Investor Compensation Fund**). Hong Kong's Investor Compensation Fund is established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Since default in Northbound trading via Stock Connect do not involve products listed or traded in the SEHK or the Hong Kong Futures Exchanges Limited, such trading is not covered by Hong Kong's Investor Compensation Fund. Furthermore, since a Sub-Fund is carrying out Northbound trading through securities brokers in Hong Kong but not PRC brokers, such trading is not protected by the China Securities Investor Protection Fund in the PRC.

Shenzhen-Hong Kong Stock Connect specific risks: The Shenzhen-Hong Kong Stock Connect is newly launched and does not have an operating history and the risks identified above are particularly relevant to the Shenzhen-Hong Kong Stock Connect due to the lack of an operating history. Investors should note that the performance of the Shenzhen-Hong Kong Stock Connect may not be the same as the performance of the Shanghai-Hong Kong Stock Connect to date.

Foreign shareholding restrictions: Pursuant to relevant rules and regulations, foreign investors holding China A-shares (including through the Stock Connect) are subject to the following shareholding restrictions:

- the shareholding of any single foreign investor in an A-share listed company must not exceed 10% of such company's total issued shares; and

- the aggregate shareholding of all foreign investors in an A-share listed company must not exceed 30% of such company's total issued shares.

When aggregate foreign shareholding of an individual A-share listed company exceeds the 30% threshold, the foreign investors concerned will be requested to sell the relevant China A-shares on a last-in-first-out basis within 5 trading days. If the 30% threshold is exceeded due to trading via Stock Connect, the SEHK will identify the exchange participant(s) concerned and require a force-sell. As a result, it is possible that a Sub-Fund may be required to unwind its positions where it has invested in a China A-share listed company in respect of which the aggregate foreign shareholding threshold has been exceeded.

The SSE, SZSE and the SEHK (as the case may be) will issue warnings as the aggregate foreign shareholding of an SSE Security or SZSE Security approaches 30%. Northbound Trading buy orders will be suspended once the aggregate foreign shareholding reaches 28% and will resume when it drops back to 26%. Northbound Trading sell orders will not be affected.

Further information about the Stock Connect is available at the website: http://www.hkex.com.hk/eng/csm/index.htm.

Stock connect risk

A Sub-Fund's investments through the Stock Connect may be subject to the following risks. In the event that the Sub-Fund's ability to invest in China A-shares through the Stock Connect on a timely basis is adversely affected, the Sub-Fund's ability to achieve its investment objective may be affected.

Quota limitations: The Stock Connect is subject to quota limitations. In particular, once the remaining balance of the Northbound Daily Quota drops to zero or the Northbound Daily Quota is exceeded during the opening call session, new buy orders will be rejected (though investors will be allowed to sell their cross-boundary securities regardless of the quota balance). The Sub-Fund's ability to invest in China A-shares through the Stock Connect may be affected.

Front-end monitoring risk: PRC regulations require that in order for an investor to sell any China A-share on a certain trading day, there must be sufficient China A-shares in the investor's account before market opens on that day. If there are insufficient China A-shares in the investor's account, the sell order will be rejected by the SSE or the SZSE. The SEHK carries out pre-trade checking on SSE Securities and SZSE Securities sell orders of its participants (i.e. stock brokers) to ensure that this requirement is satisfied. This means that investors must transfer SSE Securities and SZSE Securities to the accounts of its brokers before the market opens on the day of selling. If an investor fails to meet this deadline, it will not be able to sell SSE Securities or SZSE Securities on the relevant trading day. Because of this requirement, investors may not be able to dispose of holdings of SSE Securities or SZSE Securities in a timely manner. This also raises concerns as to counterparty risks as securities may need to be kept by brokers overnight.

To facilitate investors whose SSE Securities or SZSE Securities are maintained with custodians to sell their SSE Securities or SZSE Securities without having to pre-deliver the SSE Securities or SZSE Securities from their custodians to their executing brokers, the HKEx introduced an enhanced pre-trade checking model in March 2015, under which an investor may request its custodian to open a Special Segregated Account (SPSA) in CCASS to maintain its holdings in SSE Securities and SZSE Securities. Such investors only need to transfer SSE Securities or SZSE Securities from its SPSA to its designated broker's account after execution and not before placing the sell order. If the Sub-Fund is unable to utilise this model, it would have to deliver SSE Securities or SZSE Securities to brokers before the trading day and the above risks may still apply.

Legal and beneficial ownership risk: The SSE Securities and the SZSE Securities in respect of a Sub-Fund will be held by the Depositary (or its delegate) in accounts in CCASS maintained by the HKSCC as central securities depositary in Hong Kong. The HKSCC in turn holds the SSE Securities and the SZSE Securities, as the nominee holder, through an omnibus securities account in its name registered with the CSDCC. The precise nature and rights of the Sub-Fund as the beneficial owner of the SSE Securities and the SZSE Securities through HKSCC as nominee is not well defined under PRC law. There is lack of a clear definition of, and distinction between, legal ownership and beneficial ownership under PRC law and there have been few cases involving a nominee account structure in the PRC courts. The exact nature and methods of enforcement of the rights and interests of the Sub-Fund under PRC law is also uncertain.

In the unlikely event that HKSCC becomes subject to winding up proceedings in Hong Kong there is a risk that the SSE Securities and the SZSE Securities may not be regarded as held for the beneficial ownership of the Sub-Fund or as part of the general assets of HKSCC available for general distribution to its creditors.

Nominee arrangements: HKSCC is the nominee holder of the SSE Securities and SZSE Securities acquired by Hong Kong and overseas investors through Stock Connect.

The China Securities Regulatory Commission Stock Connect rules expressly provide that investors enjoy the rights and benefits of the securities acquired through Stock Connect in accordance with applicable laws. Such rules are departmental regulations having legal effect in the PRC. However, the application of such rules is untested, and there is no assurance that PRC courts will recognise such rules (for example, in liquidation proceedings of PRC companies).

It should be noted that, under the CCASS Rules, HKSCC as nominee holder shall have no obligation to take any legal action or court proceedings to enforce any rights on behalf of the investors in respect of the SSE Securities and SZSE Securities in the PRC or elsewhere. Therefore, although the

Sub-Fund’s ownership may be ultimately recognised, the Sub-Fund may suffer difficulties or delays in enforcing its rights in SSE Securities or SZSE Securities.

Suspension risk: Each of the SEHK, the SSE and the SZSE reserves the right to suspend Northbound and/or Southbound trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the Northbound trading is effected, the Sub-Fund’s ability to access the China A-share market through the Stock Connect will be adversely affected.

Differences in trading day: The Stock Connect only operates on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but Hong Kong investors (such as a Sub-Fund) cannot carry out any China A-shares trading. Due to the differences in trading days, a Sub-Fund may be subject to a risk of price fluctuations in China A-shares on a day that the PRC stock markets are open for trading but the Hong Kong stock market is closed.

Operational risk: The Stock Connect provides a new channel for investors from Hong Kong and overseas to access the China stock market directly. The Stock Connects are premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this programme subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.

Market participants generally have configured and adapted their operational and technical systems for the purpose of trading China A-shares through the Stock Connect. However, it should be appreciated that the securities regimes and legal systems of the two markets differ significantly and in order for the programme to operate, market participants may need to address issues arising from the differences on an on-going basis.

Further, the “connectivity” in the Stock Connect requires routing of orders across the border. SEHK has set up an order routing system to capture, consolidate and route the cross boundary orders input by exchange participants. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems failed to function properly, trading in both markets through the programme could be disrupted.

Recalling of eligible stocks: If a stock is recalled from the scope of eligible stocks for trading via the Stock Connect, the stock can only be sold and cannot be bought. This may affect the Sub-Fund’s ability to invest in China A-shares through the Stock Connect.

Broker risk: Where a Sub-Fund relies on only one broker to invest via Stock Connect and for any reason, the Investment Manager is unable to use the relevant broker, the operation and its ability to invest would be adversely affected. A Sub-Fund may also incur losses due to the acts or omissions of any of the broker(s) in the execution or settlement of any transaction via Stock Connect.

Clearing and settlement risk: The HKSCC and CSDCC establish clearing links and each has become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house. Should the remote event of CSDCC default occur and the CSDCC be declared as a defaulter, HKSCC’s liabilities in Northbound trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against the CSDCC. HKSCC will in good faith seek recovery of the outstanding stocks and monies from the CSDCC through available legal channels or through the CSDCC's liquidation. In that event, the Sub-Fund may suffer delay in the recovery process or may not be able to fully recover its losses from the CSDCC.

Regulatory risk: The Stock Connect is evolving, and will be subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under the Stock Connect. The regulations are untested and there is no certainty as to how they will be applied, and are subject to change. There can be no assurance that the Stock Connect will not be abolished.

No protection by Investor Compensation Fund: The Sub-Fund's investments through the Stock Connect will not be covered by Hong Kong's investor compensation fund. Hong Kong's Investor Compensation Fund is established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Since default matters in Northbound trading via the Stock Connect do not involve products listed or traded in SEHK or Hong Kong Futures Exchange Limited, they will not be covered by the Investor Compensation Fund. On the other hand, since a Sub-Fund is carrying out Northbound trading through securities brokers in Hong Kong but not PRC brokers, they are not protected by the China Securities Investor Protection Fund in the PRC. Therefore the Sub-Fund is exposed to the risks of default of the broker(s) it engages in its trading in China A-shares through the programme.

Risks of investing in China A-shares

The securities markets in the PRC, including the A-share markets, are still in a stage of development, and may be characterised by higher liquidity risk than markets in more developed countries, which may in turn result in higher transaction costs and price volatility. In addition, the PRC's securities markets are undergoing a period of growth and change, which lead to uncertainties and potentially result in difficulties in the settlement and recording of transactions and in interpreting and applying the relevant regulations. The PRC's regulatory authorities have only recently been given the power and duty to prohibit fraudulent and unfair market practices relating to securities markets, such as insider trading and market abuse, and to regulate substantial acquisitions of shares and takeovers of companies. All of these factors may lead to a higher level of volatility and instability associated with the PRC securities markets relative to more developed markets.

The liquidity and price volatility associated with China A-share markets are subject to greater risks of government intervention (for example, to suspend trading in particular stocks) and imposition of trading band restrictions for all or certain stocks from time to time. In addition, China A-shares traded in the PRC are still subject to trading band limits that restrict maximum gain or loss in stock prices, which means the prices of stocks may not necessarily reflect their underlying value. Such factors may affect the performance of, or cause disruption to the liquidity of the relevant Sub-Fund.

Depositary risk

The assets of a Sub-fund investing in the PRC (including onshore PRC cash deposits and its onshore portfolio of equities, equity-related instruments and fixed income instruments, if any) may be held by a PRC custodian (the **PRC Custodian**). A Sub-Fund may incur losses due to the acts or omissions or insolvency of the PRC Custodian in the execution or settlement of any transaction or in the transfer of any funds or securities in the PRC. Subject to the applicable laws and regulations in the PRC, the Company and the Depositary will make arrangements to ensure that the PRC Custodian have appropriate procedures to properly safe-keep the relevant Sub-Fund's assets.

7.3 Investments in small capitalisation companies

There are certain risks associated with investing in small cap stocks and the securities of small companies. The market prices of these securities may be more volatile than those of larger companies. Because small companies normally have fewer shares outstanding than larger companies it may be more difficult to buy and sell significant amounts of shares without affecting market prices. There is typically less publicly available information about these companies than for larger companies. The lower capitalisation of these companies and the fact that small companies may have smaller product lines and command a smaller market share than larger companies may make them more vulnerable to fluctuation in the economic cycle.

7.4 Use of financial derivative instruments

While the prudent use of financial derivative instruments can be beneficial, derivatives also involve risks different from, and, in certain cases, greater than, the risks presented by more traditional investments. The following is a general discussion of important risk factors and issues concerning the use of derivatives that investors should understand before investing in a Sub-Fund.

(a) Market risk

This is a general risk that applies to all investments meaning that the value of a particular derivative may change in a way which may be detrimental to a Sub-Fund's interests. Some derivatives do experience more extreme volatility than others and that volatility may further impact the value of a Sub-Fund's portfolio.

(b) Control and monitoring

Derivative products are highly specialised instruments that require investment techniques and risk analysis different from those associated with equity and fixed-income securities. The use of derivative techniques requires an understanding not only of the underlying assets of the derivative but also of the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions. In particular, the use and complexity of derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to a Sub-Fund and the ability to forecast the relative price, interest rate or currency rate movements correctly.

(c) Liquidity risk

Liquidity risk exists when a particular instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid, it may not be possible to initiate a transaction or liquidate a position at an advantageous price (however, the Company will only enter into OTC Derivatives if it is allowed to liquidate such transactions at any time at fair value).

(d) Counterparty risk

A Sub-Fund may enter into transactions in OTC markets, which will expose the Sub-Funds to the credit of its counterparties and their ability to satisfy the terms of such contracts. For example, a Sub-Fund may enter into swap arrangements or other derivative techniques as specified in the relevant Special Section, each of which exposes the Sub-Fund to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, a Sub-Fund could experience delays in liquidating the position and significant losses, including declines in the value of its investment during the period in which the Company seeks to enforce its rights, inability to realise any gains on its investment during such period and fees and expenses incurred in enforcing its rights. There is also a possibility that the above agreements and derivative techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in the tax or accounting laws relative to those at the time the agreement was originated. However, this risk is limited in view of the investment restrictions laid down in under Section 4 of the General Section.

(e) Different maturity

The Company will enter into derivative contracts with a maturity date which may be different from the maturity date of the Sub-Fund. There can be no assurance that any new derivative contracts entered into will have terms similar to those previously entered into.

(f) Other risks

Other risks in using derivatives include the risk of differing valuations of derivatives arising out of different permitted valuation methods and the inability of derivatives to correlate perfectly with underlying securities, rates and indices. Many derivatives, in particular OTC Derivatives, are complex and often valued subjectively and the valuation can only be provided by a limited number of market professionals which often are acting as counterparties to the transaction to be valued. Inaccurate valuations can result in increased cash payment requirements to counterparties or a loss of value to a Sub-Fund. However, this risk is limited as the valuation method used to value OTC Derivatives must be verifiable by an independent auditor.

Derivatives do not always perfectly or even highly correlate or track the value of the securities, rates or indices they are designed to track. Consequently, a Sub-Fund's use of derivative techniques may not always be an effective means of, and sometimes could be counterproductive to, following a Sub-Fund's investment objective.

(g) Particular risks in relation to interest rate, currency, total return swaps, credit default swaps and interest rate swaptions

A Sub-Fund may, as a part of its investment policy, enter into interest rate, currency, total return swaps, credit default swaps and interest rate swaptions agreements. Interest rate swaps involve the exchange by a Sub-Fund with another party of their respective commitments to pay or receive interest, such as an exchange of fixed rate payments for floating rate payments. Currency swaps may involve the exchange of rights to make or receive payments in specified currencies. Total return swaps involve the exchange of the right to receive the total return, coupons plus capital gains or losses, of a specified reference asset, index or basket of assets against the right to make fixed or floating payments.

Where a Sub-Fund enters into interest rate or total return swaps on a net basis, the two payment streams are netted out, with each Sub-Fund receiving or paying, as the case may be, only the net amount of the two payments. Interest rate or total return swaps entered into on a net basis do not involve the physical delivery of investments, other underlying assets or principal. Accordingly, it is intended that the risk of loss with respect to interest rate swaps is limited to the net amount of interest payments that the Sub-Fund is contractually obligated to make (or in the case of total return swaps, the net amount of the difference between the total rate of return of a reference investment, index or basket of investments and the fixed or floating payments). If the other party to an interest rate or total return swap defaults, in normal circumstances the Sub-Fund's risk of loss consists of the net amount of interest or total return payments that the Sub-Fund is contractually entitled to receive. In contrast, currency swaps usually involve the delivery of the entire principal value of one designated currency in exchange for the other designated currency. Therefore, the entire principal value of a currency swap is subject to the risk that the other party to the swap will default on its contractual delivery obligations.

A Sub-Fund may use credit default swaps. A credit default swap is a bilateral financial contract in which one counterparty (the protection buyer) pays a periodic fee in return for a contingent payment by the protection seller following a Credit Event of a reference issuer. The protection buyer must either sell particular obligations issued by the reference issuer for its par value (or some other designated reference or strike price) when a Credit Event (such as bankruptcy or insolvency) occurs or receive a cash settlement based on the difference between the market price and such reference price.

A Sub-Fund may use credit default swaps in order to hedge the specific credit risk of some of the issuers in its portfolio by buying protection. In addition, a Sub-Fund may buy protection under credit default swaps without holding the underlying assets provided that the aggregate premiums paid together with the present value of the aggregate premiums still payable in connection with credit default swaps purchased may not, at any time, exceed the net assets of the relevant Sub-Fund.

A Sub-Fund may also sell protection under credit default swaps in order to acquire a specific credit exposure. In addition, the aggregate commitments in connection with such credit default swaps may not, at any time, exceed the value of the net assets of the relevant Sub-Fund.

A Sub-Fund may also purchase a receiver or payer interest rate swaption contract. These give the purchaser the right, but not the obligation to enter into an interest rate swap at a preset interest rate within a specified period of time. The interest rate swaption buyer pays a premium to the seller for this right. A receiver interest rate swaption gives the purchaser the right to receive fixed payments in return for paying a floating rate of interest. A payer interest rate swaption would give the purchaser the right to pay a fixed rate of interest in return for receiving a floating rate payment stream.

The use of interest rate, currency, total return swaps, credit default swaps and interest rate swaptions is a highly specialised activity which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. If the Company and/or Investment Manager is incorrect in its forecasts of market values, interest rates and currency exchange rates, the investment performance of the Sub-Fund would be less favourable than it would have been if these investment techniques were not used.

For the time being, no Sub-Fund is making use of total return swaps or other financial derivative instruments with the same characteristics. If and when a Sub-Fund intends to enter into total return swaps or to invest in other financial derivative instruments with similar characteristics, then the relevant Special Section will be updated.

7.5 Market risk

Market risk as set out in Section 7.4(a) above is a general risk which may affect all investments to the effect that the value of a particular investment could change in a way that is detrimental to the

Company's interests. In particular, the value of investments may be affected by uncertainties such as international, political and economic developments or changes in government policies.

7.6 Credit risk

Sub-Funds investing in fixed-income securities are subject to the risk that issuers may not make payments on such securities. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity. Sub-Funds investing in lower quality debt securities are more susceptible to these problems and their value may be more volatile.

7.7 Investment in equities

The risks associated with investments in equity (and equity-type) securities include in particular significant fluctuations in market prices, adverse issuer or market information and the subordinate status of equity compared to debt securities issued by the same company. Investors should also consider the risk attached to fluctuations in exchange rates, possible imposition of exchange controls and other restrictions.

7.8 Debt securities risks

Fixed-income securities risk – general

The Net Asset Value of any Sub-Fund's assets invested in fixed-income securities will change in response to fluctuations in interest rates and currency exchange rates, as well as changes in credit quality of the issuer. The relevant Sub-Funds may invest in high yielding fixed-income securities where the risk of depreciation and realisation of capital losses on some of the fixed-income securities held will be unavoidable. In addition, medium- and lower-rated and unrated fixed-income securities of comparable quality may be subject to wider fluctuations in yield and market values than higher-rated fixed-income securities.

Fixed-income securities risk – interest rates

The value of the relevant Sub-Funds will fluctuate with the value of its investments. The value of the relevant Sub-Funds' investments in fixed-income securities will change as the general level of interest rates fluctuates. During periods of falling interest rates, the values of fixed-income securities generally rise, although if falling interest rates are viewed as precursor to a recession, the values of the relevant Sub-Funds' securities may fall along with interest rates. Conversely, during periods of rising interest rates, the values of fixed-income securities generally decline. Changes in interest rates have a greater effect on fixed-income securities with longer maturities and durations than those with shorter maturities and durations.

Fixed-income securities risk – lower-rated and unrated instruments

The relevant Sub-Funds' assets may be invested, in whole or in part, in high yield, high risk debt securities that are rated on the lower rating categories (i.e., below Investment Grade) or which are unrated but are of comparable quality as determined by the Investment Manager. Debt securities rated below Investment Grade are commonly referred to as "junk bonds" and are considered to be subject to greater risk of loss of principal and interest than higher-rated securities and are considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal, which may in any case decline during sustained periods of deteriorating economic conditions or rising interest rates. Lower-rated securities are generally considered to be subject to greater market risk than higher-rated securities in times of deteriorating economic conditions. In addition, lower-rated securities may be more susceptible to real or perceived adverse economic and competitive industry conditions than Investment Grade securities, although the market values of lower-rated securities tend to react less to fluctuations in interest rate levels than those of higher-rated securities. The market for lower-rated securities may be thinner and less active than that for higher-quality securities, which can adversely affect the prices at which these securities can be sold. To the extent there is no regular secondary market trading for certain lower-rated securities, it may be difficult to value such securities and, in turn, the relevant Sub-Funds' assets. In addition, adverse publicity and investor perceptions about lower-rated securities, whether or not based on fundamental analyses, may tend to decrease the market value and liquidity of such lower-rated securities. Transaction costs with respect to lower-rated securities may be higher, and in some cases information may be less available, than is the case with Investment Grade securities.

Since the risk of default is higher for lower-rated securities, the Investment Manager's research and credit analysis are a correspondingly important aspect of its program for managing investment in these securities. In considering investments for the relevant Sub-Funds, the Investment Manager will attempt to identify those high-yielding securities the financial condition of which are adequate to meet future obligations or have improved, or are expected to improve in the future. The Investment Manager's analysis focuses on relative values based on such factors as interest or dividend coverage, asset coverage, earnings prospects, and the experience and managerial strength of the issuer.

Unrated securities will be considered for investment by the relevant Sub-Funds when the Investment Manager believes that the financial condition of the issuers of such securities, or the protection afforded by the terms of the securities themselves, limits the risk to the Sub-Funds to a degree comparable to that of rated securities which are consistent with the relevant Sub-Funds' objectives and policies.

In seeking to achieve a primary objective, there will be times, such as during periods of rising interest rates, when depreciation and realisation of capital losses on securities in the relevant Sub-Funds will be unavoidable. Moreover, medium- and lower-rated securities and unrated securities of comparable quality may be subject to wider fluctuations in yield and market values than higher-rated securities under certain market conditions. Such fluctuations, after a security is acquired, do not affect the cash income received from that security but are reflected in the Net Asset Value of the relevant Sub-Funds.

Fixed-income securities risk – prepayment

Many fixed-income securities, especially those issued at high interest rates, provide that the issuer may repay them early. Issuers often exercise this right when interest rates decline. Accordingly, holders of securities that may be called or prepaid may not fully benefit from the increase in value that other fixed-income securities experience when rates decline. Furthermore, in such a scenario, the relevant Sub-Funds may reinvest the proceeds of the payoff at then-current yields, which would be lower than those paid by the security that was paid off. Prepayments may cause losses on securities purchased at a premium, and unscheduled prepayments, which will be made at par, will cause the relevant Sub-Funds to experience a loss equal to any unamortised premium.

7.9 Use of structured finance securities

Structured finance securities include, without limitation, securitised credit and portfolio credit-linked notes.

Securitised credit is securities primarily serviced, or secured, by the cash flows of a pool of receivables (whether present or future) or other underlying assets, either fixed or revolving. Such underlying assets may include, without limitation, residential and commercial mortgages, leases, credit card receivables as well as consumer and corporate debt. Securitised credit can be structured in different ways, including "true sale" structures, where the underlying assets are transferred to a special purpose entity, which in turn issues the asset-backed securities, and "synthetic" structures, in which not the assets, but only the credit risks associated with them are transferred through the use of derivatives, to a special purpose entity, which issues the securitised credit.

Portfolio credit-linked notes are securities in respect of which the payment of principal and interest is linked directly or indirectly to one or more managed or unmanaged portfolios of reference entities and/or assets (**Reference Credits**). Upon the occurrence of a credit-related trigger event (**Credit Event**) with respect to a Reference Credit (such as a bankruptcy or a payment default), a loss amount will be calculated (equal to, for example, the difference between the par value of an asset and its recovery value).

Securitised credit and portfolio credit-linked notes are usually issued in different tranches: Any losses realised in relation to the underlying assets or, as the case may be, calculated in relation to the Reference Credits are allocated first to the securities of the most junior tranche, until the principal of such securities is reduced to zero, then to the principal of the next lowest tranche, and so forth.

Accordingly, in the event that (a) in relation to securitised credit, the underlying assets do not perform and/or (b) in relation to portfolio credit-linked notes, any one of the specified Credit Events occurs with respect to one or more of the underlying assets or Reference Credits, this may affect the value of the relevant securities (which may be zero) and any amounts paid on such securities (which may be zero). This may in turn affect the Net Asset Value per Share In addition the value of structured finance securities from time to time, and consequently the Net Asset Value per Share, may be adversely affected by macro-economic factors such as adverse changes affecting the sector to which the underlying assets or Reference Credits belong (including industry sectors, services and real estate), economic downturns in the respective countries or globally, as well as circumstances related to the nature of the individual assets (for example, project finance loans are subject to risks connected to the respective project). The implications of such negative effects thus depend heavily on the geographic, sector-specific and type-related concentration of the underlying assets or Reference Credits. The degree to which any particular asset-backed security or portfolio credit-linked note is affected by such events will depend on the tranche to which such security relates; junior tranches, even having received investment grade rating, can therefore be subject to substantial risks.

Exposure to structured finance securities may entail a higher liquidity risk than exposure to sovereign bonds which may affect their realisation value.

7.10 Contingent Convertible Bonds (CoCos)

Certain Sub-Funds may invest in Contingent Convertible Bonds (**CoCos**). Under the terms of a CoCos, certain triggering events, including events under the control of the management of the CoCos' issuer, could cause the permanent write-down to zero of principal investment and/or accrued interest, or a conversion to equity. These triggering events may include (i) a deduction in the issuing bank's Core Tier 1/Common Equity Tier 1 (CT1/CET1) ratio (or other capital ratios) below a pre-set limit, (ii) a regulatory authority, at any time, making a subjective determination that an institution is "nonviable", i.e., a determination that the issuing bank requires public sector support in order to prevent the issuer from becoming insolvent, bankrupt, unable to pay a material part of its debts as they fall due or otherwise carry on its business and requiring or causing the conversion of the CoCos into equity in circumstances that are beyond the control of the issuer or (iii) a national authority deciding to inject capital. The attention of investors investing in Sub-Funds that are allowed to invest in CoCos is drawn to the following risks linked to an investment in this type of instruments.

Write-down risk, conversion risk and trigger levels risk

Investment in CoCos may result in material losses based on certain trigger events. The existence of these trigger events creates a different type of risk from traditional bonds and may more likely result in a partial or total write-down of the principal investment or alternatively they may be converted into shares of the issuing company which may also have suffered a loss in value.

In particular, trigger levels, among others, influence the exposure to conversion/write-down risk depending on the CET1 distance to the trigger levels. Given the varying trigger levels of issuance across a given banking group it is difficult to envision exactly how the contractual provisions relating to the conversion or write-down of a particular investment in CoCos will play out.

Coupon cancellation

For Additional Tier 1 (**AT1**) CoCos, coupons may be cancelled in a going concern situation. Coupon payments on such CoCos are entirely discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time. The cancellation of coupon payments on AT1 CoCos does not amount to an event of default. Cancelled payments do not accumulate and are instead written off. This significantly increases uncertainty in the valuation of these CoCos and may lead to mispricing of risk.

Capital structure inversion risk

Contrary to classic capital hierarchy, holders of CoCos may suffer a loss of capital when equity holders do not. In certain scenarios, holders of CoCos will suffer losses ahead of equity holders. This cuts against the normal order of capital structure hierarchy where equity holders are expected to suffer the first loss.

Call extension risk

Most CoCos are issued as perpetual instruments, callable at pre-determined levels only with the approval of the competent authority. It cannot be assumed that the perpetual CoCos will be called on call date. Perpetual CoCos are a form of permanent capital. The investor may not receive return of principal if expected on call date or indeed at any date.

Unknown risk

The structure of CoCos 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, will the market view the issue as an idiosyncratic event or systemic? In the latter case, potential price contagion and volatility to the entire asset class is possible. This risk may in turn be reinforced depending on the level of underlying instrument arbitrage. Furthermore in an illiquid market, price formation may be increasingly stressed.

Sector concentration risk

CoCos are issued by banking/insurance institutions. If a Sub-Fund invests significantly in CoCos its performance will depend to a greater extent on the overall condition of the financial services industry than a Sub-Fund following a more diversified strategy.

Liquidity risk

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.

Yield and valuation risk

CoCos' attractive yield should be viewed as a complexity premium. CoCos are complex instruments due to dissimilar trigger levels, necessary capital buffer levels and loss absorption mechanisms and yet untested. Investors should have fully considered the underlying risks before investing in a Sub-Fund having an exposure to CoCos and in particular for AT1 CoCos, the risks of conversion/write-down or coupon cancellation.

The valuation of CoCos is highly complex and depends on the probability of activating the triggers, the extent and probability of any losses upon trigger conversion (not only for write-downs but also from unfavourably timed conversion to equity) and (for AT1 CoCos) the likelihood of cancellation of coupons. These different risks may be highly challenging to model due to factors that are discretionary or difficult to estimate (e.g. among others - individual regulatory requirements relating to the capital buffer, the issuers' future capital position, the issuers' behaviour in relation to coupon payments on AT1 CoCos, and any risks of contagion).

7.11 Contracts for Differences

A contract for differences (**CFD**) is a contract between two parties allowing each parties to gain exposure to the economic performance and cash flows of a security without having to actually buy or sell the relevant security. The parties agree that the seller will pay the buyer the difference in price after a certain period of time if the relevant security's price increases, and the buyer will in return pay the seller the difference in price if the security's price decreases. A CFD is therefore linked to the underlying security price. Consequently, no right is acquired or obligation incurred relating to the underlying security.

A Sub-Fund may take synthetic long or synthetic short positions with a variable margin via CFDs. CFDs are highly leveraged instruments and for a small deposit, a Sub-Fund may hold a position much greater than would be possible with a traditional investment. In case of substantial and adverse market movements, the potential exists to lose all of the money originally deposited and to remain liable to pay additional funds immediately to maintain the margin requirement.

7.12 Investments in Target Funds

Fee structure

A Sub-Fund investing in Target Funds incurs a pro rata portion of the fees paid by the Target Funds in which that Sub-Fund invests to their investment manager and advisors or other service providers. As a result the operating expenses of the relevant Sub-Fund may constitute a higher percentage of the Net Asset Value than could be found in other investment schemes. Further, some of the strategies employed at the level of the Target Funds may require frequent changes in trading positions and a consequent portfolio turnover. This may involve brokerage commission expenses to exceed significantly those of other investment schemes of comparable size.

Inadvertent concentration

It is possible that a number of Target Funds might take substantial positions in the same security at the same time. This inadvertent concentration would interfere with the respective Sub-Fund's goal of diversification. The respective Sub-Fund will attempt to alleviate such inadvertent concentration as part of its regular monitoring and reallocation process. Conversely the respective Sub-Funds may at any given time, hold opposite positions, such position being taken by different Target Funds. Each such position shall result in transaction fees for the respective Sub-Fund without necessarily resulting in either a loss or a gain. Moreover, the respective Sub-Fund may proceed to a reallocation of assets between Target Funds and liquidate investments made in one or several of them. Finally, the respective Sub-Fund may also, at any time, select additional Target Funds. Such assets reallocations may impact negatively the performance of one or several of the Target Funds.

Future returns

No assurance can be given that the strategies employed by the Target Funds in the past to achieve attractive returns will continue to be successful or that the return on the respective Sub-Fund's investments will be similar to that achieved by the Sub-Fund or such Target Funds in the past.

Reliance on managers and key personnel

The Target Funds are selected on the basis of the personal investment methods of their managers. If, within an investment management firm, certain Persons become unavailable, it is conceivable that no other Person would be able to follow their positions. The respective Sub-Fund may have to liquidate the units or shares held in the relevant Target Funds in its best interest. The liquidation of such positions could result in losses.

Other activities of managers of Target Funds

Managers of Target Funds may currently manage other funds or accounts for the benefit of other clients and intend to increase the number of their management mandates. Such managers may potentially be in a position where they have to give, for other funds or accounts, orders similar to those given for the Target Funds the respective Sub-Fund is investing into. The performance of the investments of the respective Sub-Fund could be affected by the way orders are given and executed for all the funds and accounts managed by managers of Target Funds.

Alternative Target Funds

Certain Sub-Funds may invest in Alternative Target Funds. Alternative Target Funds pursue alternative investment strategies eligible under the UCITS framework such as Equity Long/Short, Equity Directional, Equity Market Neutral, Emerging Markets, Global Macro, CTA/Managed Futures, Multi-Strategy and Event Driven. These Alternative Target Funds typically use financial derivative instruments, including with a view to achieve synthetic short sales or synthetic leverage, and are therefore exposed to the risks outlined under Sections 7.4, 7.5 and 7.10 above.

7.13 EPM Techniques

A Sub-Fund may enter into repurchase agreements and reverse repurchase agreements as a buyer or as a seller subject to the conditions and limits set out in Section 5.4(f). If the other party to a repurchase agreement or reverse repurchase agreement should default, the Sub-Fund might suffer a loss to the extent that the proceeds from the sale of the underlying securities and/or other collateral held by the Sub-Fund in connection with the repurchase agreement or reverse repurchase agreement are less than the repurchase price or, as the case may be, the value of the underlying securities. In addition, in the event of bankruptcy or similar proceedings of the other party to the repurchase agreement or reverse repurchase agreement or its failure otherwise to perform its obligations on the repurchase date, the Sub-Fund could suffer losses, including loss of interest on or principal of the security and costs associated with delay and enforcement of the repurchase agreement or reverse repurchase agreement.

A Sub-Fund may enter into securities lending transactions subject to the conditions and limits set out in Section 5.4(f). If the other party to a securities lending transaction should default, the Sub-Fund might suffer a loss to the extent that the proceeds from the sale of the collateral held by the Sub-Fund in connection with the securities lending transaction are less than the value of the securities lent. In addition, in the event of the bankruptcy or similar proceedings of the other party to the securities lending transaction or its failure to return the securities as agreed, the Sub-Fund could suffer losses, including loss of interest on or principal of the securities and costs associated with delay and enforcement of the securities lending agreement.

The Sub-Funds will only use repurchase agreements, reverse repurchase agreements or securities lending transactions for the purpose of either reducing risks (hedging) or generating additional capital or income for the relevant Sub-Fund. When using such techniques, the Sub-Funds will comply at all times with the provisions set out in Section 5.4(f). The risks arising from the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will be closely monitored and techniques (including collateral management) will be employed to seek to mitigate those risks.

7.14 Sub-Classes denominated in non-Reference Currencies

Where Shares of a Sub-Fund are available in a Sub-Class which is denominated in a different currency from the Reference Currency in which the Sub-Fund is denominated investors should note that the Net Asset Value of the Sub-Fund will be calculated in the Sub-Fund's Reference Currency and will be stated in the other currency by reference to the current exchange rate between the Reference Currency and such other currency. Fluctuations in that currency exchange rate may affect the performance of the Shares of that Sub-Class independent of the performance of the Sub-Fund's investments. In normal circumstances the costs and expenses of currency exchange transactions in connection with the purchase, redemption and exchange of Shares of that Sub-Class will be borne by the relevant Sub-Class and will be reflected in the Net Asset Value of that Sub-Class. The costs and expenses incurred in hedging a specific Sub-Class (as set out in the relevant Special Section) will be borne by that Sub-Class alone.

Investors should note that inflows and outflows from non-Reference Currency Sub-Classes may have a greater potential to impact the price of such Shares due to the fluctuations in the relevant currency exchange rate.

7.15 Specific restrictions in connection with the Shares

Investors should note that there may be restrictions in connection with the subscription, holding and trading in the Shares. Such restrictions may have the effect of preventing the investor from freely subscribing, holding or transferring the Shares. In addition to the features described below, such restrictions may also be caused by specific requirements such as a Minimum Subscription Amount or due to the fact that certain Sub-Funds may be closed to additional subscriptions after the Initial Offering Period or Initial Offering Date.

7.16 Performance allocation and fees

Certain Sub-Funds may provide for the right of the Investment Manager or the Investment Adviser (if any) to receive a Performance Fee or similar remuneration schemes. The fact that the remuneration is based on the performance of the relevant Sub-Fund may create an incentive for the Investment Manager or the Investment Adviser (if any) to cause the Sub-Fund to make investments that are more speculative than would be the case in the absence of performance-based compensation. However, such incentive may be tempered somewhat by the fact that losses will reduce the Sub-Fund's performance and thus the Investment Manager's or the Investment Adviser's (if any) Performance Fee or similar remuneration scheme.

7.17 Nominee arrangements

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his/her/its investor rights directly against the Company, in particular the right to participate in general meetings of Shareholders, if the investor is registered himself/herself/itself and in his/her/its own name in the Register. In cases where an investor invests in the Company through an intermediary investing into the Company in his/her/its 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.

7.18 Taxation

Shareholders should be aware that they may be required to pay income tax, withholding tax, capital gains tax, wealth tax, stamp taxes or any other kind of tax on distributions or deemed distributions of a Sub-Fund, capital gains within a Sub-Fund, whether or not realised, income received or accrued or deemed received within a Sub-Fund etc., and this will be according to the laws and practices of the country where the Shares are purchased, sold, held or redeemed and in the country of residence or nationality of the Shareholder.

Shareholders should be aware of the fact that they might have to pay taxes on income or deemed income received by or accrued within a Sub-Fund. Taxes might be calculated based on income received and/or deemed to be received and/or accrued in a Sub-Fund in relation to their direct investments, whereas the performance of a Sub-Fund, and subsequently the return Shareholders receive after redemption of the Shares, might partially or fully depend on the performance of underlying assets. This can have the effect that the investor has to pay taxes for income or/and a performance which he does not, or does not fully, receive.

Shareholders who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, Shareholders should be aware that tax regulations and their application or interpretation by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment, which will apply at any given time.

7.19 Change of law

The Company must comply with regulatory constraints, such as a change in the laws affecting the investment restrictions and limits applicable to UCITS, which might require a change in the investment policy and objectives followed by a Sub-Fund.

7.20 Political factors

The performance of the Shares or the possibility to purchase, sell, or redeem may be affected by changes in general economic conditions and uncertainties such as political developments, changes in government policies, the imposition of restrictions on the transfer of capital and changes in regulatory requirements.

7.21 Fees in underlying undertakings for collective investment

A Sub-Fund may, subject to the conditions set out in Section 5.4 of the General Section, invest in other undertakings for collective investment which may be operated and/or managed by the Investment Manager or a related party. As an investor in such other undertakings for collective investment, in addition to the fees, costs and expenses payable by a Shareholder in the Sub-Funds, each Shareholder will also indirectly bear a portion of the fees, costs and expenses of the underlying undertakings for collective investment, including management, investment management and, administration and other expenses.

7.22 Transaction costs

Where a Sub-Fund does not adjust its subscription and redemption prices by an amount representing the duties and charges associated with buying or selling underlying assets this will affect the performance of that Sub-Fund.

8. CONFLICTS OF INTEREST AND RESOLUTION OF CONFLICT

8.1 General

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

8.2 Interested dealings

The Directors, the Management Company, the Investment Manager, any Sub-Investment Managers, any Investment Advisers, the Depositary, the Administrative Agent, the Global Distributor or the sub-distributors and any of their respective subsidiaries, affiliates, associates, agents, directors, officers, employees or delegates (together the **Interested Parties** and, each, an **Interested Party**) may:

- contract or enter into any financial, banking or other transaction with one another or with the Company including, without limitation, investment by the Company, in securities in any company or body any of whose investments or obligations form part of the assets of the Company or any Sub-Fund, or be interested in any such contracts or transactions;

- invest in and deal with Shares, securities, assets or any property of the kind included in the property of the Company for their respective individual accounts or for the account of a third party; and

- deal as agent or principal in the sale, issue or purchase of securities and other investments to, or from, the Company through, or with, the Investment Manager or the Depositary or any subsidiary, affiliate, associate, agent or delegate thereof.

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

There will be no obligation on the part of any Interested Party to account to Shareholders for any benefits so arising and any such benefits may be retained by the relevant party.

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

The Investment Manager or any Sub-Investment Managers may also be appointed as the lending agent of the Company under the terms of a securities lending management agreement. Under the terms of such an agreement, the lending agent is appointed to manage the Company's securities lending activities and is entitled to receive a fee which is in addition to its fee as investment manager. The fee paid to the lending agent will be at normal commercial rates. The Directors and the Management Company will, at least annually, review the stock lending arrangements and associated costs. All revenues arising from EPM Techniques, net of direct and indirect operational costs/fees, will be accrued to the relevant Sub-Fund.

The Management Company, the Investment Manager or any Sub-Investment Managers may execute trades through their affiliates on both a principal and agency basis, as may be permitted under applicable law. As a result of these business relationships, the Management Company's, Investment Manager's or any Sub-Investment Managers' affiliates will receive, among other benefits, commissions and mark-ups/mark-downs, and revenues associated with providing prime brokerage and other services.

Certain conflicts of interest may arise from the fact that affiliates of the Management Company, the Investment Manager or any Sub-Investment Managers may act as sub-distributors of interests in respect of the Company or certain Sub-Funds. Such entities may also enter into arrangements under which they or their affiliates will issue and distribute notes or other securities the performance of which will be linked to the relevant Sub-Fund.

9. SUBSCRIPTIONS

9.1 General

During the Initial Offering Period or Initial Offering Date, the Company is offering the Shares under the terms and conditions as set forth in the relevant Special Section. The Company may offer Shares in one or several Sub-Funds or in one or more Classes or in one or more Sub-Classes in each Sub-Fund.

After the Initial Offering Period or Initial Offering Date, the Company may offer Shares of each existing Sub-Class in each existing Class in each existing Sub-Fund on any day that is a Valuation Day, as stipulated in the relevant Special Section. The Board may decide that for a particular Sub-Class or Class or Sub-Fund no further Shares will be issued after the Initial Offering Period or Initial Offering Date (as will be set forth in the relevant Special Section). The Company may, in its discretion, create new Sub-Funds with different investment objectives and policies or new Classes within each Sub-Fund or new Sub-Classes within each Class at any time, details of which shall be set forth in the relevant Special Section.

Unless otherwise specified in the relevant Special Section in respect of a specific Sub-Fund, subscriptions are accepted in amounts and for a particular number of Shares.

9.2 Subscription price

Shareholders or prospective investors may subscribe for a Sub-Class in a Class in a Sub-Fund at a subscription price per Share equal to:

(a) the Initial Subscription Price where the subscription relates to the Initial Offering Period or Initial Offering Date; or

(b) the Net Asset Value per Share as of the Valuation Day on which the subscription is effected where the subscription relates to a subsequent offering (other than the Initial Offering Period or Initial Offering Date) of Shares of an existing Sub-Class in an existing Class in an existing Sub-Fund.

If an investor wants to subscribe Shares, a Subscription Fee of up to 5% of the Net Asset Value per Share may be added to the subscription price to be paid by the investor. The applicable Subscription Fee will be stipulated in the relevant Special Section. The Subscription Fee will be payable to the Global Distributor, sub-distributors, intermediaries or will partially or totally revert to the relevant Sub-Fund. The Board reserves the right to waive all or part of such Subscription Fee at its entire discretion.

9.3 Subscription procedure

Subscriptions may be made only by investors who are not Restricted Persons by:

(a) submitting a written subscription request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Subscription Cut-off as set out in the relevant Special Section; and

(b) delivering to the account of the Depositary (on behalf of the Company) cleared funds for the full amount of the subscription price (plus any Subscription Fee) of the Shares being subscribed for pursuant to the subscription request by the Payment Deadline as set out in the relevant Special Section.

If the Depositary (on behalf of the Company) does not receive the monies by the Payment Deadline the purchase request may be cancelled and the funds returned to the investor without interest. The investor will be liable for the costs of late or non-payment in which case the Directors and the Management Company will have the power to redeem all or part of the investor's holding of Shares in the Company in order to meet such costs. In circumstances where it is not practical or feasible to recoup a loss from an applicant for Shares, any losses incurred by the Company due to late or non-payment of the subscription proceeds in respect of subscription applications received may be borne by the Company.

Subscribers for Shares must make payment in the Reference Currency of the relevant Sub-Fund or Class or Sub-Class. Subscription monies received in another currency than the Reference Currency will be exchanged by the Administrative Agent on behalf of the investor at normal banking rates. Any such currency transaction will be effected with the Administrative Agent at the investor's risk and cost. Such currency exchange transactions may delay any transaction in Shares.

Subscribers for Shares are to indicate the allocation of the subscription monies among one or more of the Sub-Funds and/or Classes and/or Sub-Class offered by the Company.

In the event that the subscription request is incomplete (i.e., all requested papers or information are not received by the Administrative Agent, the Global Distributor or a sub-distributor, by the Subscription Cut-off) the subscription request will be rejected and a new subscription request will have to be submitted.

The minimum amount (if any) of Shares of the same Class or of the same Sub-Fund for which a subscriber or Shareholder must subscribe in each Sub-Fund is the amount stipulated in the relevant Special Section as the Minimum Subscription Amount.

In the event that the Company or the Management Company decides to reject any application to subscribe for, or the purchase of Shares, the monies transferred by a relevant applicant will be returned to the prospective investor without undue delay (unless otherwise provided for by law or regulations).

The number of Shares issued to a subscriber or Shareholder in connection with the foregoing procedures will be equal to the subscription monies provided by the subscriber or Shareholder, after deduction of the Subscription Fee (if any), divided by:

(a) the Initial Subscription Price, in relation to subscriptions made in connection with an Initial Offering Period or Initial Offering Date, or

(b) the Net Asset Value per Share of the relevant Sub-Class of the relevant Class in the relevant Sub-Fund as of the relevant Valuation Day.

With regard to the Initial Offering Period or Initial Offering Date, Shares will be issued on the first Business Day following the end of the Initial Offering Period or Initial Offering Date.

The Company shall recognise rights to fractions of Shares up to four decimal places, rounded up or down to the nearest decimal point. Any purchases of Shares will be subject to the ownership restrictions set forth below. Fractional Shares shall have no right to vote (except to the extent their number is so that they represent a whole Share, in which case, they confer a voting right) but shall have the right to participate pro rata in distributions and allocation of liquidation proceeds.

In the event that a Class or Sub-Class, closed for subscriptions because all the Shares issued in that Class or Sub-Class have been redeemed, is reopened for subscriptions or in the event that no Shares of a Class or Sub-Class are subscribed during the Initial Offering Period or Initial Offering Date of a Sub-Fund, as set out in the relevant Special Section, the Initial Subscription Price per Share of the Class or Sub-Class concerned will, at the time of the launch of the Class or Sub-Class, be equal to 100 units of the valuation currency of the Class or Sub-Class concerned, i.e. CHF100, EUR100, GBP100, USD100 or SEK100. All subscriptions made after the Initial Offering Period or Initial Offering Date for a Class or Sub-Class will be made on the basis of the Net Asset Value of the Class or Sub-Class concerned.

9.4 Subscription in kind

At the discretion of the Board, Shares may be issued against contributions of transferable securities or other eligible assets to the Sub-Funds provided that these assets are Eligible Investments and the contributions comply with the investment policies and restrictions laid out in this Prospectus and have a value equal to the issue price of the Shares concerned. The assets contributed to the Sub-Fund, as described above, will be valued separately in a special report of the Auditor. These contributions in kind of assets are not subject to brokerage costs. The Board will only have recourse to this possibility (i) at the request of the relevant investor and (ii) if the transfer does not negatively affect current Shareholders. All costs related to a contribution in kind will be paid for by the Sub-Fund concerned provided that they are lower than the brokerage costs which the Sub-Fund would have paid if the assets concerned had been acquired on the market. If the cost relating to the contribution in kind are higher than the brokerage costs which the Sub-Fund concerned would have paid if the assets concerned had been acquired on the market, the exceeding portion thereof will be supported by the subscriber.

9.5 Anti-money laundering and terrorist financing requirements

International rules, Luxembourg laws and regulations (comprising but not limited to the law of 12 November 2004 on the fight against money laundering and financing of terrorism, as amended) as well as circulars of the CSSF, have imposed obligations on all professionals of the financial sector to prevent the use of UCIs for money laundering and financing of terrorism purposes. As a result, the Company or the Administrative Agent (pursuant to the latter’s risks based approach), may require investors to provide proof of identity. In any case, the Company or the Administrative Agent may require, at any time, additional documentation to comply with applicable legal and regulatory requirements.

Such information shall be collected for compliance reasons only and shall not be disclosed to unauthorised Persons.

In case of delay or failure by an investor to provide the documents required, the application for subscription may not be accepted and the payment of the redemption proceeds and/or dividends may not be processed. Neither the Company nor the Administrative Agent has any liability for delays or failure to process deals as a result of the investor providing no or only incomplete documentation.

Shareholders may be, pursuant to the Administrative Agent’s risks based approach, requested to provide additional or updated identification documents from time to time pursuant to ongoing client due diligence requirements under relevant laws and regulations.

9.6 Institutional investors

The sale of Shares of certain Sub-Funds or Classes may be restricted to institutional investors within the meaning of Article 174 of the 2010 Act (**Institutional Investors**) and the Company will not issue or give effect to any transfer of Shares of such Sub-Funds or Classes to any investor who may not be considered as an Institutional Investor. The Company may, at its discretion, delay the acceptance of any subscription for shares of a Sub-Fund or Class restricted to Institutional Investors until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears at any time that a holder of Shares of a Sub-Fund or Class restricted to Institutional Investors is not an Institutional Investor, the Company will, at its discretion, either redeem the relevant shares in accordance with the provisions under Section 10 of the General Section or convert such Shares into Shares of a Sub-Fund or Class which is not restricted to Institutional Investors (provided there exists such a Sub-Fund or Class with similar characteristics) and which is essentially identical to the restricted Sub-Fund or Class in terms of its investment object (but, for avoidance of doubt, not necessarily in terms of the fees and expenses payable by such Sub-Fund or Class), unless such holding is the result of an error of the Company, the Management Company or their agents, and notify the relevant Shareholder of such conversion.

Considering the qualification of a subscriber or a transferee as Institutional Investor, the Company will have due regard to the guidelines or recommendations (if any) of the competent supervisory authorities.

Institutional Investors subscribing in their own name, but on behalf of a third party, may be required to certify that such subscription is made either on behalf of an Institutional Investor or on behalf of a Retail Investor provided in the latter case that the Institutional Investor is acting within the framework of a discretionary management mandate and that the Retail Investor has no right to lay a claim against the Company or the Management Company for direct ownership of the Shares.

9.7 Ownership restrictions

A Person who is a Restricted Person may not invest in the Company. In addition, each applicant for Shares must certify that it is either (a) not a U.S. Person or (b) a "qualified institutional buyer" within the meaning of Rule 144A under the Securities Act and a "qualified purchaser" within the meaning of Section 2(a)(51) of the Investment Company Act. The Company may, in its sole discretion, decline to accept an application to subscribe for Shares from any prospective subscriber, including any Restricted Person or any Person failing to make the certification set forth in (a) or (b) above. Shares may not be transferred to or owned by any Restricted Person. The Shares are subject to restrictions on transferability to a U.S. Person and may not be transferred or re-sold except pursuant to an exemption from registration under the Securities Act or an effective registration statement under the Securities Act. In the absence of an exemption or registration, any resale or transfer of any of the Shares in the United States or to U.S. Persons may constitute a violation of US law (See "Important Information – Selling Restrictions"). It is the responsibility of the Board to verify that Shares are not transferred in breach of the above. The Company reserves the right to redeem any Shares which are or become owned, directly or indirectly, by a Restricted Person or (a) in the case of Regulation S Shares, are or become owned, directly or indirectly, by a U.S. Person or (b) in the case of 144A Shares, are or become owned, directly or indirectly, by a U.S. Person who is not a "qualified institutional buyer" within the meaning of Rule 144A under the Securities Act and a "qualified purchaser" within the meaning of Section 2(a)(51) of the Investment Company Act in accordance with the Articles. Any prospective investor shall only be issued Shares for Institutional Investor if such person provides a representation that it qualifies as an Institutional Investor pursuant to Luxembourg law.

10. REDEMPTIONS

10.1 Redemptions

Shares in a Sub-Fund may be redeemed at the request of the Shareholders on any Valuation Day. Redemption Request must be sent in writing to the Global Distributor, a sub-distributor or the Administrative Agent or such other place as the Company or the Management Company may advise. Redemption request must be received by the Redemption Cut-off as set out in the relevant Special Section prior to a forthcoming Valuation Day will be eligible for redemption at that Valuation Day (an **Eligible Redemption Request**). Redemption requests received after the Redemption Cut-off shall be processed on the basis of the Net Asset Value per Share as of the next following Valuation Day.

The Board, the Management Company, the Administrative Agent, the Global Distributor and the sub-distributors will ensure that the relevant Redemption Cut-off as indicated in the Special Section of each Sub-Fund are strictly complied with and will therefore take all adequate measures to prevent practices known as "Late Trading".

Requests for redemption must be for either a number of Shares or an amount denominated in the relevant currency of the relevant Sub-Class.

A Shareholder who redeems his Shares will receive an amount per Share redeemed equal to the Net Asset Value per Share as of the applicable Valuation Day for the relevant Class in the relevant Sub-Fund (less, as the case may be, a Redemption Fee as stipulated in the relevant Special Section and any tax or duty imposed on the redemption of the Shares).

Payment of the redemption proceeds shall be made generally within the Payment Deadline as set out in the relevant Special Section, unless otherwise specified in the Special Section relating to a particular Sub-Fund. Where a Shareholder redeems Shares that he has not paid for within the required subscription settlement period, in circumstances where the redemption proceeds would exceed the subscription amount that he owes, the Company will be entitled to retain such excess for the benefit of the Company.

If as a result of a redemption, the value of a Shareholder's holding would become less than the relevant Minimum Holding Amount as stipulated in the relevant Special Section, the Shareholder may be deemed (if the Board so decides) to have requested the redemption of all his Shares.

Redemption of Shares may be suspended for certain periods of time as described under Section 24 of the General Section.

The Company reserves the right to reduce proportionally all Redemption Requests in a Sub-Fund to be executed on one Valuation Day whenever the total proceeds to be paid for the Shares so tendered for redemption exceed 10% (ten per cent) of the total net assets of that specific Sub-Fund. The portion of the non-proceeded redemptions will then be proceeded by priority on subsequent Valuation Days (but subject always to the foregoing 10% (ten per cent) limit).

Redemption Requests must be addressed to the Administrative Agent. Redemption Requests will not be accepted by telephone or telex. Redemption Requests are irrevocable (unless otherwise provided in respect of a specific Sub-Fund in the relevant Special Section and except during any period where the determination of the Net Asset Value, the issue, redemption and conversion of Shares is suspended) and proceeds of the redemption will be remitted to the account indicated by the Shareholder in its redemption request. The Company reserves the right not to redeem any Shares if it has not been provided with evidence satisfactory to the Company that the redemption request was made by a Shareholder of the Company. Failure to provide appropriate documentation to the Administrative Agent may result in the withholding of redemption proceeds.

If a Shareholder wants to redeem Shares of the Company, a Redemption Fee of up to five percent (5%) may be levied on the amount to be paid to the Shareholder. The applicable Redemption Fee will be stipulated in the relevant Special Section. This fee will be payable to the Global Distributor, sub-distributors, intermediaries or to the relevant Sub-Fund. The Board reserves the right to waive all or part of such Redemption Fee at its entire discretion.

10.2 Compulsory redemptions by the Company

The Company may redeem Shares of any Shareholder if the Board or the Management Company determine that:

(a) any of the representations given by the Shareholder to the Company or the Management Company were not true and accurate or have ceased to be true and accurate; or

(b) the Shareholder is not or ceases to be an Eligible Investor; or

(c) that the continuing ownership of Shares by the Shareholder would cause an undue risk of adverse tax consequences to the Company or any of its Shareholders; or

(d) the continuing ownership of Shares by such Shareholder may be prejudicial to the Company or any of its Shareholders; or

(e) further to the satisfaction of a redemption request received by a Shareholders, the number or aggregate amount of Shares of the relevant Class held by this Shareholder is less than the Minimum Holding Amount.

10.3 In kind redemptions of Shares

The Board and the Management Company may, at the request of a Shareholder, agree to make, in whole or in part, a distribution in-kind of securities of the Sub-Fund to that Shareholder in lieu of paying to that Shareholder redemption proceeds in cash. The Board and the Management Company will agree to do so if they determine that such a transaction would not be detrimental to the best interests of the remaining Shareholders of the relevant Sub-Fund. Such redemption will be effected at the Net Asset Value per Share of the relevant Class of the Sub-Fund which the Shareholder is redeeming, and thus will constitute a pro rata portion of the Sub-Fund's assets attributable in that Class in terms of value. The assets to be transferred to such Shareholder shall be determined by the Management Company, the Investment Manager and the Depositary, with regard to the practicality of transferring the assets and to the interests of the Sub-Fund and continuing participants therein and to the Shareholder. Such a Shareholder may incur brokerage and/or local tax charges on any transfer or sale of securities so received in satisfaction of redemption. The net proceeds from this sale by the redeeming Shareholder of such securities may be more or less than the corresponding redemption price of Shares in the relevant Sub-Fund due to market conditions and/or differences in the prices used for the purposes of such sale or transfer and the calculation of the Net Asset Value of Shares of the Sub-Fund. The selection, valuation and transfer of assets shall be subject to the review and approval of the Auditor.

Any costs incurred in connection with a redemption in-kind will be borne by the relevant Shareholder.

11. CONVERSIONS

Unless otherwise stated in the relevant Special Section, Shareholders are allowed to convert all, or part, of the Shares of a given Class into Shares of the same or different Class of that or another Sub-Fund. However, the right to convert Shares is subject to compliance with any condition (including any minimum subscription amounts and eligibility requirements) applicable to the Class into which conversion is to be effected. Therefore, if, as a result of a conversion, the value of a Shareholder's holding in the new Class would be less than the applicable Minimum Subscription Amount, the Board and the Management Company may decide not to accept the request for conversion of the Shares. In addition, if, as a result of a conversion, the value of a Shareholder's holding in the original Class would become less than the relevant Minimum Holding Amount as stipulated in the relevant Special Section, the Shareholder may be deemed (if the Board so decides) to have requested the conversion of all of his Shares. Shareholders are not allowed to convert all, or part, of their Shares into Shares of a Sub-Fund which is closed for further subscriptions after the Initial Offering Period or Initial Offering Date (as will be set forth in the relevant Special Section).

If the criteria to become a Shareholder of such other Class and/or such other Sub-Fund are fulfilled, the Shareholder shall make an application to convert Shares by sending a written request for conversion to Global Distributor, a sub-distributor or the Administrative Agent. Shares may be converted at the request of the Shareholders on any day that is a Valuation Day. The conversion request must be received by the Administrative Agent by the Conversion Cut-off as set out in the relevant Special Section. Conversion requests received after the Conversion Cut-off shall be processed on the basis of the Net Asset Value per Share as of the next following Valuation Day. The conversion request must state either the amount in the relevant currency of the first Sub-Fund or the number of Shares of the relevant Classes in the relevant Sub-Fund, which the Shareholder wishes to convert.

A Conversion Fee, in favour of the original Sub-Fund or Class, of up to five (5) per cent of the Net Asset Value of the new Sub-Fund may be levied to cover conversion costs. The applicable fee, if any, will be stipulated in the relevant Special Section. The same rate of Conversion Fee will be applied to all conversion requests received on the same Valuation Day. The Board reserves the right to waive all or part of such Conversion Fee at its entire discretion.

Conversion of Shares shall be effected on the Valuation Day, by the simultaneous:

(a) redemption of the number of Shares of the relevant Class (or Sub-Class) in the relevant Sub-Fund specified in the conversion request at the Net Asset Value per Share of the relevant Class (or Sub-Class) in the relevant Sub-Fund; and

(b) issue of Shares on that Valuation Day in the new Sub-Fund or Class (or Sub-Class), into which the original Shares are to be converted, at the Net Asset Value per Share for Shares of the relevant Class (or Sub-Class) in the (new) Sub-Fund.

Subject to any currency conversion (if applicable) the proceeds resulting from the redemption of the original Shares shall be applied immediately as the subscription monies for the Shares in the new Class or Sub-Fund into which the original Shares are converted.

Where Shares denominated in one currency are converted into Shares denominated in another currency, the number of such Shares to be issued shall be calculated by converting the proceeds resulting from the redemption of the Shares into the currency in which the Shares to be issued are denominated. The exchange rate for such currency conversion shall be calculated by the Depositary in accordance with the rules laid down under Section 23 of the General Section.

If, within a Class several Sub-Classes have been created, the rules set out above will apply similarly to these Sub-Classes.

Assuming that there are no subscriptions to Shares in the relevant Class on the Valuation Day applicable to the conversion, the Initial Subscription Price per Share of the Shares in the relevant Class will correspond to 100 units of the currency of the relevant Class, i.e. depending on the Sub-Fund, CHF100, EUR100, GBP100, USD100 or SEK100.

12. TRANSFER OF SHARES

All transfers of Shares shall be effected by a transfer in writing in any usual or common form or any other form approved by the Board and every form of transfer shall state the full name and address of the transferor and the transferee. The instrument of transfer of a Share shall be signed by or on behalf of the transferor. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered on the Share register in respect thereof. The Directors may decline to register any transfer of Shares if, in consequence of such transfer, the value of the holding of the transferor or transferee does not meet the minimum subscription or holding levels of the relevant Share Class or Sub-Fund as set out in this Prospectus or the relevant Special Section. The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine, provided, however, that such registration shall not be suspended for more than 90 days in any calendar year. The Directors may decline to register any transfer of Shares unless the original instruments of transfer, and such other documents that the Directors may require are deposited at the registered office of the Company or at such other place as the Directors may reasonably require, together with such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and to verify the identity of the transferee. Such evidence may include a declaration as to whether the proposed transferee (i) is a U.S. Person or acting for or on behalf of a U.S. Person, (ii) is a Restricted Person or acting for or on behalf of a Restricted Person or (iii) does qualify as Institutional Investor.

The Directors may decline to register a transfer of Shares:

(a) if in the opinion of the Directors, the transfer will be unlawful or will result or be likely to result in any adverse regulatory, tax or fiscal consequences to the Company or its Shareholders; or

(b) if the transferee is a U.S. Person or is acting for or on behalf of a U.S. Person; or

(c) if the transferee is a Restricted Person or is acting for or on behalf of a Restricted Person; or

(d) in relation to Classes reserved for subscription by Institutional Investors, if the transferee is not an Institutional Investor; or

(e) if in the opinion of the Directors, the transfer of the Shares would lead to the Shares being registered in a depositary or clearing system in which the Shares could be further transferred otherwise than in accordance with the terms of this Prospectus or the Articles.

13. MARKET TIMING AND LATE TRADING

Prospective investors and Shareholders should note that the Company may reject or cancel any subscription or conversion orders for any reason and in particular in order to comply with the CSSF circular 04/146 relating to the protection of UCIs and their investors against Late Trading and Market Timing practices.

For example, excessive trading of shares in response to short-term fluctuations in the market, a trading technique sometimes referred to as Market Timing, has a disruptive effect on portfolio management and increases the Sub-Funds' expenses. Accordingly, the Company may, in the sole discretion of the Board or the Management Company, compulsorily redeem Shares or reject any subscription and conversions requests from any investor that the Company or the Management Company reasonably believes has engaged in Market Timing activity. For these purposes, the Board and the Management Company may consider an investor's trading history in the Sub-Funds and accounts under common control or ownership.

In addition to the Redemption Fee or Conversion Fee which may be of application to such orders as set forth in the Special Section of the relevant Sub-Fund, the Company and the Management Company may impose a penalty of a maximum of 2% of the Net Asset Value of the Shares subscribed or converted where the Company reasonably believes that an investor has engaged in market timing activity. The penalty shall be credited to the relevant Sub-Fund. The Company, the Management Company and the Board will not be held liable for any loss resulting from rejected orders or mandatory redemption.

Furthermore, the Company will ensure that the relevant Cut-off for requests for subscriptions, redemptions or conversions are strictly complied with and will therefore take all adequate measures to prevent practices known as Late Trading.

14. MANAGEMENT OF THE COMPANY

The Company shall be managed by the Board. The Board is vested with the broadest powers to perform all acts of administration and disposition in the Company's interests. All powers not expressly reserved by law to the general meeting of Shareholders fall within the competence of the Board.

The Board will issue, in at least one Sub-Fund, at least one Class S1 Share and one Class S2 Share, as more fully described in article 13 of the Articles and the relevant Special Section. The holder of Class S1 and Class S2 Shares will be entitled to propose to the general meeting of Shareholders a list containing the names of candidates for the position of Director.

The Board must be composed at all times of three Directors appointed out of the list proposed by the holder of Class S1 Share(s) and three Directors (including the chairman of the Board) appointed out of the list proposed by the holder of Class S2 Share(s).

The list of candidates proposed by the holder of Class S Shares shall indicate a number of candidates equal to at least twice the number of Directors to be appointed as Class S1 Director and Class S2 Director.

Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting of Shareholders, provided however that if a Class S Director is removed, the remaining directors must call for an extraordinary general meeting of Shareholders without delay in order for a new Class S Director to be appointed in his/her place in accordance with the requirements of article 13 of the Articles. The new Class S Director so appointed will be chosen from the candidates on the list presented by the relevant Class.

The Company may indemnify any Director or officer, and his heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or creditor and from which he or she is not entitled to be indemnified, except in relation to matters as which he or she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the Person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he or she may be entitled.

The Board is currently composed as follows:

- Mr Jean Keller;
- Mr Thierry Callault;
- Mr Cristofer Gelli;
- Mr Marcus Tang ;
- Mr Dominique Dubois;
- Mr Renaud Froissart.

15. THE MANAGEMENT COMPANY

15.1 Corporate information

The Board has appointed FundPartner Solutions (Europe) S.A. (the **Management Company**) as the management company of the Company to serve as its designated management company within the meaning of Part I of the 2010 Act pursuant to the Management Company Services Agreement.

FundPartner Solutions (Europe) S.A. is a public limited company incorporated under the laws of Luxembourg incorporated for an unlimited duration on 17 July 2008. Its articles were published in the Luxembourg Official Gazette on 26 August 2008. It is registered on the official list of Luxembourg management companies governed by Chapter 15 of the 2010 Act. At the date of this Prospectus, the authorised capital of the Management Company which is fully paid up is CHF6,250,000 and the own funds of the Management Company comply with the requirements of the 2010 Act and of the Circular 12/546. Its board of directors is composed as follows:

- Mrs Michèle Berger, Executive Vice-President, FundPartner Solutions (Europe) S.A., Luxembourg;
- Mr Claude Kremer, Partner, Arendt & Medernach, Luxembourg;
- Mr Geoffroy Linard de Guertechin, Independent Director; and

- Christian Schroder, Sécrétaire Général Groupe et Responsable Organisation, Banque Pictet & Cie, SA.

15.2 Duties of FundPartner Solutions (Europe) S.A. as Management Company

The Management Company will provide, subject to the overall control of the Board and without limitation, (i) investment management services, (ii) administrative services and (iii) marketing, distribution and sales services to the Company as listed in Annex II of the 2010 Act. The rights and duties of the Management Company are further laid down in articles 107 et seq. of the 2010 Act. The Management Company must at all times act honestly and fairly in conducting its activities in the best interest of the Shareholders and in conformity with the 2010 Act, the Prospectus and the Articles.

The Management Company is vested with the day-to-day administration of the Company. In fulfilling its duties as set forth by the 2010 Act and the Management Company Services Agreement, the Management Company is authorised, for the purpose of more efficient conduct of its business, to delegate, under its responsibility and control, and with the prior consent of the Company and subject to the approval of the CSSF, part or all of its functions and duties to any third party, which, having regard to the nature of the functions and duties to be delegated, must be qualified and capable of undertaking the duties in question. The Management Company will remain liable to the Company in respect of all matters so delegated.

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

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

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

The following functions may be delegated by the Management Company to third parties: investment management of certain Sub-Funds, administration, marketing and distribution, as further set forth in this Prospectus and in the Special Sections.

The Management Company has established and applies a remuneration policy and practices that are consistent with, and promote, sound and effective risk management and that neither encourage risk taking which is inconsistent with the risk profiles, rules, this Prospectus or the Articles nor impair compliance with the Management Company's obligation to act in the best interest of the Company (the **Remuneration Policy**).

The Remuneration Policy includes fixed and variable components of salaries and applies to those categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that falls within the remuneration bracket of senior management and risk takers whose professional activities have a material impact on the risk profiles of the Management Company, the Company or the Sub-Funds.

The Remuneration Policy is in line with the business strategy, objectives, values and interests of the Management Company, the Company and the Shareholders and includes measures to avoid conflicts of interest.

In particular, the Remuneration Policy will ensure that:

(a) the staff engaged in control functions are compensated in accordance with the achievement of the objectives linked to their functions, independently of the performance of the business areas that they control;

(b) the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period;

(c) the fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component;

(d) the measurement of performance used to calculate variable remuneration components or pools of variable remuneration components includes a comprehensive adjustment mechanism to integrate all relevant types of current and future risks;

(e) if at any point of time, the management of the Company were to account for 50 % or more of the total portfolio managed by the Management Company, at least 50 %, of any variable remuneration component will have to consist of Shares, equivalent ownership interests, or share-linked instruments or equivalent non-cash instruments with equally effective incentives as any of the instruments referred to in this item (e); and

(f) a substantial portion, and in any event at least 40 %, of the variable remuneration component, is deferred over a period which is appropriate in view of the holding period recommended to the Shareholders and is correctly aligned with the nature of the risks of the Company.

Details of the Remuneration Policy, including the persons in charge of determining the fixed and variable remunerations of the staff, a description of the key remuneration elements and an overview of how remuneration is determined, is available on the website http://www.pictet.com/content/dam/pictet_documents/pdf_documents/pas_documentation/FPS-Europe_politique_remuneration_fr.pdf. A paper copy of the summarised Remuneration Policy is available free of charge to the Shareholders upon request.

The Management Company Services Agreement has been entered into for an undetermined period of time and may be terminated by either party upon serving to the other a three months' prior written notice. At the date of this Prospectus, the Management Company has also been appointed to act as the management company for other investment funds, the list of which is available at the registered office of the Management Company and which will be set out in the Management Company’s annual reports.

15.3 Conducting persons

The conducting persons of the Management Company are responsible for the conduct of the day-to-day business of the Management Company. As at the date of this Prospectus, the conducting persons of the Management Company are Michèle Berger, Pascal Chauvaux, Cédric Haenni and Dorian Jacob.

The conducting persons, acting as a management committee, have the duty to ensure that the different service providers to which the Management Company has delegated certain functions perform their functions in compliance with the 2010 Act, Circular 12/546, the Articles, the Prospectus and the provisions of the relevant services agreements between the Management Company, the Company and each of them. The conducting persons will also ensure compliance of the Company with the investment restrictions and oversee the implementation of the Sub-Funds' investment policies. The conducting persons will also report to the board of directors of the Management Company on a regular basis and inform the board of directors of the Management Company without delay of any non-compliance of the Company with the investment restrictions.

15.4 Duties of FundPartner Solutions (Europe) S.A. as Administrative Agent

The Management Company also provides under the terms of the Management Company Services Agreement administrative agency, registrar and transfer agency, paying agency and domiciliary services to the Company (the Management Company in this capacity, the **Administrative Agent**). In that context, the Administrative Agent will:

(a) as register and transfer agent, be responsible to maintain the register of Shareholders of the Company and to proceed with the issue, conversion and redemption of Shares in accordance with this Prospectus and the Articles;

(b) as administrative agent and paying agent, be responsible for the calculation and publication of the Net Asset Value of the Shares of each Sub-Fund and Class pursuant to the 2010 Act, the Articles and the Prospectus and to perform administrative and accounting services for the Company as necessary as well as to arrange for the payment of dividend or distributions and redemption proceeds to Shareholders;

(c) as domiciliary agent, be primarily responsible for receiving and keeping safely any and all notices, correspondence, telephonic advice or other representations and communications received for the account of the Company, as well as for providing such other facilities as may from time to time be necessary in the course of the day-to-day administration of the Company.

16. INVESTMENT MANAGEMENT

Quaero Capital S.A. (the **Investment Manager**) is the investment manager of each Sub-Fund. The Management Company has, with the consent of the Company, delegated to the Investment Manager full authority to act on behalf of the Company to carry out investment management services and be responsible for the investment activities of the Company in respect of each Sub-Fund as it deems necessary in relation to the management of the assets of the relevant Sub-Fund, as is stipulated in the relevant Special Section.

The Investment Manager is a company established under Swiss law on 22 April 2005 as a public limited liability company (*société anonyme*) for an unlimited period of time with registered office at route de Pré-Bois 20, Case Postale 1875, CH-1215 Geneva 15, Switzerland. The Investment Manager is registered with the Company Register Geneva under the number CH-660-0921005-4. The Investment Manager is under the supervision of the FINMA and authorised by the FINMA as an investment manager.

The Investment Manager may delegate its functions with respect to one or more Sub-Funds, with the approval of the CSSF, the Management Company and the Company, to one or more Sub-Investment

Managers as set out in the relevant Special Sections. Unless otherwise stated in the relevant Special Section, the Investment Manager is responsible for, among other matters, identifying and acquiring the investments of the Company. The Investment Manager is granted full power and authority and all rights necessary to enable it to manage the investments of the Sub-Funds and provide other investment management services to assist the Management Company to achieve the investment objectives and policy set out in this Prospectus and any specific investment objective and policy set out in the relevant Special Section. Consequently, the responsibility for making decisions to buy, sell or hold a particular security or asset rests the Investment Manager and, as the case may be, the relevant Sub-Investment Manager appointed by it, subject always to the overall policies, direction, control and responsibility of the Board and the Management Company.

17. INVESTMENT ADVICE

The Management Company or the Investment Manager may be assisted by one or more Investment Advisers with respect to one or more Sub-Funds, with the approval of the CSSF, the Board and, as the case may be, the Management Company, as set out in the relevant Special Sections. The relevant Investment Adviser(s) will provide day-to-day advice regarding transactions of the relevant Sub-Fund(s) to the Management Company or the Investment Manager.

Subject to the approval of the Company, the Management Company and, as the case may be, the Investment Manager, the Investment Adviser(s) may, in turn and on its (their) own responsibility, appoint one or more sub-investment advisers in respect of any Sub-Fund(s) to provide day-to-day advice regarding the relevant Sub-Fund's transactions to the Investment Adviser (the **Sub-Investment Advisers**).

The function of the Investment Advisers shall be solely advisory and they shall not execute or implement the investment policy of the Sub-Fund(s).

18. DEPOSITARY

Pictet & Cie (Europe) S.A. (the **Depositary**) has been appointed as depositary of the Company pursuant to a depositary agreement (the **Depositary Agreement**) entered into for an unlimited duration.

Pictet & Cie (Europe) S.A. was incorporated as a *société anonyme* (limited company) under Luxembourg law for an indefinite period on 3 November 1989. Its fully paid-up capital is CHF 70,000,000 at the date of this Prospectus.

The Depositary will assume its functions and responsibilities in accordance with applicable Luxembourg law and regulations and the Depositary Agreement. With respect to its duties under the 2010 Act, the Depositary will ensure the safekeeping of the Company's assets. The Depositary has also to ensure that the Company's cash flows are properly monitored in accordance with the 2010 Act.

In addition, the Depositary will:

(a) ensure that the subscriptions, issues, redemptions, conversions, cancellations and transfers of Shares are carried out in accordance with Luxembourg law, this Prospectus and the Articles;

(b) ensure that the value of the Shares is calculated in accordance with Luxembourg law and the Articles;

(c) carry out the instructions of the Company and the Management Company, unless they conflict with Luxembourg law or the Articles;

(d) ensure that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits;

(e) ensure that the Company's incomes are applied in accordance with Luxembourg law and the Articles;

(f) ensure that in the case of transactions involving the assets of the Company, any consideration is remitted to it within the customary settlement dates; and

(g) ensure that the income of the Company is allocated in accordance with the Articles.

The Depositary may delegate its safekeeping duties with respect to the Company's financial instruments held in custody or any other assets (except for the cash) in accordance with the UCITS Directive, the UCITS-CDR and applicable law.

An up-to-date list of the delegates (and sub-delegates) of the Depositary is available on the website http://www.pictet.com/corporate/fr/home/asset_services/custody_services/sub-custodians.html.

The Depositary will be liable to the Company or to the Shareholders for the loss of the Company's financial instruments held in custody by the Depositary or its delegates to which it has delegated its custody functions. A loss of a financial instrument held in custody by the Depositary or its delegate will be deemed to have taken place when the conditions of article 18 of the UCITS-CDR are met. The liability of the Depositary for losses other than the loss of the Company's financial instruments held in custody will be incurred pursuant to the provisions of the Depositary Agreement.

In case of loss of the Company's financial instruments held in custody by the Depositary or any of its delegates, the Depositary will return financials instruments of identical type or the corresponding amount to the Company without undue delay. However, the Depositary's liability will not be triggered if the Depositary can prove that the loss has arisen as a result of an external event beyond its reasonable control or, if the safekeeping of financial instruments held in custody has been delegated, beyond the reasonable control of its delegate, the consequences of which would have been unavoidable despite (i) adopting all precautions incumbent on a diligent depositary as reflected in common industry practice all reasonable efforts to the contrary; and (ii) respecting a rigorous and comprehensive due diligence procedure.

In carrying out its functions, the Depositary will act honestly, fairly, professionally, independently and solely in the interest of the Company and the Shareholders.

Potential conflicts of interest may nevertheless arise from time to time from the provision by the Depositary and/or its affiliates of other services to the Company, the Management Company and/or other parties. Depositary's affiliates are also appointed as third-party delegates of the Depositary. Potential conflicts of interest which have been identified between the Depositary and its delegates are mainly fraud (unreported irregularities to the competent authorities to avoid bad reputation), legal recourse risk (reluctance or avoidance to take legal steps against the depositary), selection bias (the choice of the depositary not based on quality and price), insolvency risk (lower standards in asset segregation or attention to the depositary's solvency) or single group exposure risk (intragroup investments).

On the basis of a strict reading of the depositary's regulation, the Depositary has pre-defined all kind of situations which could potentially lead to a conflicts of interest and has accordingly carried out a screening exercise on all activities provided to the Company either by the Depositary itself or by entities linked to it by a common management or control. Such exercise resulted in the identification and the listing of some potential conflicts of interest however adequately managed. This list of potential conflicts of interest is available on the following website:

https://www.group.pictet/corporate/fr/home/asset_services/custody_services/sub-custodians.html. On a regular basis, the Depositary monitors that list by re-assessing those services and delegations to and from affiliates from which conflicts of interest may arise.

Where a conflict or potential conflicts of interest arises, the Depositary will have regard to its obligations to the Company and will treat the Company and the other funds for which it acts fairly and such that, so far as is reasonably practicable, any transactions are effected on terms which are not materially less favourable to the Company than if the conflict or potential conflict had not existed. Such potential conflicts of interest are identified, managed and monitored in various other ways including, without limitation, the hierarchical and functional separation of the Depositary's functions from its other potentially conflicting tasks and by the Depositary adhering to its own conflicts of interest policy.

Details of the conflicts of interest policy of the Depositary is available on the website https://www.group.pictet/corporate/fr/home/asset_services/custody_services/sub-custodians.html. A paper copy of the summarised conflicts of interest policy of the Depositary is available free of charge to the Shareholders upon request.

Under no circumstances will the Depositary be liable to the Company, the Management Company or any other person for indirect or consequential damages and the Depositary will not in any event be liable for the following direct losses: loss of profits, loss of contracts, loss of goodwill, whether or not foreseeable, even if the Depositary has been advised of the likelihood of such loss or damage and regardless of whether the claim for loss or damage is made in negligence, for breach of contract or otherwise.

The Depositary or the Company may terminate the Depositary Agreement at any time, by giving at least three months' written notice to the other party, it being understood that any decision by the Company to end the Depositary's appointment is subject to another depositary taking on the duties and responsibilities of the Depositary as defined in the Articles within two months, provided furthermore that, if the Company terminates the Depositary's duties, the Depositary will continue to perform its duties until such time as the Depositary has been relieved of all the Company's assets that it held or had arranged to be held on behalf of the Company. Should the Depositary itself give notice to terminate the contract, the Company will be required to appoint a new depositary to take over the duties and responsibilities of the Depositary within two months, on the understanding that, as of the date when the notice of termination expires and until such time as a new depositary is appointed by the Company, the Depositary will only be required to take any necessary measures to safeguard the best interests of Shareholders.

The Depositary is remunerated in accordance with customary practice in Luxembourg. Such remuneration is disclosed in respect of each Sub-Fund in the relevant Special Section. The Depositary Fee will be shown in the Company's financial statements.

19. DISTRIBUTORS AND NOMINEES

The Management Company has appointed, at the request and with the consent of the Company, Quaero Capital S.A. (the **Global Distributor**) as global distributor of the Sub-Funds. The Global Distributor will provide coordination services in the context of the marketing of the Sub-Funds' Shares and will appoint one or more sub-distributors of the relevant Sub-Fund(s).

The Company and the Management Company expect that in relation to Shares to be offered to investors the Global Distributor or any sub-distributor may offer to enter into arrangements with the relevant investors to provide nominee services to those investors in relation to the Shares or arrange for third party nominee service providers to provide such nominee services to the underlying investors.

All sub-distributors that are entitled to receive subscription monies and/or subscription, redemption or conversion requests on behalf of the Company and nominee service providers must be (i) professionals of the financial sector of a FATF member country which are subject under their local regulations to anti money laundering rules equivalent to those required by Luxembourg law or (ii) professionals established in a non-FATF member State provided they are a subsidiary of a professional of the financial sector of a FATF member State and they are obliged to follow anti money laundering and terrorism financing rules equivalent to those required by Luxembourg law because of internal group policies. Whilst and to the extent that such arrangements subsist, such underlying investors will not appear in the Register of the Company and will have no direct right of recourse against the Company.

Any sub-distributor or nominee service providers holding their Shares through Euroclear or Clearstream or any other relevant clearing system as an accountholder also will not be recognised as the registered Shareholder in the Register. The relevant nominee of Euroclear or Clearstream or the other relevant clearing system will be recognised as the registered Shareholder in the Register in such event, and in turn would hold the Shares for the benefit of the relevant accountholders in accordance with the relevant arrangements. 144A Shares will be issued in physical, certificated form only and will not be eligible for clearance or settlement through Euroclear or Clearstream or any other relevant clearing system.

The terms and conditions of the sub-distribution agreement(s) with arrangements to provide nominee services will have to allow that an underlying investor who (i) has invested in the Company through a nominee and (ii) is not a Restricted Person, may at any time, require the transfer in his name of the Shares subscribed through the nominee. After this transfer, the investor will receive evidence of his shareholding at the confirmation of the transfer from the nominee.

Investors may subscribe directly to the Company without having to go through the Global Distributor, a sub-distributor or a nominee.

The Investment Manager and Global Distributor may enter into retrocession fee arrangements with any sub-distributor in relation to their distribution services. Any such retrocession fee shall be paid by the Investment Manager and Global Distributor out of its own assets (or remuneration). The Investment Manager and Global Distributor may instruct from time to time in writing the Company and/or the Management Company to pay a part of its own remuneration directly to the sub-distributors.

20. FEES, COMPENSATION AND EXPENSES

20.1 Fees

(a) Management Company Fee

The Management Company is entitled to receive a Management Company Fee payable at a rate of 0.06% p.a. calculated on the average Net Asset Value of each Sub-fund over the relevant period and subject to an annual minimum of EUR 30,000 per Sub-fund. The Management Company reserves the right to waive all or part of such annual minimum at its entire discretion.

(b) Central Administration Fee

The Administrative Agent is entitled to receive a Central Administration Fee of up to 0.10% p.a., payable quarterly and calculated on the average Net Asset Value of each Sub-fund over the relevant period and subject to an annual minimum of EUR 15,000 per Sub-fund. The Administrative Agent reserves the right to waive all or part of such annual minimum at its entire discretion.

(c) Depositary Fee

The Depositary is entitled to receive a Depositary Fee up to 0.07% p.a., payable quarterly and calculated on the average Net Asset Value of each Sub-fund over the relevant period and subject to an annual minimum of EUR 10,000 per Sub-fund. The Depositary reserves the right to waive all or part of such annual minimum at its entire discretion.

(d) Remuneration of the Investment Manager, the Sub-Investment Manager(s), the Investment Adviser(s) and the Sub-Investment Adviser(s)

The remuneration of the Investment Manager, the Sub-Investment Manager(s), the Investment Adviser(s) and the Sub-Investment Adviser(s) (if any) of each Sub-Fund are set out in the relevant Special Sections.

In addition, the Investment Manager is entitled to receive, out of the assets of each Class within each Sub-Fund, a fee corresponding to 0.20% p.a. of the Net Asset Value (the **Fixed Fee**). The Fixed Fee will cover all fees and expenses incurred in the day-to-day operation, administration and servicing of the Company and its Sub-Funds in relation to the following:

(i) marketing and promotion expenses;

(ii) advertising;

(iii) costs relating to the publication of prices;

(iv) distribution of semi-annual and annual reports and other reporting expenses;

(v) publication and mailing of notifications and reports to Shareholders or any other type of communication to Shareholders, regulatory authorities or service providers.

Such expenses are defined and charged at the level of each Class for each Sub-Fund, are accrued at each calculation of the Net Asset Value and are paid monthly/quarterly in arrears to the Investment Manager. These expenses are fixed in the sense that the Investment Manager will bear the excess in actual expenses to any such expenses charged to each Class. Conversely, the Investment Manager will be entitled to retain any amount of such expenses charged to each Class which exceeds the actual related expenses incurred by the respective Class over the relevant period of time.

The Board reserves the right to amend the level of such expenses applicable to each Class. In the event of an increase of such expenses, the concerned Shareholders will be given at least one month prior notice of such increase. During this notice period, such Shareholders may request the redemption of their Shares, free of charge.

20.2 Operating Expenses

The Company pays out of the assets of the relevant Sub-Fund all expenses payable by the Company which will include but not be limited to formation expenses, fees (including the Performance Fee) payable to the Management Company, Investment Manager, Sub-Investment Manager(s), Investment Adviser(s) and Sub-Investment Adviser(s) (if any), fees and expenses payable to its Auditors and accountants, Depositary and its correspondents, Administrative Agent, any pricing agencies, any permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the Directors and officers and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with Board meetings, fees and expenses for legal and auditing services consultants, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Luxembourg and in any other country, reporting and publishing expenses, including the costs of preparing, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

Furthermore, charges and expenses borne by the Company shall include all reasonable charges and expenses paid on its behalf, including but not limited to, telephone, fax, telex, telegram and postage expenses incurred by the Depositary on purchases and sales of portfolio securities in one or several Sub-Funds.

The Company may indemnify any director, manager, authorised officer, employee or agent, their heirs, executors and administrators, to the extent permitted by law, for all costs and expenses borne or paid by them in connection with any claim, action, law suit or proceedings brought against them in their capacity as director, manager, authorised officer, employee or agent of the Company, except in cases where they are ultimately sentenced for gross negligence. In the case of an out of court settlement, such indemnification will only be granted if the Company's legal adviser is of the opinion that the director, manager, authorised officer, employee or agent in question did not fail in his duty and only if such an arrangement is approved beforehand by the Board. The right to such indemnification does not exclude other rights to which the director, manager, authorised officer, employee or agent are entitled. The rights to indemnification provided herein are separate and do not affect the other rights to which a director, managing director, authorised officer, employee or agent may now or later be entitled and shall be maintained for any Person who has ceased their activity as director, manager, authorised officer, employee or agent.

Expenses for the preparation and presentation of a defence in any claim, action, lawsuit or proceedings brought against a Director, manager, authorised officer, employee or agent will be advanced by the Company, prior to any final decision on the case, on receipt of a commitment by or on behalf of the Director, manager, authorised officer, employee or agent to repay this amount if it ultimately becomes apparent that they are not entitled to indemnification. Notwithstanding the above, the Company may take out the necessary insurance policies on behalf of Directors, managers, authorised officers, employees or agents of the Company.

Each Sub-Fund shall pay for the costs and expenses directly attributable to it. Costs and expenses that cannot be attributed to a given Sub-Fund shall be allocated to the Sub-Funds on an equitable basis, in proportion to their respective net assets.

All revenues arising from EPM Techniques, net of direct and indirect operational costs, will be accrued to the relevant Sub-Fund.

20.3 Formation and Launching Expenses

Expenses incurred in connection with the incorporation of the Company and the creation of the initial Sub-Funds, including those incurred in the preparation and publication of the first Prospectus and KIID(s), as well as the taxes, duties and any other publication expenses, have been written off over a period of five (5) years.

All fees, costs and expenses referred to in the preceding paragraph are referred to as **Formation and Launching Expenses**. Expenses incurred in connection with the creation of any additional Sub-Fund may be borne by the relevant Sub-Fund and will be written off over a period of five (5) years. Hence, the additional Sub-Funds will not bear a pro rata proportion of the Formation and Launching Expenses.

20.4 Retrocession fee arrangements

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

21. DIVIDENDS

Each year the general meeting of Shareholders will decide, based on a proposal from the Board, for each Sub-Fund, on the use of the balance of the year's net income of the investments. A dividend may be distributed, either in cash or Shares. Further, dividends may include a capital distribution, provided that after distribution the net assets of the Company total more than EUR 1,250,000.

Over and above the distributions mentioned in the preceding paragraph, the Board may decide to the payment of interim dividends in the form and under the conditions as provided by law.

The Board may issue distribution Shares and accumulation Shares within the Classes of each Sub-Fund, as indicated in the Special Sections. Accumulation Shares capitalise their entire earnings whereas distribution Shares pay dividends.

For Classes entitled to distribution, dividends, if any, will be declared and distributed on an annual basis. Moreover, interim dividends may be declared and distributed from time to time at a frequency determined by the Board within the conditions set forth by law.

Payments will be made in the Reference Currency of the relevant Sub-Fund. With regard to Shares held through Euroclear or Clearstream (or their successors), dividends shall be paid by bank transfer to the relevant bank. Dividends remaining unclaimed for five years after their declaration will be forfeited and revert to the relevant Sub-Fund.

Dividends may be declared separately in respect of each Sub-Fund by a resolution of the Shareholders of the Sub-Fund concerned at the annual general meeting of Shareholders.

22. TAX ASPECTS

22.1 Luxembourg

The Company's assets are subject to tax (*taxe d'abonnement*) in Luxembourg of 0.05% p.a. on net assets (and 0.01% p.a. on total net assets in case of Sub-Funds or Classes reserved to Institutional Investors), payable quarterly. In case some Sub-Funds are invested in other Luxembourg UCIs, which in turn are subject to the annual subscription tax (*taxe d'abonnement*) provided for by the 2010 Act, no annual subscription tax (*taxe d'abonnement*) is due from the Company on the portion of assets invested therein.

The Company's income is not taxable in Luxembourg. Income received from the Company may be subject to withholding taxes in the country of origin of the issuer of the security, in respect of which such income is paid. No duty or tax is payable in Luxembourg in connection with the issue of Shares of the Company.

Under current legislation, Shareholders are not subject to any capital gains, income, withholding, or other taxes in Luxembourg with respect to their investment in the Shares, except for those Shareholders resident of, or established in Luxembourg, or having a permanent establishment or permanent representative in Luxembourg.

22.2 EU tax considerations for individuals resident in the EU or in certain third countries or dependent or associated territories

Under the EU Savings Directive, Member States are required to provide to the tax authorities of other Member States details of certain payments of interest or similar income paid or secured by a Person established in a Member State to or for the benefit of an individual resident in another Member State or certain limited types of entities established in another Member State. Income deriving from interest and similar income, either directly or through certain entities, distributed by UCITS may in certain circumstances fall within the scope of the EU Savings Directive. In addition, income realised upon the sale, refund or redemption of shares or units in UCITS, may fall within the scope of the EU Savings Directive if such UCITS invest directly or indirectly, via other UCIs or entities, more than 40% of their assets in debt claims.

For a transitional period, Austria is required (unless during that period it elects otherwise) to operate a withholding system in relation to such payments. A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland). Luxembourg has abolished the withholding system effective as of 1 January 2015 in favour of the automatic exchange of information procedures under the EU Savings Directive.

On 10 November 2015, the Council of the European Union adopted a Council Directive repealing the EU Savings Directive from 1 January 2017 in the case of Austria and from 1 January 2016 in the case of all other EU Member States (subject to on-going requirements to fulfil administrative obligations such as the reporting and exchange of information relating to, and accounting for withholding taxes on, payments made before those dates). This is to prevent overlap between the EU Savings Directive and new automatic exchange of information regimes to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU) and the standard for automatic exchange of financial account information in tax matters developed by the OECD (commonly referred to as the Common Reporting Standard), which are generally broader in scope than the EU Savings Directive, although they do not impose withholding taxes.

The foregoing is only a summary of the implications of the EU Savings Directive, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and investors should therefore seek advice from their financial or tax adviser on the full implications for themselves of the EU Savings Directive.

22.3 FATCA Compliance

Sections 1471 through 1474 of the U.S. Internal Revenue Code (**FATCA**) impose a new reporting regime and, potentially, a 30% withholding tax with respect to certain payments to (i) any non-U.S. financial institution (a "foreign financial institution", or "**FFI**" (as defined by FATCA)) that does not become a "**Participating FFI**" by entering into an agreement with the U.S. Internal Revenue Service (**IRS**) to provide the IRS with certain information in respect of its account holders and investors or is not otherwise exempt from or in deemed compliance with FATCA and (ii) any investor (unless otherwise exempt from FATCA) that does not provide information sufficient to determine whether the investor is a U.S. Person or should otherwise be treated as holding a "United States Account" of the FFI (a **Recalcitrant Holder**). The new withholding regime has been phased in as of 1 July 2014 for payments from sources within the United States and will apply to "**foreign passthru payments**" (a term not yet defined) no earlier than 1 January 2019. The Company is classified as an FFI.

The United States and a number of other jurisdictions have entered into, or announced their intention to negotiate, intergovernmental agreements to facilitate the implementation of FATCA (each an **IGA**). Pursuant to FATCA and the "**Model 1**" and "**Model 2**" IGAs released by the United States, an FFI in an IGA signatory country could be treated as a "**Reporting Financial Institution**" or otherwise as being exempt from or in deemed compliance with FATCA (a **Non-Reporting Financial Institution**). A Reporting Financial Institution or Non-Reporting Financial Institution is not subject to withholding under FATCA on any payments it receives. Further, an FFI in a Model 1 IGA jurisdiction would not be required to withhold under FATCA or an IGA (or any law implementing an IGA) (any such withholding being a **FATCA Withholding**) from payments it makes (unless it has agreed to do so under the U.S. "qualified intermediary", "withholding foreign partnership" or "withholding foreign trust" regimes). The Model 2 IGA leaves open the possibility that a Reporting Financial Institution might in the future be required to withhold as a Participating FFI on foreign passthru payments and payments that it makes to Recalcitrant Holders. Under each Model IGA, a Reporting Financial Institution would still be required to report certain information in respect of its account holders and investors to its home government, in the case of a Model 1 IGA jurisdiction, or to the IRS, in the case of a Model 2 IGA jurisdiction. On 28 March 2014, the United States and the Grand Duchy of Luxembourg have entered into an agreement (the **Luxembourg IGA**) based largely on the Model 1 IGA.

The Company expects to be treated as a Reporting Financial Institution pursuant to the Luxembourg IGA and, therefore, does not anticipate being subject to withholding under FATCA on payments it receives or being obliged to deduct any FATCA Withholding on payments it makes. There can be no assurance, however, that the Company will be treated as a Reporting Financial Institution or that it would in the future not be required to deduct FATCA Withholding from payments it makes. Accordingly, the Company and financial institutions through which payments on the Shares are made may be required to withhold FATCA Withholding if (i) any FFI through or to which payment on such Shares is made is not a Participating FFI, a Reporting Financial Institution, or otherwise exempt from or in deemed compliance with FATCA or (ii) an investor is a Recalcitrant Holder.

If an amount in respect of FATCA were to be withheld either from amounts due to the Company or from any payments on the Shares, neither the Company nor any other Person would be required to pay additional amounts.

FATCA is particularly complex and its application is uncertain at this time. The above description is based in part on regulations, official guidance and Model IGAs, all of which are subject to change or may be implemented in a materially different form. Prospective investors should consult their tax advisers on how these rules may apply to the Company and to payments they may receive in connection with the Shares.

TO ENSURE COMPLIANCE WITH IRS CIRCULAR 230, EACH TAXPAYER IS HEREBY NOTIFIED THAT: (A) ANY TAX DISCUSSION HEREIN IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY THE TAXPAYER FOR THE PURPOSE OF AVOIDING U.S. FEDERAL INCOME TAX PENALTIES THAT MAY BE IMPOSED ON THE TAXPAYER; (B) ANY SUCH TAX DISCUSSION WAS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) THE TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISER.

22.4 Other jurisdictions

Interest, dividend and other income realised by the Company on the sale of securities of non-Luxembourg issuers, may be subject to withholding and other taxes levied by the jurisdictions in which the income is sourced. It is impossible to predict the rate of foreign tax the Company will pay since the amount of the assets to be invested in various countries and the ability of the Company to reduce such taxes is not known.

It is expected that Shareholders may be resident for tax purposes in many different countries. Consequently, no attempt is made in this Prospectus to summarise the tax consequences for each prospective investor of subscribing, converting, holding, redeeming or otherwise acquiring or disposing of Shares in the Company. These consequences will vary in accordance with the law and practice currently in force in a Shareholder's country of citizenship, residence, domicile or incorporation and with his or her personal circumstances.

22.5 Future changes in applicable law

The foregoing description of Luxembourg tax consequences of an investment in, and the operations of, the Company is based on laws and regulations which are subject to change through legislative, judicial or administrative action. Other legislation could be enacted that would subject the Company to income taxes or subject Shareholders to increased income taxes.

THE INFORMATION SET OUT ABOVE IS A SUMMARY OF THOSE TAX ISSUES WHICH COULD ARISE IN LUXEMBOURG AND DOES NOT PURPORT TO BE A COMPREHENSIVE ANALYSIS OF THE TAX ISSUES WHICH COULD AFFECT A PROSPECTIVE SUBSCRIBER.

THE TAX AND OTHER MATTERS DESCRIBED IN THIS PROSPECTUS DO NOT CONSTITUTE, AND SHOULD NOT BE CONSIDERED AS, LEGAL OR TAX ADVICE TO PROSPECTIVE SUBSCRIBERS. PROSPECTIVE SUBSCRIBERS SHOULD CONSULT THEIR OWN COUNSEL REGARDING TAX LAWS AND REGULATIONS OF ANY OTHER JURISDICTION WHICH MAY BE APPLICABLE TO THEM.

23. CALCULATION OF NET ASSET VALUE

The Company, each Sub-Fund and each Class in a Sub-Fund have a Net Asset Value determined in accordance with the Articles. The reference currency of the Company is the Euro. The Net Asset Value of each Class of Shares of each Sub-Fund shall be calculated in the Reference Currency of the relevant Class, as it is stipulated in the relevant Special Section, and shall be determined by the

Administrative Agent as on each Valuation Day as stipulated in the relevant Special Section, by calculating the aggregate of:

(a) the value of all assets of the Company which are allocated to the relevant Sub-Fund in accordance with the provisions of the Articles; less

(b) all the liabilities of the Company which are allocated to the relevant Sub-Fund in accordance with the provisions of the Articles, and all fees attributable to the relevant Sub-Fund, which fees have accrued but are unpaid on the relevant Valuation Day.

The Net Asset Value per Share shall be calculated in the Reference Currency of the relevant Sub-Fund and shall be calculated by the Administrative Agent as at the Valuation Day of the relevant Sub-Fund by dividing the Net Asset Value of the relevant Sub-Fund by the number of Shares which are in issue on such Valuation Day in the relevant Sub-Fund (including Shares in relation to which a Shareholder has requested redemption on such Valuation Day).

If the Sub-Fund has more than one Class in issue, the Administrative Agent shall calculate the Net Asset Value for each Class by dividing the portion of the Net Asset Value of the relevant Sub-Fund attributable to a particular Class by the number of Shares of such Class in the relevant Sub-Fund which are in issue on such Valuation Day (including Shares in relation to which a Shareholder has requested redemption on such Valuation Day).

The Net Asset Value per Share may be rounded up or down to the nearest whole unit of the currency in which the Net Asset Value of the relevant shares are calculated.

The allocation of assets and liabilities of the Company between Sub-Funds (and within each Sub-Fund between the different Classes) shall be effected so that:

(a) The subscription price received by the Company on the issue of Shares, and reductions in the value of the Company as a consequence of the redemption of Shares, shall be attributed to the Sub-Fund (and within that Sub-Fund, the Class) to which the relevant Shares belong.

(b) Assets acquired by the Company upon the investment of the subscription proceeds and income and capital appreciation in relation to such investments which relate to a specific Sub-Fund (and within a Sub-Fund, to a specific Class) shall be attributed to such Sub-Fund (or Class in the Sub-Fund).

(c) Assets disposed of by the Company as a consequence of the redemption of Shares and liabilities, expenses and capital depreciation relating to investments made by the Company and other operations of the Company, which relate to a specific Sub-Fund (and within a Sub-Fund, to a specific Class) shall be attributed to such Sub-Fund (or Class in the Sub-Fund).

(d) Where the use of foreign exchange transactions, instruments or financial techniques relates to a specific Sub-Fund (and within a Sub-Fund, to a specific Class) the consequences of their use shall be attributed to such Sub-Fund (or Class in the Sub-Fund).

(e) Where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques relate to more than one Sub-Fund (or within a Sub-Fund, to more than one Class), they shall be attributed to such Sub-Funds (or Classes, as the case may be) in proportion to the extent to which they are attributable to each such Sub-Fund (or each such Class).

(f) Where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques cannot be attributed to a particular Sub-Fund they shall be divided equally between all Sub-Funds or, in so far as is justified by the amounts, shall be attributed in proportion to the relative Net Asset Value of the Sub-Funds (or Classes in the Sub-Fund) if the Company, in its sole discretion, determines that this is the most appropriate method of attribution.

(g) Upon payment of dividends to the Shareholders of a Sub-Fund (and within a Sub-Fund, to a specific Class) the net assets of this Sub-Fund (or Class in the Sub-Fund) are reduced by the amount of such dividend.

If, within a Class several Sub-Classes have been created, the allocation rules set out above will apply similarly to these Sub-Classes.

The assets of the Company will be valued as follows:

(a) The value of any cash in hand or on deposit, notes and bills payable on demand and accounts receivable (including reimbursements of fees and expenses payable by any UCI in which the Company may invest), prepaid expenses and cash dividends declared and interest accrued but not yet collected, shall be deemed the nominal value of these assets unless it is improbable that it can be paid and collected in full; in which case, the value will be arrived at after deducting such amounts as the Board may consider appropriate to reflect the true value of these assets.

(b) Securities and Money Market Instruments listed on an official stock exchange or dealt on any other Regulated Market will be valued at their last available price in Luxembourg on the Valuation Day and, if the security or Money Market Instrument is traded on several markets, on the basis of the last known price on the main market of this security. If the last known price is not representative, valuation will be based on the fair value at which it is expected it can be sold, as determined with prudence and in good faith by the Board.

(c) Unlisted securities and securities or Money Market Instruments not traded on a stock exchange or any other Regulated Market as well as listed securities and securities or Money Market Instruments listed on a Regulated Market for which no price is available, or securities or Money Market Instruments whose quoted price is, in the opinion of the Board, not representative of actual market value, will be valued at their last known price in Luxembourg or, in the absence of such price, on the basis of their probable realisation value, as determined with prudence and in good faith by the Board.

(d) Securities or Money Market Instruments denominated in a currency other than the relevant Sub-Fund's valuation currency will be converted at the average exchange rate of the currency concerned applicable on the Valuation Day.

(e) The valuation of investments reaching maturity within a maximum period of 90 days may include straight-line daily amortisation of the difference between the principal 91 days before maturity and the value at maturity.

(f) The liquidation value of futures, spot, forward or options contracts that are not traded on stock exchanges or other Regulated Markets will be equal to their net liquidation value determined in accordance with the policies established by the Board on a basis consistently applied to each type of contract. The liquidation value of futures, spot, forward or options contracts traded on stock exchanges or other Regulated Markets will be based on the latest available price for these contracts on the stock exchanges and Regulated Markets on which these options, spot, forward or futures contracts are traded by the Company; provided that if an options or futures contract cannot be liquidated on the date on which the net assets are valued, the basis for determining the liquidation value of said contract shall be determined by the Board in a fair and reasonable manner.

(g) Swaps are valued at their fair value based on the last known closing price of the underlying security.

(h) UCIs are valued on the basis of their last available net asset value in Luxembourg. As indicated below, this net asset value may be adjusted by applying a recognised index so as to reflect market changes since the last valuation.

(i) Liquid assets and money market instruments are valued at their nominal value plus accrued interest, or on the basis of amortised costs.

(j) Any other securities and assets are valued in accordance with the procedures put in place by the Board and with the help of specialist valuers, as the case may be, who will be instructed by the Board to carry out the said valuations.

In the context of Sub-Funds which invest in other UCIs, valuation of their assets may be complex in some circumstances and the administrative agents of such UCIs may be late or delay communicating the relevant net asset values. Consequently, the Administrative Agent, under the responsibility of the Board, may estimate the assets of the relevant Sub-Funds as of the Valuation Day considering, among other things, the last valuation of these assets, market changes and any other information received from the relevant UCIs. In this case, the Net Asset Value estimated for the Sub-Funds concerned may be different from the value that would have been calculated on the said Valuation Day using the official net asset values calculated by the administrative agents of the UCIs in which the Sub-Fund invested. Nevertheless, the Net Asset Value calculated using this method shall be considered as final and applicable despite any future divergence.

For the purpose of determining the value of the Company's assets, the Administrative Agent, having due regards 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, upon the valuations provided either (i) by the Board, (ii) by various pricing sources available on the market such as pricing agencies (i.e., Bloomberg, Reuters, etc) or administrators of underlying UCIs, (iii) by prime brokers and brokers, or (iv) by (a) specialist(s) duly authorised to that effect by the Board. In such circumstances, the Administrative Agent shall not, in the absence of manifest error on its part, be responsible for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the Net Asset Value and the Net Asset Value per Share resulting from any inaccuracy in the information provided by (i) by the Board, (ii) by various pricing sources available on the market such as pricing agencies (i.e., Bloomberg, Reuters, etc) or administrators of underlying UCIs, (iii) by prime brokers and brokers, or (iv) by (a) specialist(s) duly authorised to that effect by the Board.

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 Administrative Agent will exclusively rely on valuations provided either by the Board or by third party pricing sources appointed by the Board under its responsibility or other official pricing sources like UCIs' administrators and others like Telekurs, Bloomberg, Reuters and will not check the correctness and accuracy of the valuations so provided. If the Board gives instructions to the Administrative Agent to use a specific pricing source, the Board undertakes to make its own prior due diligence on such agent as far as its competence, reputation, professionalism are concerned so as to ensure that the prices which will be given to the Administrative Agent are reliable and the Administrative 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 Administrative Agent is to compute the Net Asset Value on the basis of the prices provided by the Board or such pricing source(s), without any responsibility whatsoever (in the absence of manifest error) on the correctness or accuracy of the valuations provided by the Board or the relevant sources.

For the avoidance of doubt the Administrative Agent will, in any case, not carry out any testing or verification regarding the correctness or accuracy of the valuations or prices received in accordance with this Section 25 of the General Section.

If one or more pricing sources are not able to provide relevant valuations to the Administrative Agent, the latter is authorised to not calculate the Net Asset Value and, consequently, not to determine subscription, redemption and conversion prices. The Administrative Agent shall immediately inform the Board if such a situation arises. If necessary, the Board may decide to suspend the calculation of the Net Asset Value in accordance with the procedures described in Section 26 of the General Section. If the Board does not decide to suspend the Net Asset Value calculation in a timely manner, the Administrative Agent shall not be liable for the consequences of a delay in such Net Asset Value calculation.

With respect to the protection of investors in case of Net Asset Value calculation error and the correction of the consequences resulting from non-compliance with the investment rules applicable to the Company, the principles and rules set out in the CSSF circular 02/77 of 27 November 2002, as amended from time to time (**CSSF circular 02/77**), shall be applicable. As a result, the liability of the Administrative Agent in the context of the Net Asset Value calculation process shall be subject to the tolerance thresholds applicable to the Company set out in CSSF circular 02/77.

24. SUSPENSION OF DETERMINATION OF NET ASSET VALUE, ISSUE, REDEMPTION AND CONVERSION OF SHARES

The Company may at any time and from time to time suspend the determination of the Net Asset Value of Shares of any Sub-Fund or Class, the issue of the Shares of such Sub-Fund or Class to subscribers and the redemption of the Shares of such Sub-Fund or Class from its Shareholders as well as conversions of Shares of any Class in a Sub-Fund:

(a) when one or more stock exchanges or markets, which provide the basis for valuing a substantial portion of the assets of the Sub-Fund or of the relevant Class, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the Sub-Fund or of the relevant Class are denominated, are closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended;

(b) when, as a result of political, economic, military or monetary events or any circumstances outside the responsibility and the control of the Board, disposal of the assets of the Sub-Fund or of the relevant Class is not reasonably or normally practicable without being seriously detrimental to the interests of the Shareholders;

(c) in the case of a breakdown in the normal means of communication used for the valuation of any investment of the Sub-Fund or of the relevant Class or if, for any reason beyond the responsibility of the Board, the value of any asset of the Sub-Fund or of the relevant Class may not be determined as rapidly and accurately as required;

(d) if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Company are rendered impracticable or if purchases and sales of the Sub-Fund's assets cannot be effected at normal rates of exchange; and

(e) when the Board so decides, provided that all Shareholders are treated on an equal footing and all relevant laws and regulations are applied (i) upon publication of a notice convening a general meeting of Shareholders of the Company or of a Sub-Fund for the purpose of deciding on the liquidation, dissolution, the merger or absorption of the Company or the relevant Sub-Fund and (ii) when the Board is empowered to decide on this matter, upon their decision to liquidate, dissolve, merge or absorb the relevant Sub-Fund.

Any such suspension may be notified by the Company in such manner as it may deem appropriate to the Persons likely to be affected thereby. The Company shall notify Shareholders requesting redemption of their Shares of such suspension.

25. GENERAL INFORMATION

25.1 Auditor

PricewaterhouseCoopers, *Société coopérative* has been appointed as Auditor of the Company.

25.2 Fiscal year

The accounts of the Company are closed as at 31 December each year.

25.3 Reports and notices to Shareholders

Audited annual reports of the end of each fiscal year will be established as at 31 December of each year. In addition, unaudited semi-annual reports will be established as per the last day of the month of June. Those financial reports will provide for information on each of the Sub-Fund's assets as well as the consolidated accounts of the Company and be made available to the Shareholders free of charge at the registered office of the Company and of the Administrative Agent.

The financial statements of each Sub-Fund will be established in the Reference Currency of the Sub-Fund but the consolidated accounts will be in Euro.

Audited annual reports shall be published within 4 months following the end of the accounting year and unaudited semi-annual reports shall be published within 2 months following the end of period to which they refer.

Information on the Net Asset Value, the subscription price (if any) and the redemption price may be obtained at the registered office of the Company.

25.4 Shareholders' meetings

The annual general meeting of the Shareholders in the Company shall be held at the registered office of the Company or on the place specified in the convening notice on the third Friday in April of each year at 3.00 p.m. (Luxembourg time).

Notice of any general meeting of shareholders (including those considering amendments to the Articles or the dissolution and liquidation of the Company or of any Sub-Fund) will be mailed to each registered Shareholder at least eight days prior to the meeting and will be published to the extent required by Luxembourg law in the Luxembourg Official Gazette and in any Luxembourg and other newspaper(s) that the Board may determine.

Such notices shall contain the agenda, the date and place of the meeting, the conditions of admission to the meeting and they shall refer to the applicable quorum and majority requirements. The meetings of Shareholders of Shares of a particular Sub-Fund may decide on matters which are relevant only for the Sub-Fund concerned.

25.5 Documents available to Shareholders

The following documents shall also be available for inspection by Shareholders during normal business hours on any Business Day at the registered office of the Company:

- the Articles;
- the Management Company Services Agreement;
- the investment management agreement;
- the Depositary Agreement;
- the Central Administration Agreement; and
- the most recent annual and semi-annual financial statements of the Company.

The above agreements may be amended from time to time by all the parties involved.

A copy of the Prospectus, KIID(s), the most recent financial statements and the Articles may be obtained free of charge upon request at the registered office of the Company.

25.6 Changes of address

Shareholders must notify the Administrative Agent in writing, at the address indicated above, of any changes or other account information.

25.7 Shareholders' recourse

Shareholders should note that, without prejudice to any potential right of action in tort, they will in principle only be able to exercise their rights directly against the Company and that they will not have any direct contractual rights against the service providers appointed from time to time.

26. LIQUIDATION, MERGER OF SUB-FUNDS, CLASSES AND SUB-CLASSES

26.1 Dissolution of the Company

The duration of the Company is not limited by the Articles. The Company may be wound up by decision of an extraordinary general meeting of Shareholders. If the total net assets of the Company falls below two-thirds of the minimum capital prescribed by law (i.e. EUR 1,250,000), the Board must submit the question of the Company's dissolution to a general meeting of Shareholders for which no quorum is prescribed and which shall pass resolutions by simple majority of the Shares represented at the meeting.

If the total net assets of the Company fall below one-fourth of the minimum capital prescribed by law, the Board must submit the question of the Company's dissolution to a general meeting of Shareholders for which no quorum is prescribed. A resolution dissolving the Company may be passed by Shareholders holding one-fourth of the Shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from the date of ascertainment that the net assets have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

If the Company is dissolved, the liquidation shall be carried out by one or several liquidators appointed in accordance with the provisions of the 2010 Act. The decision to dissolve the Company will be published in the Luxembourg Official Gazette and two newspapers with adequate circulation, one of which must be a Luxembourg newspaper. The liquidator(s) will realise each Sub-Fund's assets in the best interests of the Shareholders and apportion the proceeds of the liquidation, after deduction of liquidation costs, amongst the Shareholders of the relevant Sub-Fund according to their respective prorata. Any amounts unclaimed by the Shareholders at the closing of the liquidation of the Company will be deposited with the *Caisse de Consignation* in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they shall be forfeited.

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

26.2 Merger or liquidation of Sub-Funds, Classes or Sub-Classes

If, for any reason, the net assets of a Sub-Fund or of any Class or Sub-Class fall below the equivalent of EUR 5,000,000, or if a change in the economic or political environment of the relevant Sub-Fund, Class or Sub-Class may have material adverse consequences on the Sub-Fund, Class or Sub-Class's investments, or if an economic rationalisation so requires, the Board may decide on a compulsory redemption of all Shares outstanding in such Sub-Fund, Class or Sub-Class on the basis of the Net Asset Value per Share (after taking account of current realisation prices of the investments as well as realisation expenses), calculated as of the day the decision becomes effective. The Company will serve a notice to the holders of the relevant Shares prior to the effective date for the compulsory redemption, which will indicate the reasons of and the procedure for the redemption operations. Registered Shareholders will be notified in writing. Unless the Board decides otherwise in the interests of, or in order to keep equal treatment between the Shareholders, the Shareholders of the Sub-Fund, Class or Sub-Class concerned may continue to request redemption or conversion of their Shares free of redemption or conversion charge. However, the liquidation costs will be taken into account in the redemption and conversion price. Liquidation proceeds which could not be distributed to the Shareholders upon the conclusion of the liquidation of a Sub-Fund, Class or Sub-Class will be deposited with the *Caisse de Consignation* on behalf of such beneficiaries until the statutory limitation period has lapsed.

Notwithstanding the powers granted to the Board as described in the previous paragraph, a general meeting of Shareholders of a Sub-Fund, Class or Sub-Class may, upon proposal of the Board, decide to repurchase all the Shares in such Sub-Fund, Class or Sub-Class and to reimburse the Shareholders on the basis of the Net Asset Value of their Shares (taking account of current realisation prices of the investments as well as realisation expenses) calculated as of the Valuation Day on which such decision shall become effective. No quorum shall be required at this general meeting and resolutions shall be passed by a simple majority of the shareholders present or represented, provided that the decision does not result in the liquidation of the Company.

Liquidation proceeds which could not be distributed to the Shareholders upon the conclusion of the liquidation of a Sub-Fund, Class or Sub-Class will be deposited with the *Caisse de Consignation* on behalf of such beneficiaries until the statutory limitation period has lapsed.

All the Shares redeemed will be cancelled.

Under the same circumstances as provided in the first paragraph of this Section 26.2, the Board may decide to merge or consolidate the Company or one or more Sub-Funds or one or more Classes and or Sub-Classes with, or transfer substantially all or part of the Company's or any Sub-Fund's or any Class's or Sub-Class's assets to, or acquire substantially all the assets of, another Luxembourg UCITS or another Sub-Fund or another Class or Sub-Class (within the Company or another Luxembourg UCITS) with compatible investment objectives and policies in accordance with Luxembourg law and the Articles. In addition, such merger or contribution may be decided upon by the Board if it believes it to be required in the interests of the Shareholders of any of the Sub-Funds or Class or Sub-Class concerned.

Shareholders will receive shares of the surviving Luxembourg UCITS or Sub-Fund except in those situations when the Company or Sub-Fund or Class or Sub-Class is the surviving entity. Any new share received in such transaction will have the same value as any Shares relinquished in the transaction.

Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the new Sub-Fund or the other Luxembourg UCITS. Such publication will be made not less than one month before the date on which the merger or contribution becomes effective in order to enable Shareholders to request redemption of their Shares, free of redemption charge, before the contribution becomes effective.

Notwithstanding the powers granted to the Board in the above paragraph, a contribution of the assets and liabilities of a Sub-Fund, Class or Sub-Class to another Sub-Fund, Class or Sub-Class of the Company may be decided by the general meeting of Shareholders of the contributing Sub-Fund, Class or Sub-Class. No quorum shall be required and a decision on such contribution shall be taken by a resolution passed by the majority of the shareholders present or represented, provided that this contribution does not result in the liquidation of the Company.

A contribution of the assets and liabilities attributable to a Sub-Fund, Class or Sub-Class to another UCITS or to another class or sub-class of such UCITS may be decided by a general meeting of Shareholders of the contributing Sub-Fund, Class or Sub-Class. No quorum shall be required and a decision on such contribution shall be made by a resolution passed by a simple majority of the Shares represented.

Where contribution is to be made to a mutual investment fund (*fonds commun de placement*) or a foreign-based UCITS, such resolution shall be binding only on Shareholders who have approved the proposed contribution. The Board may also, under the same circumstances as provided above, decide to merge one Sub-Fund by a contribution into a foreign UCI. In such case, approval of the relevant Shareholders should be sought or the merger be made upon the condition that only the assets of the consenting Shareholders be contributed to the foreign UCI.

For the interest of the Shareholders of the relevant Sub-Fund or in the event that a change in the economic or political situation relating to a Sub-Fund so justifies, the Board may proceed to the reorganisation of such Sub-Fund by means of a division into two or more Sub-Funds. Such decision will be published in the same manner as described above. Information concerning the new Sub-Fund(s) will be provided to the relevant Shareholders. Such publication will be made one month prior to the effectiveness of the reorganisation in order to permit Shareholders to request redemption of their Shares free of charge during such one month prior period.

PART B – SPECIAL SECTIONS

SPECIAL SECTION I: ARGOS FUNDS – ARGONAUT FUND

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – Argonaut Fund (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The objective of the Sub-Fund is to maximise long term capital growth by investing primarily in a portfolio of micro and small capitalisation European companies.

In order to achieve this objective, the Sub-Fund will invest at least 75% of its net assets, excluding cash and cash equivalents, in shares of companies quoted on European stock exchanges, applying a strongly "bottom up" stock picking approach. The Sub-Fund will aim to exploit valuation inefficiencies in the market using a strong "value" style approach and investing in companies which, at the time of purchase, are micro-capitalisation companies or, to a limited extent, in larger stocks and substantially undervalued situations where the risk/reward profile provides interesting opportunities. Micro capitalisation companies are considered companies which, at the time of purchase, form the bottom 20% by market capitalisation of the relevant stock market. Small capitalisation companies are considered companies which, at the time of purchase, have a market capitalisation of less than EUR 500 million.

The Sub-Fund will not invest more than 10% of its net assets in UCITS and other UCIs.

The Sub-Fund is authorised to invest on an ancillary basis in other Eligible Investments in accordance with the authorised investments set out in under Section 5 of the General Section.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for currency hedging and/or for other purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.4 to 7.10 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

The Sub-Fund may hold cash on an ancillary basis.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB CLASSES AVAILABLE

For the time being eight Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – Argonaut Fund A (acc)[1]**	**Argos Funds – Argonaut Fund B (acc)[1]**	**Argos Funds – Argonaut Fund C (acc)[1]**	**Argos Funds – Argonaut Fund D (acc)[1]**	**Argos Funds – Argonaut Fund E (acc)[1]**	**Argos Funds – Argonaut Fund X (acc)[1]**	**Argos Funds – Argonaut Fund S1 (acc)[1]**	**Argos Funds – Argonaut Fund S2 (acc)[1]**

Sub-Classes available	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD
Target investors	Financial intermediaries, family offices and Retail Investors	Institutional Investors	Institutional Investors	Retail Investors	Contributing Investors (closed for subscription)	Financial intermediary and family offices	Management Shares (not available for subscription)	Management Shares (not available for subscription)
Minimum Subscription and Holding Amount (EUR or equivalent)	10,000	5,000,000	10,000,000	5,000	Nil	5,000,000	Nil	Nil
Subscription Fee	Max. 5% of the Net Asset Value per Share	Nil	Nil	Max. 5% of the Net Asset Value per Share	Nil	Nil	Nil	Nil
Global Management Fee	1.5% p.a. of the Net Asset Value	1.25% p.a. of the Net Asset Value	1.0% p.a. of the Net Asset Value	2.00% p.a. of the Net Asset Value	1.5% p.a. of the Net Asset Value	1.5% p.a. of the Net Asset Value	Nil	Nil
Redemption Fee	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Nil	Nil	Nil
Conversion Fee	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Nil	Nil	Nil
Performance Fee	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)

[1] (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class denominated in a currency other than the CHF, EUR, GBP, SEK and the USD respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, GBP, SEK and the USD Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class.

For the purpose of Section 15 of the General Section, Class S1 Shares and Class S2 Shares will be reserved for subscription, and may exclusively be held, by the Investment Manager and its Affiliates.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor. Class E Shares will remain reserved for subscription by Contributing Investors, Class S1 Shares and Class S2 Shares will remain reserved for subscription by the Investment Manager and its Affiliates.

Subscriptions for Shares are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR, in GBP, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day. In extraordinary market circumstances (to be determined in the reasonable discretion of the Board), redemption requests may be withdrawn by Shareholders until 6.00 p.m. CET two (2) Business Days before the relevant Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR, in GBP, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Class S1 and Class S2 Shares may not be converted into Shares of another Sub-Fund, Class or Sub-Class and Shares of another Sub-Fund, Class or Sub-Class may not be converted into Class S1 or Class S2 Shares.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, fifteen (15) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, fifteen (15) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund • before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	The 10th, 20th and last calendar days of each month and any other date as may be determined by the Board from time to time
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days from the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE AND PERFORMANCE FEE

9.1 Global Management Fee

The aggregate amount of fees (to the exclusion of the Performance Fee and the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

9.2 Performance Fee

(a) In respect of all Classes of Shares, except Class X

In addition to the Global Management Fee, the Investment Manager will receive out of the assets of the Sub-Fund attributable to all Classes of Shares, except Class X Shares, a performance fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value (NAV), equivalent to 12.5% of the performance of the NAV per Share measured against the High Water Mark (as defined below) over a hurdle rate of 5% p.a. pro rata temporis, calculated since the last Performance Fee payment.

The Performance Fee is calculated on the basis of the NAV after deduction of all Expenses, liabilities and the Global Management Fee (but not the Performance Fee) and is adjusted to take account of all subscriptions and redemptions.

The Performance Fee is equal to the outperformance of the NAV per Share multiplied by the number of Shares in circulation during the calculation period. No Performance Fee will be due if the NAV per Share before Performance Fee turns out to be below the High Water Mark for the calculation period in question.

The High Water Mark is defined as the greater of the following two figures:

- the highest NAV per Share on which a Performance Fee has been paid; or
- the initial NAV per Share.

The High Water Mark will be decreased by the dividends paid to Shareholders.

Provision will be made for this Performance Fee on each Valuation Day. If the NAV per Share decreases during the calculation period, 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.

If Shares are redeemed on a date other than that on which a Performance Fee is paid while provision has been made for Performance Fees, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date. Gains which have not been realised may be taken into account in the calculation and payment of Performance Fees.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of Performance Fee accruals. To perform this adjustment, the outperformance of the NAV per Share against the hurdle rate until the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is equal to the product of the number of subscribed shares by the positive difference between the subscription price and the High Water Mark adjusted by the hurdle at the date of the subscription. This cumulated adjustment amount is used in the Performance Fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Each calendar quarter will be a calculation period.

Performance Fees are payable within 20 Business Days following the end of the relevant quarter.

The formula for the calculation of the Performance Fee is as follows:

F	=	0 If [(B / E – 1) – T * G / 365] <= 0
F	=	[(B / E – 1) – T * G / 365] * E * C * A If [(B / E – 1) – T * G / 365] > 0
The new High Water Mark	=	if F>0; D If F=0 ; E
Number of Shares outstanding	=	A
NAV per Share before performance	=	B
Performance Fee rate (12.5%)	=	C
NAV per Share after performance	=	D
High Water Mark	=	E
Performance Fees	=	F
Number of days since the last Performance Fee payment	=	G
Hurdle rate (5%)	=	T

(b) In respect of Class X Shares

In addition to the Global Management Fee, the Investment Manager will receive out of the assets of the Sub-Fund attributable to Class X Shares a Performance Fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value (NAV), equivalent to 12.5% of the performance of the NAV per Share measured against the High Water Mark (as defined below) over the return of the Benchmark Index, calculated since the last Performance Fee payment.

Benchmark Index	MSCI European MicroCap Index

The Performance Fee is calculated on the basis of the NAV after deduction of all Expenses, liabilities and the Global Management Fee (but not the Performance Fee) and is adjusted to take account of all subscriptions and redemptions.

The Performance Fee is equal to the outperformance of the NAV per Share multiplied by the number of Shares in circulation during the calculation period. No Performance Fee will be due if the NAV per Share before Performance Fee turns out to be below the High Water Mark for the calculation period in question.

The **High Water Mark** is defined as the greater of the following two figures:

- the highest NAV per Share on which a Performance Fee has been paid; or
- the initial NAV per share.

The High Water Mark will be decreased by the dividends paid to Shareholders.

If the performance of the NAV per Share is negative over the calculation period, no Performance Fee will be calculated. If the performance of the NAV per Share is positive, but the performance of the Benchmark Index is negative, the calculated Performance Fee will be based on the minimum between (i) the absolute performance of the NAV per Share and (ii) 12.5% of the outperformance over the Benchmark Index.

Provision will be made for this Performance Fee on each Valuation Day. If the NAV per Share decreases during the calculation period, 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.

If Shares are redeemed on a date other than that on which a Performance Fee is paid while provision has been made for Performance Fees, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date. Gains which have not been realised may be taken into account in the calculation and payment of Performance Fees.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of Performance Fee accruals. To perform this adjustment, the outperformance of the NAV per Share against the Benchmark Index until the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is equal to the product of the number of subscribed Shares by the positive difference between the subscription price and the High Water Mark adjusted by the Benchmark Index performance at the date of the subscription. This cumulated adjustment amount is used in the Performance Fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Each calendar quarter will be a calculation period.

Performance fees are payable within 20 Business Days following the end of the relevant quarter.

The formula for the calculation of the Performance Fee is as follows:

F	=	0 If [(B / E – 1) – (G / H - 1)] <= 0 Or if B<=E
F	=	[(B / E – 1) – (G / H - 1)] * E * C * A If [(B / E – 1) – (G / H - 1)] > 0 And if B>E And if G>H
F	=	MIN [(B / E - 1) ; ((B / E – 1) – (G / H - 1))*C] * E * A If [(B / E – 1) – (G / H - 1)] > 0 And if B>E And if G<H
The new High Water Mark	=	If F=0 => E If F>0 => D
Number of Shares outstanding	=	A
NAV per Share before performance	=	B
Performance Fee rate (12.5%)	=	C
NAV per Share after performance	=	D
High Water Mark	=	E
Performance Fees	=	F
Benchmark value at the Valuation Day	=	G
Benchmark value at the last Performance Fees payment date	=	H

10. RISK MANAGEMENT

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

11. PROFILE OF THE TYPICAL INVESTOR

This is a specialist equity sub-fund designed to give exposure to European micro capitalisation companies. Although such companies have often produced very high returns for investors, they have historically been less liquid and carry a higher risk of financial distress than larger blue chip companies. Therefore, investors in this Sub-Fund should be comfortable with its potential to be more volatile than core large-cap biased equity sub-funds.

Furthermore, the Sub-Fund uses a strong "value"-based approach to investing in companies and the level of company, stock and sector weightings are not determined with reference to any index.

The Sub-Fund may, therefore, be suitable for investors with at least a five-year investment horizon looking for a specialised micro capitalisation equity strategy to complement an existing core portfolio, but who are comfortable with a return profile that may vary considerably from that of most European equity funds.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

This Sub-Fund invests primarily in a portfolio of European micro-capitalisation equities including the UK.

As the Sub-Fund invests in equities, investors are exposed to stock market fluctuations and the financial performance of the companies held in the Sub-Fund's portfolio. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

Because the portfolio is invested in very small companies, which tend to be less liquid and carry greater financial risk, volatility may be higher than in a typical European equity fund.

This Sub-Fund is denominated in EUR, but will have exposure to other currencies.

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. The Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the Euro.

SPECIAL SECTION II: ARGOS FUNDS – SMALLER EUROPEAN COMPANIES

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – Smaller European Companies (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The objective of the Sub-Fund is to achieve long term capital appreciation by investing primarily in a portfolio of small and mid-capitalisation European companies with a family ownership, having a promising outlook and judged to be undervalued.

In order to achieve this objective, the Sub-Fund will invest directly in a portfolio mainly constituted of Transferable Securities listed on European stock exchanges or other European Regulated Markets and who have a portion of their capital held by a family. The Sub-Fund will apply a bottom-up stock picking approach mostly targeting companies included in the manager defined universe. The Sub-Fund will invest in healthy growing European companies that are considered to be attractively valued and that satisfy the Investment Manager's investment criteria. The investment process is a research-driven fundamental analysis which involves extensive company visits to ascertain the quality of management and operating assets.

The Sub-Fund will at all times have 75% of its portfolio invested in the shares of European companies.

The Sub-Fund will not invest more than 10% of its net assets in UCITS and other UCIs.

The Sub-Fund is authorised to invest on an ancillary basis in other Eligible Investments in accordance with the authorised investments set out under Section 5 of the General Section.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for hedging and/or for other purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.4 to 7.10 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

The Sub-Fund may hold cash on an ancillary basis.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being five Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – Smaller European Companies A (acc)[1]**	**Argos Funds – Smaller European Companies B (acc)[1]**	**Argos Funds – Smaller European Companies C (acc)[1]**	**Argos Funds – Smaller European Companies D (acc)[1]**	**Argos Funds – Smaller European Companies E (acc)[1]**
Sub-Classes	EUR	EUR	EUR	EUR	EUR

available	CHF GBP SEK USD	CHF GBP SEK USD	CHF GBP SEK USD	CHF GBP SEK USD	CHF GBP SEK USD
Target investors	Financial intermediaries, family offices and Retail Investors	Institutional Investors	Institutional Investors	Contributing Investors (closed for subscription)	Retail Investors
Minimum Subscription and Holding Amount (EUR or equivalent)	10,000	1,000,000	5,000,000	Nil	1,000
Subscription Fee	Max. 5% of the Net Asset Value per Share	Nil	Nil	Nil	Max. 5% of the Net Asset Value per Share
Global Management Fee	Max. 1.5% p.a. of the Net Asset Value	Max. 1.25% p.a. of the Net Asset Value	Max. 1% p.a. of the Net Asset Value	Max. 1.5% p.a. of the Net Asset Value	2.00% p.a. of the Net Asset Value
Redemption Fee	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share
Performance Fee	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)

1 (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class denominated in a currency other than the CHF, EUR, GBP, the SEK and the USD respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, GBP, SEK and the USD Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor. Class D Shares will remain reserved for subscription by Contributing Investors.

Subscriptions for Shares are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR, in GBP, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR, in GBP, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, ten (10) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, ten (10) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund • before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	Each Business Day
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days from the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE AND PERFORMANCE FEE

9.1 Global Management Fee

The aggregate amount of fees (to the exclusion of the Performance Fee and the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

9.2 Performance Fee

In addition to the Global Management Fee, the Investment Manager will receive out of the assets of the Sub-Fund a performance fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value (NAV), equivalent to 12.5% of the performance of the NAV per Share measured against the High Water Mark (as defined below) over a hurdle rate of 5% p.a. pro rata temporis, calculated since the last Performance Fee payment.

The Performance Fee is calculated on the basis of the NAV after deduction of all Expenses, liabilities and the Global Management Fee (but not the Performance Fee) and is adjusted to take account of all subscriptions and redemptions.

The Performance Fee is equal to the outperformance of the NAV per Share multiplied by the number of Shares in circulation during the calculation period. No Performance Fee will be due if the NAV per Share before Performance Fee turns out to be below the High Water Mark for the calculation period in question.

The High Water Mark is defined as the greater of the following two figures:

- The highest NAV per Share on which a Performance Fee has been paid; or
- the initial NAV per Share.

The High Water Mark will be decreased by the dividends paid to Shareholders.

Provision will be made for this Performance Fee on each Valuation Day. If the NAV per Share decreases during the calculation period, 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.

If Shares are redeemed on a date other than that on which a Performance Fee is paid while provision has been made for Performance Fees, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date. Gains which have not been realised may be taken into account in the calculation and payment of Performance Fees.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of Performance Fee accruals. To perform this adjustment, the outperformance of the NAV per Share against the hurdle rate until the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is equal to the product of the number of subscribed shares by the positive difference between the subscription price and the High Water mark adjusted by the hurdle at the date of the subscription. This cumulated adjustment amount is used in the Performance Fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Each calendar quarter will be a calculation period.

Performance Fees are payable within 20 Business Days following the end of the relevant quarter.

The formula for the calculation of the Performance Fee is as follows:

F	=	0 If [(B / E – 1) – T * G / 365] <= 0
F	=	[(B / E – 1) – T * G / 365] * E * C * A If [(B / E – 1) – T * G / 365] > 0
The new High Water Mark	=	if F>0; D If F=0 ; E
Number of Shares outstanding	=	A
NAV per Share before performance	=	B

Performance Fee rate (12.5%)	=	C
NAV per Share after performance	=	D
High Water Mark	=	E
Performance Fees	=	F
Number of days since the last Performance Fee payment	=	G
Hurdle rate (5%)	=	T

10. RISK MANAGEMENT

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

11. PROFILE OF THE TYPICAL INVESTOR

This is a specialist equity sub-fund investing primarily in a portfolio of companies whose activities or listing are in Europe, including Eastern Europe. This Sub-Fund uses an investment process which is based on the bottom-up analysis of companies and the Sub-Fund invests across the market capitalisation spectrum. This investment approach may mean that the Sub-Fund's returns vary considerably from those of typical European benchmark indices.

The Sub-Fund may, therefore, be suitable for investors with at least a five year investment horizon looking for a specialised equity strategy to complement an existing core portfolio.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

This equity Sub-Fund invests primarily in a portfolio of European equities, including the UK and Central Europe.

As the Sub-Fund invests in equities, investors are exposed to stock market fluctuations and the financial performance of the companies held in the Sub-Fund's portfolio. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

This Sub-Fund is denominated in EUR, but will have exposure to other currencies including Central European currencies.

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. The Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the Euro.

SPECIAL SECTION III: ARGOS FUNDS – WORLD OPPORTUNITIES

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – World Opportunities (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

Investment Objective

The investment objective of the Sub–Fund is to achieve superior absolute returns as well as superior risk-adjusted returns.

The Sub-Fund will seek to achieve its investment objective through investing primarily in Transferable Securities, on a global basis.

Investment Policy

In order to achieve this objective, the Sub-Fund will mainly invest in, but not limited to, equities. Where required it will also invest in American, International, and Global Depository Receipts (ADR's/IDR's/GDR's) of companies which are listed on Regulated Markets, for the purpose of gaining indirect exposure to equity and/or equity related securities where the Investment Manager or the Sub-Investment Manager feel, it is more efficient to do so.

The Sub-Fund may also invest, on an ancillary basis, in Money Market Instruments, financial derivative instruments and bank deposits, ETFs, Target UCIs and debt instruments.

The Sub-Fund will invest its assets on a discretionary basis without reference to a benchmark or any other indicators.

The Sub-Fund will not invest more than 10% of its net assets in UCITS and other UCIs.

The Sub-Fund is authorised to invest on an ancillary basis in other Eligible Investments in accordance with the authorised investments set out in under Section 5 of the General Section.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for currency hedging and/or for investment purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.4 to 7.12 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

The Sub-Fund may hold cash on an ancillary basis.

The Sub-Investment Manager will use a well-defined investment process, whereby the stock screening methodology is based on the search for reasonably valued quality growth companies and undervalued companies. The screening process starts with a global geographic and sectorial medium term trend analysis, followed by a fundamental analysis and portfolio construction as follows:

1	Medium term markets trend analysis	Search the universe of investment opportunities in marketable securities to identify acceptable investment candidates for further fundamental analysis. • Price momentum patterns from 4,000 stocks worldwide. • Price recovery patterns from 6,000 stocks worldwide.
2	Fundamental screening	Growth stocks: search for quality growth companies trading at a reasonable valuation levels versus long term trend growth in earnings. • Sustainable cash flow analysis and reasonable leverage. • Stable growth trend (high quality earnings streams). • Reasonable valuation versus past and expected earnings growth. • Reasonable prospective price earnings. Value stocks: search for cheap stocks based on prudent liquidating value appraisal. • Reasonable leverage (net debt versus both operating cash flow and current assets). • High current ratio. • Low Price to book ratio and low price to tangible book value ratio.

3	Company research	In depth fundamental analysis with the following help:
		• Company financial statements and news releases.
		• External specialised industry analysts:
		  • external research reports;
		  • access to buy side analysts from major Swiss banks.

4	Portfolio construction	• Predefined entry and exit levels when positions are initiated. • Timely portfolio rebalancing due to cash inflows and outflows.

The Sub-Investment Manager expects that the Sub-Fund's portfolio will be significantly different to indices or benchmarks in relation to the weightings given to industry sectors, countries and individual stocks.

The Sub-Fund may also invest, on an ancillary basis, in sovereign, supranational and corporate bond issues of fixed and/or floating rate with a rating of not less than BB by Standard & Poor's, or its equivalent by Moody's or another rating agency. Where no rating is available, the Sub-Investment Manager may assign its own rating, which it deems to be the equivalent of the previously mentioned Standard & Poor's rating, or the equivalent of a rating provided by Moody's or any other rating agency. Investments in bonds are only anticipated to be made in circumstances where the Sub-Investment Manager is of the view that equity markets are not performing and an investment in bonds is in the best interests of the Sub-Fund. The Sub-Fund will not invest in contingent convertible bonds (**CoCos**).

The Sub-Fund is not subject to any specific geographic diversification requirements. For the avoidance of doubt, up to 25% of the Sub-Fund's net assets (excluding cash and cash equivalents) may be invested in emerging markets (i.e., countries which are part of the MSCI Emerging Markets Index).

The total exposure to the asset classes listed below will not exceed the limits specified below (in percentage of the total net assets of the Sub-Fund):

Asset Class	**Range**
Cash & cash equivalents	Maximum 40%*
Equities	30%-125%*
ADR/IDR/GDR on equities	0%-30%
Other equity derivatives (including warrants, futures, and options)	0%-30%
Bonds	0%-30%
ETFs	0%-25%
UCITS and other UCIs, other than ETFs	0%-10%

(*) In exceptional market circumstances the Sub-Fund may allocate a higher percentage of its assets to cash and cash equivalents, but only on a temporary basis. Under such exceptional market circumstances, the Sub-Fund's exposure to Equities may therefore fall below 30% and the Sub-Fund's exposure to cash and cash equivalents assets may exceed 40%.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the USD. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being four Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – World Opportunities A (acc)**[1]	**Argos Funds – World Opportunities B (acc)**[1]	**Argos Funds – World Opportunities C (acc)**[1]	**Argos Funds – World Opportunities D (acc)**[1]
Sub-Classes available	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD
Target investors	Retail Investors	Financial Intermediaries, family offices and Retail	Institutional Investors	Institutional Investors

		Investors		
Minimum Subscription and Holding Amount (USD or equivalent)	100	10,000	2,000,000	5,000,000
Subscription Fee	Max. 5% of the Net Asset Value per Share	Nil	Nil	Nil
Global Management Fee	Max. 2% p.a. of the Net Asset Value	Max. 1.50% p.a. of the Net Asset Value	Max. 1.25% p.a. of the Net Asset Value	Max. 2% p.a. of the Net Asset Value
Redemption Fee	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share
Performance Fee	Nil	10% subject to a high water mark (see Section 9.2 below)	10% subject to a high water mark (see Section 9.2 below)	10% subject to a high water mark (see Section 9.2 below)

[1] (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class denominated in a currency other than the CHF, EUR, GBP, the SEK and the USD respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, GBP, SEK and the USD Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for Shares are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Class C Shares are reserved for the initial investors in the Sub-Fund (the **Initial Investors**) and to any affiliate or client of such Initial Investors, as reasonably determined by the Board, provided that the Board may decide to issue additional Class C Shares to Initial Investors and any of their respective affiliates or clients thereafter in its entire discretion.

Payments for subscriptions must be received, in CHF, in EUR, in GBP, in USD or in SEK depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR, in GBP, in USD or in SEK, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4.00 p.m. CET, one (1) Business Day before the Valuation Day Redemption Cut-off: 4.00 p.m. CET, one (1) Business Day before the Valuation Day Conversion Cut-off (*):4.00 p.m. CET, one (1) Business Day before the Valuation Day
Valuation Day	Each Business Day
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days from the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER, SUB-INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Berger, van Berchem & Cie S.A. as sub-investment manager of the Sub-Fund (the **Sub-Investment Manager**). The Sub-Investment Manager is a company having its registered office at 26 rue de la Corraterie, Geneva Switzerland and is regulated and authorised as a fund manager by the Swiss Financial Market Supervisory Authority (FINMA).

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4 rue de l'Eau, L-1449 Luxembourg, as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE AND PERFORMANCE FEE

9.1 Global Management Fee

The aggregate amount of fees (to the exclusion of the Performance Fee and the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor), is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Sub-Investment Manager and the Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

9.2 Performance Fee

The Investment Manager will receive, in addition to the Global Management Fee, out of the assets of the Sub-Fund attributable to certain Classes of Shares as described in Section 3 of this Special Section a Performance Fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value (NAV), equivalent to a percentage, as set out in the Section 3 of this Special Section, of the performance of the NAV per Share exceeding the High Water Mark (as defined hereafter).

The Performance Fee is calculated on the basis of the NAV after deduction of all Expenses, liabilities and the Global Management Fee (but not the Performance Fee) and is adjusted to take account of all subscriptions and redemptions.

The Performance Fee is equal to the outperformance of the NAV per Share multiplied by the number of Shares in circulation during the calculation period. No Performance Fee will be due if the NAV per Share before Performance Fee turns out to be below the High Water Mark for the calculation period in question.

The **High Water Mark** is defined as the greater of the following two figures:

- the highest NAV per Share on which a Performance Fee has been paid; or
- the initial NAV per share.

The High Water Mark will be decreased by the dividends paid to Shareholders.

Provision will be made for this Performance Fee on each Valuation Day. If the NAV per Share decreases during the calculation period, 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.

If Shares are redeemed on a date other than that on which a Performance Fee is paid while provision has been made for Performance Fees, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date. Gains which have not been realised may be taken into account in the calculation and payment of Performance Fees.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of Performance Fee accruals. To perform this adjustment, the performance of the NAV per Share against the High Water Mark until the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is equal to 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 end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Each calendar quarter will be a calculation period.

Performance Fees are payable within 20 Business Days following the end of the relevant quarter.

The formula for the calculation of the Performance Fee is as follows:

F	= 0 If (B / E – 1) <= 0
F	= (B / E – 1)* E * C * A If (B / E – 1) > 0
The new High Water Mark	= if F>0; D If F=0 ; E
Number of Shares outstanding	= A
NAV per Share before performance	= B
Performance Fee rate 10%	= C
NAV per Share after performance	= D
High Water Mark	= E
Performance Fees	= F

10. RISK MANAGEMENT

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

11. PROFILE OF THE TYPICAL INVESTOR

The Sub-Fund is ideally suited to investors with a long-term investment horizon, whose investment objective is the achievement of growth in the value of their savings, and who are willing to accept an investment strategy involving a high level of volatility and risk in the management of their savings.

12. SPECIFIC RISK FACTORS

This equity Sub-Fund invests primarily in a portfolio of global equities and bonds.

As the Sub-Fund invests in equities and bonds, investors are exposed to stock market fluctuations and the financial performance of the companies held in the Sub-Fund's portfolio. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

Also, investors should be aware that the Sub-Fund is investing in emerging markets, which may be subject to additional political and economic risks, while stocks can be negatively impacted by low liquidity, poor transparency and greater financial risks.

However, the volatility of the Sub-Fund is managed by its diversification across a large number of companies and industry groups and through the use of a variety of hedging instruments. The volatility of the Sub-Fund is therefore normally lower than that of typical funds in the emerging markets equity asset class.

This Sub-Fund is denominated in USD, but will have significant exposure to other currencies, including the currencies of emerging market countries.

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund.

SPECIAL SECTION IV: ARGOS FUNDS – EUROPEAN EQUITIES LONG-SHORT FUND

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – European Equities Long-Short Fund (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The objective of the Sub-Fund is to maximise long term capital growth by investing in a portfolio of liquid European companies, while using liquid European equity index futures to benefit from market declines.

In order to achieve this objective, the Sub-Fund will invest up to 100% of its net assets, excluding cash and cash equivalents, in shares of companies quoted on European stock exchanges, applying a proprietary systematic approach. The Sub-Fund will aim at exploiting inefficiencies in the market using a proprietary fundamental and dynamic stock ranking tool, and investing in companies which, at the time of purchase, are satisfying to a minimum liquidity ratio.

The Sub-Fund will intend to exploit adverse stock - market dynamism and valuation by selling extremely liquid European equity index futures of up to 100% of its net assets, excluding cash and cash equivalents, applying a proprietary systematic approach.

The Sub-Fund will define the allocation between shares of liquid companies quoted on European stock exchanges and extremely liquid European equity index futures at each periodic portfolio rebalancing by applying a proprietary systematic approach.

The Sub-Fund will not invest more than 10% of its net assets in UCITS and other UCIs.

In order to achieve the above objective and to ensure the liquidity of the Sub-Fund, the Sub-Fund will hold cash and cash equivalents at all times.

The Sub-Fund is authorised to invest on an ancillary basis in other Eligible Investments in accordance with the authorised investments set out in under Section 5 of the General Section.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for currency hedging and/or for other purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.4 to 7.10 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB CLASSES AVAILABLE

For the time being three Classes are available in the Sub-Fund, with the following characteristics:

Share Class	Argos Funds – European Equities Long- Short Fund A (acc)[1]	Argos Funds – European Equities Long- Short Fund B (acc)[1]	Argos Funds – European Equities Long- Short Fund C (acc)[1]
Sub-Classes available	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD
Target investors	Financial intermediaries, family offices and Retail Investors	Institutional Investors	Institutional Investors
Minimum Subscription and Holding Amount (EUR or equivalent)	10,000	1,000,000	10,000,000
Subscription Fee	Max. 5% of the Net Asset Value per Share	Max. 5% of the Net Asset Value per Share	Nil
Global Management Fee	2.0% p.a. of the Net Asset Value	1.5% p.a. of the Net Asset Value	1.25% p.a. of the Net Asset Value
Redemption Fee	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share
Performance Fee	20% subject to a high water mark (see Section 9.2 below)	20% subject to a high water mark (see Section 9.2 below)	20% subject to a high water mark (see Section 9.2 below)

1 (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class denominated in a currency other than the CHF, EUR, GBP, SEK and the USD respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, GBP, SEK and the USD Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for Shares are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR, in GBP, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR, in GBP, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, two (2) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, two (2) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund

	• before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	Each Friday, the last calendar day of each month and any other date as may be determined by the Board from time to time
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days from the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE AND PERFORMANCE FEE

9.1 Global Management Fee

The aggregate amount of fees (to the exclusion of the Performance Fee and the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

9.2 Performance Fee

In addition to the Global Management Fee, the Investment Manager will receive out of the assets of the Sub-Fund a Performance Fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value (NAV), equivalent to 20% of the performance of the NAV per Share exceeding the High Water Mark (as defined hereafter).

The Performance Fee is calculated on the basis of the NAV after deduction of all Expenses, liabilities and the Global Management Fee (but not the Performance Fee) and is adjusted to take account of all subscriptions and redemptions.

The Performance Fee is equal to the outperformance of the NAV per Share multiplied by the number of Shares in circulation during the calculation period. No Performance Fee will be due if the NAV per Share before Performance Fee turns out to be below the High Water Mark for the calculation period in question.

The **High Water Mark** is defined as the greater of the following two figures:

- the highest per Share on which a Performance Fee has been paid; or

- the initial NAV per share.

The High Water Mark will be decreased by the dividends paid to Shareholders.

Provision will be made for this Performance Fee on each Valuation Day. If the NAV per Share decreases during the calculation period, 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.

If Shares are redeemed on a date other than that on which a Performance Fee is paid while provision has been made for Performance Fees, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date. Gains which have not been realised may be taken into account in the calculation and payment of Performance Fees.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of Performance Fee accruals. To perform this adjustment, the performance of the NAV per Share against the High Water Mark until the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is equal to 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 end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Each calendar quarter will be a calculation period.

Performance Fees are payable within 20 Business Days following the end of the relevant quarter.

The formula for the calculation of the Performance Fee is as follows:

F	= 0 If (B / E – 1) <= 0
F	= (B / E – 1)* E * C * A If (B / E – 1) > 0
The new High Water Mark	= if F>0; D If F=0 ; E
Number of Shares outstanding	= A
NAV per Share before performance	= B
Performance Fee rate (20%)	= C
NAV per Share after performance	= D
High Water Mark	= E
Performance Fees	= F

10. RISK MANAGEMENT

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

11. PROFILE OF THE TYPICAL INVESTOR

This is a specialist liquid European companies and equity index focused sub-fund investing systematically in these instruments using a model based approach. This Sub-Fund uses an investment process which is based on behavioural, fundamental and dynamic elements affecting financial markets. This dynamic investment approach tends to create returns patterns for the Sub-Fund that vary considerably from those of the typical underlying European equity indices.

The Sub-Fund may, therefore, be suitable for investors with at least a three year investment horizon looking to generate returns by focusing entirely on a liquid investment exposure or alternatively who are looking to complement an existing portfolio with an asymmetric return profile (i.e., aiming at benefiting from markets when they increase but also if markets decline through the exploitation of adverse stock market dynamism (and investment in equity index futures), i.e., the return of the Sub-Fund may be asymmetric with that of the markets when markets are down) and a particular equity downside protection, have a medium to high risk tolerance and fully understand the investment strategy as described in this Special Section. Given the investment techniques used, investors should in particular refer to the risk factors set out in Section 7 of the General Section.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

This Sub-Fund invests in a portfolio of liquid European equities including the UK.

As the Sub-Fund invests in equities, investors are exposed to stock market fluctuations and the financial performance of the companies held in the Sub-Fund's portfolio. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

Because the portfolio is invested in a limited number of companies, volatility may be higher than in a typical European equity fund or European equity index.

As the Sub-Fund invests in equity index futures on a directional basis, investors are exposed to the stock market fluctuations (market beta). As a consequence, investors bear this inherent volatility and may see the value of their investment fall or rise on a daily basis. The investor consequently bears the risk to get back less than originally invested.

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. This Sub-Fund is denominated in EUR, but will have exposure to other currencies. The Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the EUR. As a consequence, the investor bears the risk of a loss consequent to a strategy exposure in a market whose trading currency differs from the reference currency of the invested Sub-Class.

SPECIAL SECTION V: ARGOS FUNDS – THE BAMBOO FUND

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – The Bamboo Fund (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The Sub-Fund's investment objective is to provide long-term capital growth by investing primarily in equity or equity-related securities (such as, but not limited to ADRs and GDRs) of companies located in emerging markets with a main focus on Asia.

Emerging markets in Asia include for the purpose of this Special Section the following countries: China (including Hong Kong), India, Indonesia, Korea, Malaysia, Philippines, Singapore, Taiwan and Thailand.

At least 67% of the Sub-Fund's net assets (excluding cash and cash equivalents) will be invested in equity securities and equivalent of companies that are domiciled in, or carrying out the main part of their economic activity in Asia. The Sub-Fund's investment strategy is focused on selected economic sectors across emerging markets which the Investment Manager and the Sub-Investment Manager believe will enjoy in the coming years higher growth than the emerging countries growth, such as consumer activities, franchise and staples (food, beverage, banking, financial services, tourism), high tech, I.T., internet, telecoms, utilities (such as electricity and water industries) and certain local subsidiaries of leading international groups in emerging markets. Additional sectors may be selected over time, and the Sub-Fund may not be invested in all sectors at all times.

Investments in Chinese companies will be made through ADRs, GDRs or Hong Kong listed Chinese companies (i.e. China H shares) and via China A-shares.

In order to invest in China A-shares, the Sub-Fund may use the Shanghai – Hong Kong Stock Connect and/or the Shenzhen – Hong Kong Stock Connect. The Sub-Fund will not invest more than 30% of its net assets in China A-shares.

Up to 33% of the Sub-Fund's net assets (excluding cash and cash equivalents) may be invested in emerging markets other than in Asia, or in circumstances where exceptional investment opportunities arise, in more developed markets globally.

Investments will be carefully selected by the Sub-Investment Manager through detailed long term analysis and a combination of top down (political and economic analysis , currency risks, etc.) and bottom up (finding companies with capital protection, high dividend yield, strong cash flows) approaches.

The Sub-Fund may hold cash and cash equivalents on an ancillary basis. However, it may be fully invested in that category of assets if the Investment Manager and the Sub-Investment Manager deem it to be in the best interest of the investors, such as when markets appear to be overvalued. The Sub-Fund is authorised to invest in other Eligible Investments, including Structured Products, in accordance with the authorised investments set out under Section 5 of the General Section on an ancillary basis.

The Sub-Fund will not invest more than 10% of its net assets in UCITS and other UCIs.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments (including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets) or employ EPM Techniques for hedging and/or for investment purposes to the fullest extent permitted. Investors should refer to Sections 7.4 to 7.10

of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

The total exposure to the asset classes listed below, whether direct or indirect, will not exceed the limits specified below (in percentage of the total net assets of the Sub-Fund):

Asset Class	**Range**
Cash, cash equivalents investments	0%-100%
Equities	0%-100%
ADR /GDR on equities	0%-30%
Other equity Derivatives (including warrants)	0%-30%
UCITS or UCIs	0%-10%

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the USD. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB CLASSES AVAILABLE

For the time being five Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – The Bamboo Fund A (acc)[1] and (dist)[2]**	**Argos Funds – The Bamboo Fund B (acc)[1] and (dist)[2]**	**Argos Funds – The Bamboo Fund C (acc)[1] and (dist)[2]**	**Argos Funds – The Bamboo Fund D (acc)[1] and (dist)[2]**	**Argos Funds – The Bamboo Fund I[3] (acc)[1] and (dist)[2]**
Sub-Classes available	EUR CHF GBP USD	EUR CHF GBP USD	EUR CHF GBP USD	EUR CHF GBP USD	EUR CHF GBP USD
Target investors	Retail Investors, high net worth individuals (**HNWI**) and financial intermediaries	Ultra HNWI, family offices and financial institutions	Institutional Investors	Retail Investors	Initial investors
Minimum Subscription and Holding Amount (EUR or equivalent)	50,000	500,000	2,000,000	1,000	5,000,000
Subscription Fee	Max. 5% of the Net Asset Value per Share	Max. 5% of the Net Asset Value per Share	Max. 5% of the Net Asset Value per Share	Max. 5% of the Net Asset Value per Share	Nil
Global Management Fee	Max. 1.5% p.a. of the Net Asset Value	Max. 1.20% p.a. of the Net Asset Value	Max. 1.00% p.a. of the Net Asset Value	Max. 2.00% p.a. of the Net Asset Value	Max. 0.75% p.a. of the Net Asset Value
Redemption	Max. 0.5% of the	Max. 0.5% of the	Max. 0.5% of the	Max. 0.5% of the	Max. 0.5% of the

Fee	Net Asset Value per Share	Net Asset Value per Share	Net Asset Value per Share	Net Asset Value per Share	Net Asset Value per Share
Conversion Fee	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share
Performance Fee	10% subject to a high water mark and hurdle (see Section 9.2 below)	10% subject to a high water mark and hurdle (see Section 9.2 below)	10% subject to a high water mark and hurdle (see Section 9.2 below)	10% subject to a high water mark and hurdle (see Section 9.2 below)	10% subject to a high water mark and hurdle (see Section 9.2 below)

[1] (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

[2] (dist) refers to a distribution Class and the Sub-Fund will distribute the net income or capital gains realised in respect of theses Class(es) by way of dividends or distributions.

[3] Class I was available for subscription by initial investors as from the starting date of the Initial Offering Period and was closed for subscription shortly after the end of the Initial Offering Period as determined by the Board.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, and the USD Sub-Class denominated in a currency other than the CHF, EUR, GBP and the USD respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class and the USD Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, GBP and the USD Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class and the USD Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for Shares are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR, in GBP or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR, in GBP or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAMEND DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Conversion Cut-off(*): 4 p.m. CET, one (1) Business Day before the relevant Valuation Day
Valuation Day	Each Friday, the last calendar day of each month and any other date as may be determined by the Board from time to time
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days after the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER, SUB-INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Lloyd George Management (HK) Limited, as sub-investment manager of the Sub-Fund (the **Sub-Investment Manager**). The Sub-Investment Manager is a company having its registered office at suite 4004, 40/Floor, Two Exchange Square, 8 Connaught Place, Hong Kong, registered under number 2134729 and regulated and authorised under number BEL384 by the Securities and Futures Commission in Hong Kong.

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE AND PERFORMANCE FEE

9.1 Global Management Fee

The aggregate amount of fees (to the exclusion of the Performance Fee and the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Sub-Investment Manager and the Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

9.2 Performance Fee

In addition to the Global Management Fee, the Investment Manager will receive out of the assets of the Sub-Fund a Performance Fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value (NAV), equivalent to 10% of the performance of the NAV per Share measured against the High Water Mark (as defined below) over the return of the Benchmark Index, calculated since the last Performance Fee payment.

Benchmark Index	MSCI Asia Pacific Index

The Performance Fee is calculated on the basis of the NAV after deduction of all Expenses, liabilities and the Global Management Fee (but not the Performance Fee), and is adjusted to take account of all subscriptions and redemptions.

The Performance Fee is equal to the outperformance of the NAV per Share multiplied by the number of Shares in circulation during the calculation period. No Performance Fee will be due if the NAV per Share before Performance Fee turns out to be below the High Water Mark for the calculation period in question.

The **High Water Mark** is defined as the greater of the following two figures:

- the last NAV per Share on which a Performance Fee has been paid; or
- the initial NAV per share.

The High Water Mark will be decreased by the dividends paid to Shareholders.

If the performance of the NAV per Share is negative over the calculation period, no Performance Fee will be calculated. If the performance of the NAV per Share is positive, but the performance of the Benchmark Index is negative, the calculated Performance Fee will be based on the minimum between (i) the absolute performance of the NAV per Share and (ii) 10% of the outperformance over the Benchmark Index.

Provision will be made for this Performance Fee on each Valuation Day. If the NAV per Share decreases during the calculation period, 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.

If Shares are redeemed on a date other than that on which a Performance Fee is paid while provision has been made for Performance Fees, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date. Gains which have not been realised may be taken into account in the calculation and payment of Performance Fees.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of Performance Fee accruals. To perform this adjustment, the outperformance of the NAV per Share against the Benchmark Index until the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is equal to the product of the number of subscribed Shares by the positive difference between the subscription price and the High Water Mark adjusted by the Benchmark Index performance at the date of the subscription. This cumulated adjustment amount is used in the Performance Fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Each calendar quarter will be a calculation period.

Performance Fees are payable within 20 Business Days following the end of the relevant quarter.

The formula for the calculation of the Performance Fee is as follows:

F	=	0 If [(B / E – 1) – (G / H - 1)] <= 0 Or if B<=E
F	=	[(B / E – 1) – (G / H - 1)] * E * C * A If [(B / E – 1) – (G / H - 1)] > 0 And if B>E And if G>H
F	=	MIN [(B / E - 1) ; ((B / E – 1) – (G / H - 1))*C] * E * A If [(B / E – 1) – (G / H - 1)] > 0 And if B>E And if G<H
The new High Water Mark	=	If F=0 => E If F>0 => D
Number of Shares outstanding	=	A

NAV per Share before performance	=	B
Performance Fee rate (10%)	=	C
NAV per Share after performance	=	D
High Water Mark	=	E
Performance Fee	=	F
Benchmark value at the Valuation Day	=	G
Benchmark value at the last Performance Fees payment date	=	H

10. RISK MANAGEMENT

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

11. PROFILE OF THE TYPICAL INVESTOR

The Sub-Fund mainly invests in the Asian emerging markets. Whilst the long-term growth potential of each one of these markets make this Sub-Fund attractive for investors looking for high investment returns, investors in the Sub-Fund need to be comfortable with the additional political and economic risks associated with emerging market investments. The Sub-Fund is ideally suited to investors with a long-term investment horizon, whose investment objective is the achievement of growth in the value of their savings, and who are willing to accept an investment strategy involving a high level of volatility and risk in the management of their savings. Investor are advised only to invest a portion of the assets in this Sub-Fund and the Sub-Fund may only be suitable for investors who already have a globally diversified portfolio and now want to expand into riskier assets in order to potentially boost returns and have a five-to-ten year investment horizon.

12. SPECIFIC RISK FACTORS

This Sub-Fund is exposed to the risks described in Section 7 of the General Section. The Sub-Fund is also exposed to the following specific risk factors:

12.1 Market risk

This Sub-Fund invests primarily in a portfolio of equities. As the Sub-Fund invests in equities, investors are exposed to stock market fluctuations and the financial performance of the companies held in the Sub-Fund's portfolio. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

12.2 Emerging markets

The Sub-Fund is investing in emerging markets, which may be subject to additional political and economic risks, while stocks can be negatively impacted by low liquidity, poor transparency and greater financial risks. Investments in securities of issuers of emerging countries are more speculative and subject to greater risk than those in securities of issuers of developed countries. Emerging markets may be volatile and illiquid and the investments of a Sub-Fund in such markets may be subject to significant delays in settlement. The risk of significant fluctuations in the net asset value and of the suspension of redemptions in the Sub-Fund may be higher than for Sub-Funds investing in major world markets. In addition, there may be a higher than usual risk of political, economic, social and religious instability and adverse changes in government regulations and laws in less developed or emerging markets. The assets of the Sub-Fund, as well as the income derived therefrom, may also be affected unfavourably by fluctuations in currency rates and exchange control and tax regulations and consequently the net asset value of the Sub-Fund's Shares may be subject to significant volatility. Some of these emerging markets may not be subject to accounting, auditing and financial reporting standards and practices comparable to those of more developed countries and the securities markets of such markets may be subject to unexpected closure. In addition, there may be less government supervision, legal regulation and less well defined tax laws and procedures than in countries with more developed securities markets.

This Sub-Fund is denominated in USD, but will have significant exposure to other currencies, including the currencies of emerging market countries. Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. The Company, the Management Company, the Investment Manager, the Sub-Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the US Dollar.

12.3 Stock Connect and China A-share risk

For more information about this specific risk factor, please refer to Section 7.2 of the General Section.

SPECIAL SECTION VI: ARGOS FUNDS – INTERNATIONAL EQUITIES

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – International Equities (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The objective of the Sub-Fund is to achieve over the long term optimum growth of the invested capital and to outperform the Index (as defined below).

The Sub-Fund will invest its assets mainly in Traditional Target Funds which invest mainly in equities of large, mid or small capitalisation companies listed on a stock exchange or dealt on a regulated market, which functions regularly and is recognised and open to the public. The Sub-Fund will aim to have a dynamic allocation between Traditional Target Funds that invest in growth companies and Traditional Target Funds investing with a value approach. A value approach strategy consists in selecting stocks that trade for less than their intrinsic values, i.e., stocks of companies which the market is believed to have undervalued.

The Sub-Fund is authorised to invest on an ancillary basis in other Eligible Investments in accordance with the authorised investments set out under Section 5 of the General Section.

In order to achieve the above objective and to ensure the liquidity of the Sub-Fund, the Sub-Fund will hold cash and cash equivalents at all times.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for hedging and/or for other purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.4 to 7.10 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

The performance of the Sub-Fund's portfolio of investments will be measured against the MSCI World Total Return Net Index (the **Index**). The Index consists of more than 1,500 stocks in 23 countries globally and represents approximately 85% of the total market capitalisation in those countries. The countries include: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, United Kingdom and the United States.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being the following Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – International Equities A (acc)[1]**
Sub-Classes available	EUR CHF SEK

	GBP USD
Target investors	Financial intermediaries, family offices and Retail Investors
Initial Subscription Price	EUR100 (or equivalent in CHF, SEK or GBP), subject to Section 5 below.
Minimum Subscription and Holding Amount (EUR or equivalent)	5,000
Subscription Fee	Max. 3% of the Net Asset Value per Share
Global Management Fee	Max. 2% p.a. of the Net Asset Value
Redemption Fee	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Nil
Performance Fee	Nil

1 (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class and the SEK Sub-Class denominated in a currency other than the CHF, EUR and the SEK respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class and the SEK Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR and the SEK Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class and the SEK Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for a particular number of Shares are not allowed in respect of this Sub-Fund. Subscriptions for Shares, in amounts, are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR or in SEK, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR or in SEK, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, two (2) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, two (2) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund • before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	Each Friday, the last calendar day of each month and any other date as may be determined by the Board from time to time
NAV Calculation Day	The first Business Day following the relevant Valuation Day

Payment Deadline	Subscription: within two (2) Business Days after the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE

The aggregate amount of fees (to the exclusion of the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

10. RISK MANAGEMENT

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

11. PROFILE OF THE TYPICAL INVESTOR

This Sub-Fund is aimed at investors who wish to achieve capital growth by means of a dynamic diversification of their investments by investing mainly in units of UCITS and/or UCIs. The Sub-Fund may, therefore, be suitable for investors with at least a five year investment horizon. Investors are advised to invest only a part of their assets in the Sub-Fund. Investors should in particular refer to the risk factors set out in Section 7 of the General Section.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

This Sub-Fund invests mainly in a portfolio of Traditional Target Funds investing in equities and large, mid- or small capitalisation companies. As Traditional Target Funds invest in equities, investors are exposed to stock market fluctuations and the financial performance of the companies held in the Traditional Target Funds' portfolios. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. This Sub-Fund is denominated in EUR, but will have exposure to other currencies. The Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the EUR. As a consequence, the investor bears the risk of a loss consequent to a strategy exposure in a market whose trading currency differs from the reference currency of the invested Sub-Class.

SPECIAL SECTION VII: ARGOS FUNDS – GLOBAL DYNAMIC PORTFOLIO

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – Global Dynamic Portfolio (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The objective of the Sub-Fund is to achieve the highest possible overall performance consisting of investment income, including interests and dividends, capital gains and currency results by investing in the asset classes described below in accordance with the principle of risk diversification.

In order to achieve this objective, the Sub-Fund intends to invest its assets worldwide providing direct or indirect exposure to the asset classes described below. Indirect exposure may be achieved amongst others via the use of derivatives, Structured Products and Target Funds. The main part of the investments may be made in currencies other than the Reference Currency.

The total exposure to the asset classes listed below, whether direct or indirect, must not exceed the limits specified below (in percentage of the total net assets of the Sub-Fund):

Asset Class	**Range**
Cash, cash equivalents and fixed-income securities	0%-40%
Equity	40%-90%
Alternative investments	0%-15%

Fixed income securities may include corporate and government bonds, generally with an investment grade or high yield rating (with a rating of not less than B by Standard & Poor's Corporation, or its equivalent by Moody's or another rating agency). Investments in fixed income securities may also include convertible debt. The Sub-Fund will not invest in ABS/MBS.

Investments in equities and equity – type securities may include listed American, and Global Depository Receipts (**ADR's/GDR's**), profit sharing certificates, dividend rights certificates and/or listed participation certificates issued by public, private and semi-private issuers.

The exposure to alternative investments will be achieved through Alternative Target Funds that may have exposure to commodities (including the individual categories of commodities), real estate, natural resources and precious metals or any combination of these asset classes.

The Sub-Fund is authorised to invest on an ancillary basis in other Eligible Investments in accordance with the authorised investments set out under Section 5 of the General Section.

In order to achieve the above objective and to ensure the liquidity of the Sub-Fund, the Sub-Fund will hold cash and cash equivalents at all times.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for hedging and/or for other purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.4 to 7.10 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being the following Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – Global Dynamic Portfolio A (acc)**[1]
Sub-Classes available	EUR CHF SEK USD GBP
Target investors	Financial intermediaries, family offices and Retail Investors
Minimum Subscription and Holding Amount (EUR or equivalent)	10,000
Subscription Fee	Max. 3% of the Net Asset Value per Share
Global Management Fee	Max. 2% p.a. of the Net Asset Value
Redemption Fee	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Nil
Performance Fee	Nil

[1] (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the USD Sub-Class and the SEK Sub-Class denominated in a currency other than the CHF, EUR, USD and the SEK respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the USD Sub-Class and the SEK Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, USD and the SEK Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the USD Sub-Class and the SEK Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for a particular number of Shares are not allowed in respect of this Sub-Fund. Subscriptions for Shares, in amounts, are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, two (2) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, two (2) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund • before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	Each Friday, the last calendar day of each month and any other date as may be determined by the Board from time to time
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days after the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE

The aggregate amount of fees (to the exclusion of the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

10. RISK MANAGEMENT

The Sub-Fund will use the absolute Value-at-Risk approach to monitor its global exposure. The VaR of the Sub-Fund’s portfolio will not exceed 20% of the Sub-Fund's Net Asset Value.

The leverage of the Sub-Fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV) is expected to be around 200%-400%.

	Expected Leverage	Maximum Leverage
Total	2-4	4

11. PROFILE OF THE TYPICAL INVESTOR

The Sub-Fund is a higher risk fund 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. Investors should regard their investment as medium to long-term and should read the risk warnings set out in Section 7 of the General Section before investing.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

The Sub-Fund is exposed to the risks described in Section 7 of the General Section. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. This Sub-Fund is denominated in EUR, but will have exposure to other currencies. The Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the EUR. As a consequence, the investor bears the risk of a loss consequent to a strategy exposure in a market whose trading currency differs from the reference currency of the invested Sub-Class.

SPECIAL SECTION VIII: ARGOS FUNDS – GLOBAL BALANCED PORTFOLIO

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – Global Balanced Portfolio (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The objective of the Sub-Fund is to achieve the highest possible overall performance, consisting of investment income, including interests and dividends, capital gains and currency results in the Reference Currency by investing in the asset classes described below in accordance with the principle of risk diversification, i.e. pursuing a "balanced" approach with reference to the best available mix of asset classes under the prevailing market circumstances.

In order to achieve this objective, the Sub-Fund intends to invest its assets worldwide providing direct or indirect exposure to the asset classes described below. Indirect exposure may be achieved amongst others via the use of derivatives, Structured Products and Target Funds. The main part of the investments may be made in currencies other than the Reference Currency.

The total exposure to the asset classes listed below, whether direct or indirect, must not exceed the limits specified below (in percentage of the total net assets of the Sub-Fund):

Asset Class	**Range**
Cash, cash equivalents and fixed-income securities	20%-60%
Equity	30%-70%
Alternative investments	0%-15%

Fixed income securities may include corporate and government bonds, generally with an investment grade or high yield rating (with a rating of not less than B by Standard & Poor's Corporation, or its equivalent by Moody's or another rating agency). Investments in fixed income securities may also include convertible debt. The Sub-Fund will not invest in ABS/MBS.

Investments in equities and equity – type securities may include listed American, and Global Depository Receipts (ADR's/GDR's), profit sharing certificates, dividend rights certificates and/or listed participation certificates issued by public, private and semi-private issuers.

The exposure to alternative investments will be achieved through Alternative Target Funds that may have exposure to commodities (including the individual categories of commodities), real estate, natural resources and precious metals or any combination of these asset classes.

The Sub-Fund is authorised to invest on an ancillary basis in other Eligible Investments in accordance with the authorised investments set out under Section 5 of the General Section.

In order to achieve the above objective and to ensure the liquidity of the Sub-Fund, the Sub-Fund will hold cash and cash equivalents at all times.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for hedging and/or for other purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.4 to 7.10 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being the following Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – Global Balanced Portfolio A (acc)**[1]
Sub-Classes available	EUR CHF SEK GBP USD
Target investors	Financial intermediaries, family offices and Retail Investors
Minimum Subscription and Holding Amount (EUR or equivalent)	10,000
Subscription Fee	Max. 3% of the Net Asset Value per Share
Global Management Fee	Max. 1.5% p.a. of the Net Asset Value
Redemption Fee	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Nil
Performance Fee	Nil

1 (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the SEK Sub-Class and the GBP Sub-Class denominated in a currency other than the CHF, EUR, the SEK and the GBP respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the SEK Sub-Class and the GBP Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, the SEK and the GBP Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the SEK Sub-Class and the GBP Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for a particular number of Shares are not allowed in respect of this Sub-Fund. Subscriptions for Shares, in amounts, are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR, in GBP or in SEK, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR, in GBP or in SEK, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, two (2) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, two (2) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund • before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	Each Friday, the last calendar day of each month and any other date as may be determined by the Board from time to time
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days after the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE

The aggregate amount of fees (to the exclusion of the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

10. RISK MANAGEMENT

The Sub-Fund will use the absolute Value-at-Risk approach to monitor its global exposure. The VaR of the Sub-Fund’s portfolio will not exceed 20% of the Sub-Fund's Net Asset Value.

The leverage of the Sub-Fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV) is expected to be around 200%-400%.

	Expected Leverage	Maximum Leverage
Total	2-4	4

11. PROFILE OF THE TYPICAL INVESTOR

This Sub-Fund is aimed at investors who wish to achieve capital growth thanks to a dynamic diversification of their investments while seeking a risk level lower than that of the stock market alone. The Sub-Fund may, therefore, be suitable for investors with at least a three year investment horizon. Investors are advised to invest only a part of their assets in the Sub-Fund. Investors should in particular refer to the risk factors set out in Section 7 of the General Section.

The Sub-Fund is a medium risk fund aiming to provide capital growth with some income potential. It may be suitable for investors who are seeking long-term growth potential offered through investment in equities and bonds as well as other asset classes. Investors should regard their investment as medium to long-term and should read the risk warnings set out in Section 7 of the General Section before investing.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

This Sub-Fund is exposed to the risks described in Section 7 of the General Section. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. This Sub-Fund is denominated in EUR, but will have exposure to other currencies. The Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the EUR. As a consequence, the investor bears the risk of a loss consequent to a strategy exposure in a market whose trading currency differs from the reference currency of the invested Sub-Class.

SPECIAL SECTION IX: ARGOS FUNDS – GLOBAL CONSERVATIVE PORTFOLIO

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – Global Conservative Portfolio (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The objective of the Sub-Fund is to achieve the highest possible overall performance, consisting of investment income, including interests and dividends, capital gains and currency results in the Reference Currency by investing in the asset classes described below in accordance with the principle of risk diversification.

In order to achieve this objective, the Sub-Fund intends to invest its assets worldwide providing direct or indirect exposure to the asset classes described below. Indirect exposure may be achieved amongst others via the use of derivatives, Structured Products and Target Funds. The main part of the investments may be made in currencies other than the Reference Currency.

The total exposure to the asset classes listed below, whether direct or indirect, must not exceed the limits specified below (in percentage of the total net assets of the Sub-Fund):

Asset Class	**Range**
Cash, cash equivalents and fixed-income securities	40%-80%
Equity	10%-50%
Alternative investments	0%-15%

Fixed income securities may include corporate and government bonds, generally with an investment grade or high yield rating (with a rating of not less than B by Standard & Poor's Corporation, or its equivalent by Moody's or another rating agency). Investments in fixed income securities may also include convertible debt. The Sub-Fund will not invest in ABS/MBS.

Investments in equities and equity – type securities may include listed American, and Global Depository Receipts (ADR's/GDR's), profit sharing certificates, dividend rights certificates and/or listed participation certificates issued by public, private and semi-private issuers.

The exposure to alternative investments will be achieved through Alternative Target Funds that may have exposure to commodities (including the individual categories of commodities), real estate, natural resources and precious metals or any combination of these asset classes.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for hedging and/or for other purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.3 to 7.6 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being the following Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – Global conservative Portfolio A (acc)[1]**
Sub-Classes available	EUR CHF GBP SEK USD
Target investors	Financial intermediaries, family offices and Retail Investors
Minimum Subscription and Holding Amount (EUR or equivalent)	10,000
Subscription Fee	Max. 3% of the Net Asset Value per Share
Global Management Fee	Max. 1.75% p.a. of the Net Asset Value
Redemption Fee	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Nil
Performance Fee	Nil

1 (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class denominated in a currency other than the CHF, EUR, GBP, SEK and the USD respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, GBP, SEK and the USD Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for a particular number of Shares are not allowed in respect of this Sub-Fund. Subscriptions for Shares, in amounts, are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in EUR, in CHF, in GBP, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company), in EUR, in CHF, in GBP, in SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, two (2) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, two (2) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund • before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	Each Friday, the last calendar day of each month and any other date as may be determined by the Board from time to time
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days after the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE

The aggregate amount of fees (to the exclusion of the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

10. RISK MANAGEMENT

The Sub-Fund will use the absolute Value-at-Risk approach to monitor its global exposure. The VaR of the Sub-Fund’s portfolio will not exceed 20% of the Sub-Fund's Net Asset Value.

The leverage of the Sub-Fund (defined as the sum of the absolute values of the derivatives notional (with neither netting nor hedging arrangement) divided by NAV) is expected to be around 200%-400%.

	Expected Leverage	**Maximum Leverage**
Total	2-4	4

11. PROFILE OF THE TYPICAL INVESTOR

The Sub-Fund is a medium risk fund aiming to provide capital growth with some income potential. The Sub-Fund may be suitable for investors who are seeking long-term growth potential offered through investment in equities and bonds as well as other asset classes. Investors should regard their investment as medium to long-term and should read the risk warnings set out in Section 7 of the General Section before investing.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

This Sub-Fund is exposed to the risks described in Section 7 of the General Section. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. This Sub-Fund is denominated in EUR, but will have exposure to other currencies. The Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the EUR. As a consequence, the investor bears the risk of a loss consequent to a strategy exposure in a market whose trading currency differs from the reference currency of the invested Sub-Class.

SPECIAL SECTION X: ARGOS FUNDS – INFRASTRUCTURE SECURITIES FUND

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – Infrastructure Securities Fund (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The Sub-Fund aims at achieving inflation protection, earning a dividend on its investments as well as uncorrelated returns for investors. This product is intended to be used in conjunction with other strategies in order (i) to globally reduce portfolio volatility, and thereby increase the risk adjusted rate of return, or (ii) to provide protection against inflation.

In order to achieve this objective, the Sub-Fund intends to invest its assets in a portfolio comprised of closed-end real estate investment trusts (**REITs**), listed equity securities in companies that are involved in or have substantial exposure to global real estate assets which are globally diversified (commercial premises, residential properties, industrial & logistic buildings, shopping centres and retail premises, office buildings, hospitals, senior care homes and hotels), global infrastructure assets which are globally diversified (toll roads, bridges, tunnels, ports, airports, rail, electricity transmission and distribution, wireless communication towers, broadcast satellites, cable networks, education facilities, healthcare projects, oil and gas pipelines and storage, water and waste water), forestry assets mostly located in North America (standing forests and forestry infrastructure), agricultural assets mostly in developed markets (productive farmland and agricultural infrastructure), precious metals and commodity related sectors. The Sub-Fund may also invest in Alternative Target Funds and in Traditional Target Funds that invest in the sectors indicated above, including in UCITS compliant exchange traded funds (**ETFs**).

The Sub-Fund is authorised to invest on an ancillary basis in other Eligible Investments in accordance with the authorised investments set out under Section 5 of the General Section.

In order to achieve the above objective and to ensure the liquidity of the Sub-Fund, the Sub-Fund will hold cash and cash equivalents at all times.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for hedging and/or for other purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.4 to 7.10 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

The total exposure to the asset classes listed below will not exceed the limits specified below (in percentage of the total net assets of the Sub-Fund):

Asset Class	**Range**
Cash & cash equivalents	0%-20%, except in extreme market circumstances but only on a temporary basis.
Equities	30%-100%
ADR/GDR on equities	0%-30%
Other equity derivatives (including warrants)	0%-20%

ETFs	0%-50%
Target Funds, other than ETFs	0%-25%

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being the following Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – Infrastructure Securities Fund A (acc)[1]**	**Argos Funds – Infrastructure Securities Fund B (dist)[2]**	**Argos Funds – Infrastructure Securities Fund C (acc)[1]**
Sub-Classes available	EUR USD CHF GBP	EUR USD CHF GBP	EUR USD CHF GBP
Target investors	Financial intermediaries, family offices and Retail Investors who prefer accumulation	Financial intermediaries, family offices and Retail Investors who prefer distributions	Institutional Investors
Minimum Subscription and Holding Amount (EUR or equivalent)	10,000	10,000	1,000,000
Subscription Fee	Max. 3% of the Net Asset Value per Share	Max. 3% of the Net Asset Value per Share	Max 3% of the Net Asset Value per Share
Global Management Fee	Max. 1.5% p.a. of the Net Asset Value	Max. 1.5% p.a. of the Net Asset Value	Max 1% of the Net Asset Value per Share
Redemption Fee	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Nil	Nil	Nil
Performance Fee	Nil	Nil	Nil

1 (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

2 (dist) refers to a distribution Class and the Sub-Fund will distribute the net income or capital gains realised in respect of theses Class(es) by way of dividends or distributions.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the USD Sub-Class and the GBP Sub-Class denominated in a currency other than the CHF, EUR, the USD and the

GBP respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the USD Sub-Class and the GBP Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, the USD and the GBP Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the USD Sub-Class and the GBP Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for a particular number of Shares are not allowed in respect of this Sub-Fund. Subscriptions for Shares, in amounts, are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR, in GBP or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR, in GBP or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the

Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, two (2) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, two (2) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund • before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	Each Friday, the last calendar day of each month and any other date as may be determined by the Board from time to time
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days after the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE

The aggregate amount of fees (to the exclusion of the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

10. RISK MANAGEMENT

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

11. PROFILE OF THE TYPICAL INVESTOR

This Sub-Fund is aimed at investors who wish to benefit from the performance of shares on the different target financial markets. The Sub-Fund may, therefore, be suitable for investors with at least a five year investment horizon. Investors are advised to invest only a part of their assets in the Sub-Fund. Investors should in particular refer to the risk factors set out in Section 7 of the General Section.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

This Sub-Fund is exposed to the risks described in Section 7 of the General Section. The Sub-Fund is also exposed to the following specific risk factors:

12.1 Commodity related risk

Investing in commodity-linked derivative instruments may subject a portfolio to greater volatility than investments in traditional securities. The value of commodity-linked derivative instruments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

12.2 Real estate industry risk

Although no portfolio may invest directly in real estate, it may invest in securities issued by companies active in the real estate sector. Therefore, an investment in the Sub-Fund is subject to certain risks associated with the direct ownership of real estate and with the real estate industry in general. These risks include, among others: possible declines in the value of real estate; risks related to general and local economic conditions; possible lack of availability of mortgage funds; overbuilding; extended vacancies of properties; increases in competition, property taxes and operating expenses; changes in zoning laws; costs resulting from the clean-up of, and liability to third parties for damages resulting from, environmental problems; casualty or condemnation losses; uninsured damages from floods, earthquakes or other natural disasters; limitations on and variation in rents and changes in interest rates. To the extent that assets underlying such investments are concentrated geographically, by property type or in certain other respects, a portfolio may be subject to certain of the foregoing risks to a greater extent. Investments by the Sub-Fund in securities of companies providing mortgage servicing will be subject to the risks associated with refinancing and their impact on servicing rights.

12.3 Industry/Sector risk

The Sub-Fund may invest in particular industries or sectors. Market or economic factors affecting one of those industries or sectors or group of related industries could have a major effect on the value of the Sub-Fund’s investments.

12.4 Currency risk

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. This Sub-Fund is denominated in EUR, but will have exposure to other currencies. The Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the EUR. As a consequence, the investor bears the risk of a loss consequent to a strategy exposure in a market whose trading currency differs from the reference currency of the invested Sub-Class.

Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

SPECIAL SECTION XI: ARGOS FUNDS – YIELD OPPORTUNITIES

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – Yield Opportunities (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The objective of the Sub-Fund is to achieve over the long term a total return as high as possible by investing worldwide (including Russia and the PRC) on regulated markets, mainly in debt securities of borrowers whose credit rating assigned by Standard & Poor's Corporation is not lower than B or its equivalent by Moody's or another rating agency. Where no rating is available for a debt security issue or for its issuer, the Investment Manager may nevertheless invest in such issue up to 20% of the Sub-Fund's NAV after determining that in its reasonable opinion, the risk of default on that issue would be no higher than B. The Investment Manager may also invest on an ancillary basis in equities enjoying an attractive dividend yield or earnings visibility.

Investments made in the PRC will be made exclusively in securities traded in, or exposed to, the offshore RMB, the CNH (Chinese offshore RMB, accessible outside the PRC and traded primarily in Hong Kong), the EUR, the USD, the JPY, the GBP or the AUD.

The Sub-Fund will not try to replicate and outperform benchmark indexes. The investment process aims at identifying major macro-economic trends which may strongly influence the behaviour of debt markets or their underlying currencies, as well as the general level of interest rates. It will then screen its investment universe to check for situations of market under – or over valuations. As a result it will focus its investments on clear opportunities with low fundamental risk, while trying to completely avoid expensive and high-risk situations.

The Sub-Fund may invest in all types of debt securities such as fixed-rate or floating-rate bonds and notes, zero coupon bonds and notes, multiple-currency bonds, any other type of debt securities and corporate loans which are eligible pursuant to Section 5 of the General Section. It may also invest on an ancillary basis in equities and/or bonds exchangeable into equities quoted on regulated markets. The Sub-Fund will not invest in ABS/MBS.

The Sub-Fund may at any time be totally invested in one single currency, or in one single category of assets.

The Sub-Fund may hold cash and cash equivalents on an ancillary basis. However, it may be fully invested in that category of assets if the Investment Manager deems it to be in the best interest of the investors, such as when markets appear to be overvalued. The Sub-Fund is authorised to invest in other Eligible Investments in accordance with the authorised investments set out under Section 5 of the General Section.

Direct investments (local shares) in Russia (which are not traded on the Moscow Interbank Currency Exchange - Russian Trading System Stock Exchange) will in aggregate not exceed 10% of the Sub-Fund's net assets.

The Sub-Fund will not invest more than 10% of its net assets in UCITS and other UCIs.

The Sub-Fund is also authorised, within the limits set forth under Section 5 of the General Section, to invest in financial derivative instruments or employ EPM Techniques for hedging and/or for other purposes to the fullest extent permitted including options, forwards, futures and/or swaps on Transferable Securities and/or other eligible assets. Investors should refer to Sections 7.4 to 7.10 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being the following Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds – Yield Opportunities A (acc)[1]**	**Argos Funds – Yield Opportunities B (acc)[1]**	**Argos Funds – Yield Opportunities C (dist)[2]**	**Argos Funds – Yield Opportunities D (acc)[1]**
Sub-Classes available	EUR USD CHF GBP	EUR USD CHF GBP	EUR USD CHF GBP	EUR USD CHF GBP
Target investors	Financial intermediaries, family offices and Retail Investors who prefer accumulation	Financial intermediaries, family offices and Retail Investors who prefer accumulation	Institutional Investors	Financial intermediaries, family offices and Retail Investors who prefer accumulation
Minimum Subscription and Holding Amount (EUR or equivalent)	1,000	1,000	5,000,000	No minimum
Subscription Fee	Max. 3% of the Net Asset Value per Share	Max. 3% of the Net Asset Value per Share	Max. 3% of the Net Asset Value per Share	Max. 3% of the Net Asset Value per Share
Global Management Fee	Max. 0.80% p.a. of the Net Asset Value	Max. 1% p.a. of the Net Asset Value	Max. 0.60% p.a. of the Net Asset Value	Max. 1.40% p.a. of the Net Asset Value
Redemption Fee	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Nil	Nil	Nil	Nil
Performance Fee	5% subject to a high water mark (see Section 9.2 below).	Nil	Nil	Nil

1 (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

2 (dist) refers to a distribution Class and the Sub-Fund will distribute the net income or capital gains realised in respect of theses Class(es) by way of dividends or distributions.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the USD Sub-Class and the GBP Sub-Class denominated in a currency other than the CHF, EUR, USD and the GBP respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the USD Sub-Class and the GBP Sub-Class will use financial derivative instruments and other techniques and instruments with the aim of protecting the CHF, EUR, USD and the GBP Sub-Classes' assets against foreign exchange fluctuations. It is the intention of the Board to hedge systematically at least two-thirds of the assets in the CHF, EUR, USD and the GBP Sub-Classes.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for a particular number of Shares are not allowed in respect of this Sub-Fund. Subscriptions for Shares, in amounts, are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR, in GBP or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in CHF, in EUR, in GBP or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Conversion Cut-off(*): 4 p.m. CET, one (1) Business Day before the relevant Valuation Day
Valuation Day	Each Business Day
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days from the relevant Valuation Day Redemption: within five (5) Business Days from the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE AND PERFORMANCE FEE

9.1 Global Management Fee

The aggregate amount of fees (to the exclusion of the Performance Fee and the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

9.2 Performance Fee

In addition to the Global Management Fee, the Investment Manager will receive out of the assets of the Sub-Fund attributable to certain Classes of Shares as disclosed in Section 3 of this Special Section a Performance Fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value (NAV), equivalent to 5% of the performance of the NAV per Share exceeding the High Water Mark (as defined hereafter).

The Performance Fee is calculated on the basis of the NAV after deduction of all Expenses, liabilities and the Global Management Fee (but not the Performance Fee) and is adjusted to take account of all subscriptions and redemptions.

The Performance Fee is equal to the outperformance of the NAV per Share multiplied by the number of Shares in circulation during the calculation period. No Performance Fee will be due if the NAV per Share before Performance Fee turns out to be below the High Water Mark for the calculation period in question.

The **High Water Mark** is defined as the greater of the following two figures:

- the highest NAV per Share on which a Performance Fee has been paid; or
- the initial NAV per share.

The High Water Mark will be decreased by the dividends paid to Shareholders.

Provision will be made for this Performance Fee on each Valuation Day. If the NAV per Share decreases during the calculation period, 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.

If Shares are redeemed on a date other than that on which a Performance Fee is paid while provision has been made for Performance Fees, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date. Gains which have not been realised may be taken into account in the calculation and payment of Performance Fees.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of Performance Fee accruals. To perform this adjustment, the performance of the NAV per Share against the High Water Mark until the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is equal to 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 end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Each calendar quarter will be a calculation period.

Performance Fees are payable within 20 Business Days following the end of the relevant quarter.

The formula for the calculation of the Performance Fee is as follows:

F	$= 0$ If $(B / E - 1) <= 0$
F	$= (B / E - 1) * E * C * A$ If $(B / E - 1) > 0$
The new High Water Mark	= if $F>0$; D If $F=0$; E
Number of Shares outstanding	= A
NAV per Share before performance	= B
Performance Fee rate (5%)	= C
NAV per Share after performance	= D

High Water Mark	= E
Performance Fees	= F

10. RISK MANAGEMENT

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

11. PROFILE OF THE TYPICAL INVESTOR

This Sub-Fund is aimed at investors who wish to achieve capital growth thanks to a dynamic diversification of their investments while seeking a risk level lower than that of the stock market alone. The Sub-Fund may, therefore, be suitable for investors with at least a three year investment horizon. Investors are advised to invest only a part of their assets in the Sub-Fund. Investors should refer to the risk factors set out in Section 7 of the General Section and, in particular, the risk factors relating to the exposure to investments in RMB and investments in Russia.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

This Sub-Fund is exposed to the risks described in Section 7 of the General Section. The Sub-Fund is also exposed to the following specific risk factors:

12.1 Credit risk – sovereign debt obligations

By investing in debt obligations of governmental entities, the Sub-Fund will be exposed to the direct or indirect consequences of political, social and economic changes in various countries. Political changes in a particular country may affect the willingness of a particular government to make or provide for timely payments of its debt obligations. The country's economic status, as reflected, among other things, in its inflation rate, the amount of its external debt and its gross domestic product, will also affect the government's ability to honour its obligations.

The ability of governments to make timely payments on their debt obligations is likely to be influenced strongly by the issuer's balance of payments, including export performance and its access to international credits and investments. To the extent that a particular country receives payment for its exports in currencies other than the Reference Currency, such country's ability to make debt payments denominated in the Reference Currency could be adversely affected. To the extent that a particular country develops a trade deficit, such country will need to depend on continuing loans from foreign governments, supranational entities or private commercial banks, aid payments from foreign governments and on inflows of foreign investment. The access of a particular country to these forms of external funding may not be certain, and a withdrawal of external funding could adversely affect the capacity of such country to make payments on its debt obligations. In addition, the cost of servicing debt obligations can be affected by a change in global interest rates since the majority of these debt obligations carry interest rates that are adjusted periodically based upon global rates.

The Sub-Fund may invest in debt obligations of governmental entities and supranational entities, for which a limited or no established secondary markets may exist. Reduced secondary market liquidity may have an adverse effect on the market price and the Sub-Fund's ability to dispose of particular instruments when necessary to meet its liquidity requirements or in response to specific economic events such as deterioration in the creditworthiness of the issuer. Reduced secondary market liquidity for such debt obligations may also make it more difficult for the Sub-Fund to obtain accurate market quotations for the purpose of valuing its portfolio. Market quotations are generally available on many sovereign debt obligations only from a limited number of dealers and may not necessarily represent firm bids of those dealers or prices for actual sales.

The Sub-Fund may have limited legal recourse in the event of a default with respect to certain sovereign debt obligations it holds. For example, remedies from defaults on certain debt obligations of governmental entities, unlike those on private debt, must, in some cases, be pursued in the course of the defaulting party itself. Legal recourse therefore may be significantly diminished. Bankruptcy, moratorium and other similar laws applicable to issuers of sovereign debt obligations may be substantially different from those applicable to issuers of private debt obligations. The political context, expressed as the willingness of an issuer of sovereign debt obligations to meet the terms of the debt obligation, for example, is of considerable importance. In addition, no assurance can be given that the holders of commercial bank debt will not contest payments to the holders of securities issued by foreign governments in the event of default under commercial bank loan agreements.

In addition, the Sub-Fund’s investment in debt obligations of supranational entities is subject to the additional risk that one or more member governments may fail to make required capital contributions to a particular supranational entity and, as a result, such supranational entity may be unable to meet its obligations with respect to its debt obligations held by the Sub-Fund.

12.2 Credit risk – corporate debt obligations

By investing in debt obligations issued by companies and other entities, the Sub-Fund will be subject to the risk that a particular issuer may not fulfil its payment or other obligations in respect of such debt obligations. Additionally, an issuer may experience an adverse change in its financial condition which may in turn result in a decrease in the credit rating assigned by an IRSO to such issuer and its debt obligations, possibly below Investment Grade. Such adverse change in financial condition or decrease in credit rating(s) may result in increased volatility in the price of an issuer’s debt obligations and negatively affect liquidity, making any such debt obligation more difficult to sell.

12.3 Currency risk

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. This Sub-Fund is denominated in EUR, but will have exposure to other currencies. The Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the EUR. As a consequence, the investor bears the risk of a loss consequent to a strategy exposure in a market whose trading currency differs from the reference currency of the invested Sub-Class.

12.4 Equities risks

As the Sub-Fund invests in equities, investors are exposed to stock market fluctuations and the financial performance of the companies held in the Sub-Fund's portfolio.

Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

12.5 Investments in China

Investing in the PRC is subject to the risks of investing in emerging markets – outlined in Section 7.1 of the General Section above – and additional risks which are specific to the PRC market. The economy of China is in a state of transition from a planned economy to a more market oriented economy and investments may be sensitive to changes in law and regulation together with political, social or economic policy which includes possible government intervention. In extreme circumstances, a Sub-Fund's Target Fund investing in the PRC may incur losses due to limited investment capabilities, or may not be able to fully implement or pursue its investment objectives or strategy, due to local investment restrictions, illiquidity of the PRC domestic securities market, and/or delay or disruption in execution and settlement of trades. The Sub-Fund may be adversely affected by such losses.

China is one of the world's largest emerging markets. As with investing in any emerging market country, investments in China may be subject to greater risk of loss than investments made in a developed market. This is due, among other things, to greater market volatility, lower trading volume, greater risk of market shut down, and more governmental limitations with respect to foreign-inward investment. The companies in which a Target Fund invests may be held to lower disclosure, corporate governance, accounting and reporting standards than companies listed or traded in more developed markets. In addition, some of the securities held by a Target Fund may be subject to higher transaction and other costs, foreign ownership limits, the imposition of taxes, or may have liquidity issues which make such securities more difficult to sell at reasonable prices. These factors may increase the volatility and hence the risk of such an investment.

The PRC legal system is based on written statutes and their interpretation by the Supreme People's Court. Prior court decisions may be cited for reference but have no precedent value. Since 1979, the PRC government has been developing a comprehensive system of commercial laws, and considerable progress has been made in introducing laws and regulations dealing with economic matters such as foreign investment, corporate organisation and governance, commerce, taxation and trade. However, because of the limited volume of published cases and judicial interpretation and their non-binding nature, the interpretation and enforcement of these regulations involves significant uncertainties. Given the short history of the PRC system of commercial laws, the PRC regulatory and legal framework may not be as well developed as those of developed countries. In addition, as the PRC legal system develops, no assurance can be given that changes in such laws and regulations, their interpretation or their enforcement will not have a material adverse effect on the Sub-Fund's onshore business operations or the ability of a Target Fund to acquire CNH denominated investments. The PRC government heavily regulates the domestic exchange of foreign currencies within the PRC. PRC law requires that all domestic securities transactions must be settled in RMB, places significant restrictions on the remittance of foreign currency, and strictly regulates currency exchange from RMB.

12.6 Investments in RMB

The government of the PRC introduced CNH (offshore RMB) in July 2010 to encourage trade and investment with entities outside the PRC. The CNH (offshore RMB) exchange rate is a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies and the daily trading price of the CNH (offshore RMB) against other major currencies in the interbank foreign exchange market is allowed to float within a narrow band around the central parity published by the PRC.

RMB is currently not freely convertible and convertibility from CNH (offshore RMB) to CNY (onshore RMB) is a managed currency process subject to foreign exchange control policies of, and repatriation restrictions imposed by, the government of the PRC in coordination with the Honk Hong Monetary Authority (HKMA). Under the prevailing regulations in the PRC, the value of CNH (offshore RMB) and CNY (onshore RMB) may be different due to a number of factors including without limitation those foreign exchange control policies and repatriations restrictions and therefore is subject to fluctuations. It is possible that the availability of CNH (offshore RMB) to meet redemption payments immediately may be reduced and such payments may be delayed. Such payments will be made as soon as reasonably practicable (not exceeding five (5) Business Days from the relevant Valuation Day in accordance with Section 7 above).

The CNH (offshore RMB) denominated bond market is a developing market introduced in 2010 that is subject to regulatory restrictions imposed by the government of the PRC. These restrictions are subject to change. In extreme circumstances, the Sub-Fund may incur losses due to limited investment capabilities, or may not be able to fully implement or pursue its investment objective.

12.7 Investments in Russia

As a summary of the description made in Section 7.1 of the General Section, investments in Russia are subject to specific risks with regard to the ownership and custody of securities. As ownership in Russia is evidenced by book entries, no certificates representing ownership of Russian companies will be held. As a result, the Company could lose its registration and ownership of Russian securities through fraud, negligence or even mere oversight. This risk is increased by the potential lack of insurance of Russian institutions performing custody functions.

SPECIAL SECTION XII: ARGOS FUNDS – ACCESSIBLE CLEAN ENERGY FUND

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – Accessible Clean Energy Fund (the **Sub-Fund**).

The Sub-Fund is currently not open for subscriptions. The Sub-Fund will be launched upon decision of the Board and subject to an amendment of this Special Section.

1. INVESTMENT OBJECTIVE AND POLICY

The investment objective of the Sub-Fund is to maximise total returns by responsible investments along the clean energy value chain. There can be no assurance that the Sub-Fund will achieve its objective.

The Sub-Fund's assets will consist mainly of equities and equity related securities (such as depositary receipts (ADRs, GDRs)) of companies whose primary business lies along the clean energy value chain, including but not limited to companies involved in energy efficiency, renewable energy generation, grid efficiency, energy storage and strategic materials required for the manufacture of renewable energy technology.

Except the sectorial focus, the choice of investments will neither be limited by a geographical area nor in terms of currencies in which investments will be denominated. However, depending on financial market conditions, a particular focus can be placed in a single country (or some countries) and/or in a single currency. It is not the intention of the Sub-Investment Manager to invest more than 20% of its net assets in emerging markets. However, in case of opportunities or changes in the clean energy market sector, the Sub-Fund may invest up to 50% of its net assets in emerging markets.

On an ancillary basis, the Sub-Fund may invest in any other type of Eligible Investments, such as Money Market Instruments, in shares or units of UCITS and other UCIs, cash.

However, the Sub-Fund cannot invest more than 10% of its net assets in shares or units of UCITS and other UCIs.

For hedging and for investment purposes, the Sub-Fund may use all types of financial derivative instruments traded on a Regulated Market and/or OTC provided they are contracted with First Class Institutions.

Nevertheless, in normal market conditions, the Sub-Investment Manager intends to use only currency derivatives (such as forward foreign exchange contracts).

If the Sub-Investment Manager considers this to be in the best interest of the Shareholders, the Sub-Fund may also hold, on a temporary basis and for defensive purposes, up to 100% of its net assets in liquidities, such as cash deposits, money market UCIs (within the related above-mentioned 10% limit) and Money Market Instruments.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the USD. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being the following Classes are available in the Sub-Fund, with the following characteristics:

Share Class	Argos Funds – Accessible Clean Energy Fund A (acc)[1]	Argos Funds – Accessible Clean Energy Fund B (acc)[1]	Argos Funds – Accessible Clean Energy Fund C (acc)[1]	Argos Funds – Accessible Clean Energy Fund D (acc)[1]
Sub-Classes available	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD
Target investors	Financial intermediaries, family offices and Retail Investors	Institutional Investors	Institutional Investors	Financial intermediaries, family offices and Retail Investors
Minimum Subscription and Holding Amount (USD or equivalent)	10,000	1,500,000	5,000,000	100
Subscription Fee	Max. 3% of the Net Asset Value per Share	Max. 3% of the Net Asset Value per Share	Max. 3% of the Net Asset Value per Share	Max. 3% of the Net Asset Value per Share
Global Management Fee	Max. 1.5% of the Net Asset Value per Share	Max. 1.5% of the Net Asset Value per Share	Max. 1% of the Net Asset Value per Share	Max. 2.25% of the Net Asset Value per Share
Redemption Fee	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share	Max. 0.5% of the Net Asset Value per Share
Conversion Fee	Max.1% of the Net Asset Value per Share	Max.1% of the Net Asset Value per Share	Max.1% of the Net Asset Value per Share	Max.1% of the Net Asset Value per Share
Performance Fee	12% over a hurdle rate subject to a High Water Mark (See Section 10.2 below)	12% over a hurdle rate subject to a High Water Mark (See Section 10.2 below)	12% over a hurdle rate subject to a High Water Mark (See Section 10.2 below)	12% over a hurdle rate subject to a High Water Mark (See Section 10.2 below)

[1] (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class denominated in a currency other than the CHF, EUR, GBP, SEK and the USD respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class will use financial derivative instruments and other techniques and instruments to protect the CHF, EUR, GBP, SEK and the USD Sub-Classes' assets against foreign exchange fluctuations. The Board intends to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class.

4. INITIAL OFFERING DATE

The Sub-Fund is currently not open for subscriptions and will be launched upon decision of the Board.

5. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for Shares, in amounts and number of Shares, are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 8 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in EUR, CHF, GBP, SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 8 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

6. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in EUR, CHF, GBP, SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee as set out under Section 3 of this Special Section may be levied upon redemptions of Shares of the Sub-Fund. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

7. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A Conversion Fee in favour of the original Sub-Fund, Class or Sub-Class as set out under Section 3 of this Special Section may be levied to cover conversion costs.

8. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, two (2) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, two (2) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund • before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	Each Business Day
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days after the relevant Valuation Day Redemption: within five (5) Business Days after the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

9. INVESTMENT MANAGER, SUB-INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (France) S.A.S. as sub-investment manager of the Sub-Fund (the **Sub-Investment Manager**). The Sub-Investment Manager is a company having its registered office at 39 avenue d'Iéna, 75116 Paris, France and regulated and authorised under number GB-14000016 by the *Autorité des Marchés Financiers* (**AMF**).

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

10. GLOBAL MANAGEMENT FEE AND PERFORMANCE FEE

10.1 Global Management Fee

The aggregate amount of fees (to the exclusion of the Fixed Fee and the Performance Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Sub-Investment Manager and the Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

10.2 Performance Fee

In addition to the Global Management Fee, the Sub-Investment Manager will receive out of the assets of the Sub-Fund attributable to all Classes of Shares, a performance fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value (NAV), equivalent to such percentage as set out in respect of the relevant Class in Section 3 of this Special Section of the performance of the NAV per Share measured against the High Water Mark (as defined below) over a hurdle rate of 10% p.a. pro rata temporis, calculated since the last Performance Fee payment.

The Performance Fee is calculated on the basis of the NAV after deduction of all Expenses, liabilities and the Global Management Fee (but not the Performance Fee) and is adjusted to take account of all subscriptions and redemptions.

The Performance Fee is equal to the outperformance of the NAV per Share multiplied by the number of Shares in circulation during the calculation period. No Performance Fee will be due if the NAV per Share before Performance Fee turns out to be below the High Water Mark for the calculation period in question.

The **High Water Mark** is defined as the greater of the following two figures:

- the highest NAV per Share on which a Performance Fee has been paid; or
- the initial NAV per Share.

The High Water Mark will be decreased by the dividends paid to Shareholders.

Provision will be made for this Performance Fee on each Valuation Day. If the NAV per Share decreases during the calculation period, 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.

If Shares are redeemed on a date other than that on which a Performance Fee is paid while provision has been made for Performance Fees, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date. Gains which have not been realised may be taken into account in the calculation and payment of Performance Fees.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of Performance Fee accruals. To perform this adjustment, the outperformance of the NAV per Share against the hurdle rate until the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is equal to the product of the number of subscribed shares by the positive difference between the subscription price and the High Water Mark adjusted by the hurdle at the date of the subscription. This cumulated adjustment amount is used in the Performance Fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Each calendar quarter will be a calculation period.

Performance Fees are payable within 20 Business Days following the end of the relevant quarter.

The formula for the calculation of the Performance Fee is as follows:

$$F = 0 \quad \text{If } [(B / E - 1) - T * G / 365] <= 0$$

F	=	[(B / E – 1) – T * G / 365] * E * C * A If [(B / E – 1) – T * G / 365] > 0
The new High Water Mark	=	if F>0; D If F=0 ; E
Number of Shares outstanding	=	A
NAV per Share before performance	=	B
Performance Fee rate (12%)	=	C
NAV per Share after performance	=	D
High Water Mark	=	E
Performance Fees	=	F
Number of days since the last Performance Fee payment	=	G
Hurdle rate (10%)	=	T

11. RISK MANAGEMENT

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

12. PROFILE OF THE TYPICAL INVESTOR

This Sub-Fund is suitable for investors seeking long-term growth through capital appreciation while following a diversified and socially responsible investment strategy and who want to participate in the growth of companies within the clean energy sector around the world. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the stock market, who have an investment horizon of at least three to five years, and who seek liquid investment opportunities in the clean energy sector.

13. SPECIFIC RISK FACTORS

This Sub-Fund is exposed to the risks described in Section 7 of the General Section.

SPECIAL SECTION XIII: ARGOS FUNDS – NEW EUROPE

This Special Section is valid only if accompanied by the Prospectus. This Special Section only relates to Argos Funds – New Europe (the **Sub-Fund**).

1. INVESTMENT OBJECTIVE AND POLICY

The objective of the Sub-Fund is to maximise long term capital growth by investing mainly in equities and equity related securities (such as depositary receipts (ADRs, GDRs), close-ended real estate investment trusts (**REITs**)) of companies which are domiciled, headquartered or exercise the predominant part of their economic activity in the countries across Eastern/"New" Europe. A wide definition of Eastern Europe will be applied in this respect including Albania, Armenia, Austria, Azerbaijan, Belarus, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Estonia, Finland, Georgia, Greece, Hungary, Kazakhstan, Israel, Latvia, Lithuania, Macedonia, Malta, Moldova, Montenegro, Poland, Romania, Russia, Serbia, Slovakia, Slovenia, Turkey, Turkmenistan, and Ukraine.

The Sub-Fund will aim to exploit valuation inefficiencies in the market using a fundamental approach and investing in companies which are, at the time of purchase, substantially undervalued and where the risk/reward profile provides interesting opportunities. The Sub-Fund will invest across different ranges of market capitalisation, including small, medium and large capitalisation, but it is expected that the majority of investments will be in the small/mid-cap range (EUR 50 million to EUR 10 billion), though at times investments may be made in less liquid micro-cap situations. For the purpose of this Special Section, the terms "micro-cap", "small-cap", "mid-cap" and "large-cap" are to be understood as follows:

- micro-cap: capitalisation below EUR 50 million;
- small-cap: capitalisation from EUR 50 million (included) to EUR 500 million (included);
- mid-cap: capitalisation from EUR 500 million (excluded) to EUR 10 billion (included); and
- large–cap: capitalisation above EUR 10 billion.

The Sub-Fund will:

- only invest in listed companies;
- not invest more than 20% of its net assets in micro-cap companies; nor
- not invest more than 10% of its net assets in shares or units of UCITS and other UCIs.

The Sub-Fund is authorised to invest on an ancillary basis in other Eligible Investments (such as, but not limited to, investment grade, non-investment grade and high yield debt securities) in accordance with the authorised investments set out in under Section 5 of the General Section.

For hedging and for investment purposes, the Sub-Fund may use all types of financial derivative instruments traded on a Regulated Market and/or OTC provided they are contracted with First Class Institutions. Investors should refer to Sections 7.4 to 7.13 of the General Section for special risk considerations applicable to financial derivative instruments and EPM Techniques.

The Sub-Fund may hold cash on an ancillary basis.

The Sub-Fund will not invest in Distressed or Defaulted Debt Securities. However, securities in which the Sub-Fund invests may be downgraded and as a result the Sub-Fund may hold Distressed or Defaulted Debt Securities. The Sub-Fund may keep such downgraded debt securities and sell them on a discretionary basis, according to the conditions on the relevant market and its related forecasts. The Sub-Fund may hold debts which have become Distressed or Defaulted Debt Securities as long as they do not represent more than 10% of the Sub-Fund's net assets.

2. REFERENCE CURRENCY

The Reference Currency of the Sub-Fund and of all Classes within the Sub-Fund is the Euro. However, the Net Asset Value of each Sub-Class will be calculated and subscriptions and redemptions in each Sub-Class will be made in the currency of the Sub-Class concerned.

3. CLASSES AND SUB-CLASSES AVAILABLE

For the time being the following Classes are available in the Sub-Fund, with the following characteristics:

Share Class	**Argos Funds –New Europe A (acc)**[1]	**Argos Funds –New Europe B (acc)**[1]	**Argos Funds –New Europe C (acc)**[1]	**Argos Funds –New Europe D (acc)**[1]
Sub-Classes available	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD	EUR CHF GBP SEK USD
Target investors	Financial intermediaries, family offices and Retail Investors	Institutional Investors	Institutional Investors	Retail Investors
Initial Subscription Price (EUR or equivalent)	100	100	100	100
Minimum Subscription and Holding Amount (EUR or equivalent)	10,000	5,000,000	10,000,000	5,000
Subscription Fee	Nil	Nil	Nil	Nil
Global Management Fee	Max. 1.75% p.a. of the Net Asset Value per Share	Max. 1.50% p.a. of the Net Asset Value per Share	Max. 1.25% p.a. of the Net Asset Value per Share	Max. 2.25% p.a. of the Net Asset Value per Share
Redemption Fee	Max. 5.0% of the Net Asset Value per Share[2]	Max. 5.0% of the Net Asset Value per Share[2]	Max. 5.0% of the Net Asset Value per Share[2]	Max. 5.0% of the Net Asset Value per Share[2]
Conversion Fee	Max. 5.0% of the Net Asset Value per Share[3]	Max. 5.0% of the Net Asset Value per Share[3]	Max. 5.0% of the Net Asset Value per Share[3]	Max. 5.0% of the Net Asset Value per Share[3]
Performance Fee	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)	12.5% over a hurdle rate subject to a high water mark (see Section 9.2 below)

[1] (acc) refers to an accumulation Class, provided that each year, the Board may propose to the holders of accumulation Shares at the annual general meeting the payment of a dividend in compliance with Luxembourg law.

[2] This Redemption Fee may be reduced to 0.5% of the NAV per Share in accordance with the last paragraph of Section 5 of this Special Section.

[3] This Conversion Fee may be reduced to 0.5% of the NAV per Share in accordance with the last paragraph of Section 6 of this Special Section.

The Company will aim at hedging assets of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class denominated in a currency other than the CHF, EUR, GBP, SEK and the USD respectively. Costs and expenses incurred in hedging transactions shall be paid for by the Sub-Class concerned. To this end, the Company, on behalf of the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class will use financial derivative instruments and other techniques and instruments to protect the CHF, EUR, GBP, SEK and the USD Sub-Classes' assets against foreign exchange fluctuations. The Board intends to hedge systematically at least two-thirds of the assets in the CHF Sub-Class, the EUR Sub-Class, the GBP Sub-Class, the SEK Sub-Class and the USD Sub-Class.

4. ONGOING SUBSCRIPTIONS

Subscriptions to the Sub-Fund's Shares must be made using the documents available from the registered offices of the Company, the Global Distributor or a sub-distributor.

Subscriptions for Shares, in amounts and number of Shares, are accepted on each Valuation Day. Eligible Investors must submit a complete written and signed subscription request to the Administrative Agent to be received by the Administrative Agent by the Subscription Cut-off as set out under Section 7 of this Special Section. Any subscription requests received after the subscription deadline on the relevant Valuation Day will be deferred to the next Valuation Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the NAV Calculation Day immediately following such next Valuation Day.

Payments for subscriptions must be received, in CHF, in EUR or in SEK, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Subscription Fee as set out under Section 3 of this Special Section may be levied upon subscription for Shares of the Sub-Fund.

5. REDEMPTION

Shares in the Sub-Fund may be redeemed on each Valuation Day. Investors must submit a complete written and signed Redemption Request to be received by the Administrative Agent, the Global Distributor or a sub-distributor by the Redemption Cut-off as set out under Section 7 of this Special Section. Redemption requests received after the Redemption Cut-off will be processed on the next following Valuation Day.

Redemption proceeds will be paid by the Depositary (on behalf of the Company) in EUR, CHF, GBP, SEK or in USD, depending on the Sub-Class concerned, by the Payment Deadline as set out under Section 7 of this Special Section.

A Redemption Fee of up to five percent (5%), payable to the Sub-Fund, will be levied on the amount to be paid to the Shareholder, as set out under Section 3 of this Special Section. This Redemption Fee will be reduced to zero point five percent (0.5%) if the Redemption Request is received by the Administrative Agent before 4 p.m., thirty (30) calendar days before the relevant Valuation Day. For the avoidance of doubt, Shareholders willing to benefit from this reduced Redemption Fee must clearly indicate in their Redemption Request the applicable Valuation Day on which their Shares will be redeemed. Redemption proceeds may be converted into any freely convertible currency at a Shareholder's request and at his own expense.

6. CONVERSION

Shares in the Sub-Fund may be converted in respect of each Valuation Day.

Shareholders in the Sub-Fund may convert all or part of their Shares into Shares of another Sub-Fund, Class or Sub-Class in accordance with Section 11 of the General Section.

Conversion requests for Shares of another Sub-Fund must be received by the Administrative Agent before the Redemption Cut-off of the relevant divested Class. Conversion requests for Shares of other Classes available into the Sub-Fund must be received by the Administrative Agent before the Subscription Cut-off of the invested Class. Conversion requests received after the relevant deadline will be processed on the next following Valuation Day.

Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

A conversion requests for Shares of another Sub-Fund will be subject to a Conversion Fee of up to five percent (5%), payable to the original Sub-Fund to cover conversion cost, as set out under Section 3 of this Special Section. This Conversion Fee will be reduced to zero point five percent (0.5%) if (i) the conversion request is received by the Administrative Agent before 4 p.m., thirty (30) calendar days before the relevant Valuation Day. For the avoidance of doubt, Shareholders willing to benefit from this reduced Conversion Fee must clearly indicate in their conversion request the applicable Valuation Day on which their Shares will be converted or if (ii) the conversion request is a conversion request for Shares of other Classes available in the Sub-Fund.

7. CUT-OFF, VALUATION DAY, CALCULATION DAY AND PAYMENT DEADLINE

Cut-off	Subscription Cut-off: 4 p.m. CET, one (1) Business Day before the relevant Valuation Day Redemption Cut-off: 4 p.m. CET, nine (9) Business Days before the relevant Valuation Day Conversion Cut-off(*): • before 4 p.m. CET, nine (9) Business Days before the relevant Valuation Day for conversion requests for Shares of another Sub-Fund • before 4 p.m. CET, one (1) Business Day before the relevant Valuation Day for conversion requests for Shares of other Classes available in the Sub-Fund
Valuation Day	Each Friday, the last calendar day of each month and any other date as may be determined by the Board from time to time
NAV Calculation Day	The first Business Day following the relevant Valuation Day
Payment Deadline	Subscription: within two (2) Business Days after the relevant Valuation Day Redemption: within four (4) Business Days after the relevant Valuation Day

(*) Conversions of Shares between Sub-Funds with different Valuation Days or NAV Calculation Days are not allowed.

8. INVESTMENT MANAGER AND INVESTMENT ADVISER

The Investment Manager has appointed, with the consent of the Company and the Management Company, Quaero Capital (Luxembourg) S.A. with registered office at 4, rue de l'Eau, L-1449 Luxembourg as investment adviser of the Sub-Fund (the **Investment Adviser**).

9. GLOBAL MANAGEMENT FEE AND PERFORMANCE FEE

9.1 Global Management Fee

The aggregate amount of fees (to the exclusion of the Performance Fee and the Fixed Fee) payable out of the assets of the Sub-Fund to the Investment Manager (including in its capacity as Global Distributor) is disclosed in respect of each Class in Section 3 of this Special Section as the **Global Management Fee**. The Global Management Fee is based on the average value of the Net Asset Value of the Sub-Fund over the relevant period and is payable quarterly in arrears.

The Investment Adviser will be remunerated by the Investment Manager out of the Global Management Fee.

9.2 Performance fee

In addition to the Global Management Fee, the Sub-Investment Manager will receive out of the assets of the Sub-Fund attributable to all Classes of Shares, a performance fee, accrued on each Valuation Day, paid quarterly, based on the Net Asset Value (**NAV**), equivalent to 12.5% of the performance of the NAV per Share measured against the High Water Mark (as defined below) over a hurdle rate of 5% p.a. *pro rata temporis*, calculated since the last Performance Fee payment.

The Performance Fee is calculated on the basis of the NAV after deduction of all Expenses, liabilities and the Global Management Fee (but not the Performance Fee) and is adjusted to take account of all subscriptions and redemptions.

The Performance Fee is equal to the outperformance of the NAV per Share multiplied by the number of Shares in circulation during the calculation period. No Performance Fee will be due if the NAV per Share before Performance Fee turns out to be below the High Water Mark for the calculation period in question.

The **High Water Mark** is defined as the greater of the following two figures:

- the highest NAV per Share on which a Performance Fee has been paid; or
- the initial NAV per Share.

The High Water Mark will be decreased by the dividends paid to Shareholders.

Provision will be made for this Performance Fee on each Valuation Day. If the NAV per Share decreases during the calculation period, 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.

If Shares are redeemed on a date other than that on which a Performance Fee is paid while provision has been made for Performance Fees, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date. Gains which have not been realised may be taken into account in the calculation and payment of Performance Fees.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of Performance Fee accruals. To perform this adjustment, the outperformance of the NAV per Share against the hurdle rate until the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is equal to the product of the number of subscribed shares by the positive difference between the subscription price and the High Water Mark adjusted by the hurdle at the date of the subscription. This cumulated adjustment amount is used in the Performance Fee calculation until the end of the relevant period and is adjusted in case of subsequent redemptions during the period.

Each calendar quarter will be a calculation period.

Performance Fees are payable within 20 Business Days following the end of the relevant quarter.

The formula for the calculation of the Performance Fee is as follows:

F	=	0 If [(B / E – 1) – T * G / 365] <= 0
F	=	[(B / E – 1) – T * G / 365] * E * C * A If [(B / E – 1) – T * G / 365] > 0
The new High Water Mark	=	if F>0; D If F=0 ; E
Number of Shares outstanding	=	A
NAV per Share before performance	=	B
Performance Fee rate (12.5%)	=	C
NAV per Share after performance	=	D
High Water Mark	=	E
Performance Fees	=	F
Number of days since the last Performance Fee payment	=	G
Hurdle rate (5%)	=	T

10. RISK MANAGEMENT

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

11. PROFILE OF THE TYPICAL INVESTOR

This is a specialist equity sub-fund designed to give exposure to companies based or operating in the countries across Eastern/"New" Europe. Although such companies have often produced high returns for investors, they have historically been less liquid and carry a higher risk of financial distress than larger blue chip companies. Therefore, investors in this Sub-Fund should be comfortable with its potential to be substantially more volatile than core large-cap biased equity sub-funds.

Furthermore, the Sub-Fund uses a strong "value"-based approach to investing in companies and the level of company, stock and sector weightings are not determined with reference to any index.

Also, investors should be aware that the Sub-Fund is investing in markets, which may be subject to additional political and economic risks, while stocks can be negatively impacted by low liquidity, poor transparency and greater financial risks. Investments in securities of issuers of in the target market countries are more speculative and subject to greater risk than those in securities of issuers of developed countries. Eastern/"New" European markets may be volatile and illiquid and the investments of the Sub-Fund in such markets may be subject to significant delays in settlement. The risk of significant fluctuations in the net asset value and of the suspension of redemptions in the Sub-Fund may be higher than for Sub-Funds investing in major world markets. In addition, there may be a higher than usual risk of political, economic, social and religious instability and adverse changes in government regulations and laws in less developed or emerging markets. The assets of the Sub-Fund, as well as the income derived therefrom, may also be affected unfavourably by fluctuations in currency rates and exchange control and tax regulations and consequently the net asset value of the Sub-Fund's Shares may be subject to significant volatility. Some of these Eastern/"New" European markets may not be subject to accounting, auditing and financial reporting standards and practices comparable to those of more developed countries and the securities markets of such markets may be subject to unexpected closure. In addition, there may be less government supervision, legal regulation and less well defined tax laws and procedures than in countries with more developed securities markets.

The Sub-Fund may, therefore, be suitable for investors with at least a five-year investment horizon looking for a specialised micro capitalisation equity strategy to complement an existing core portfolio, but who are comfortable with a return profile that may vary considerably from that of most European equity funds.

Shareholders should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

12. SPECIFIC RISK FACTORS

This Sub-Fund is exposed to the risks described in Section 7 of the General Section. The Sub-Fund is also exposed to the following specific risk factors:

12.1 High-yield securities

The Sub-Fund will invest substantially in high-yield securities. Such securities are generally not exchange traded and, as a result, these instruments trade in a smaller secondary market than exchange-traded bonds. In addition, the Sub-Fund may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments (if the Sub-Fund chooses to do so). High-yield securities that are below investment grade or unrated face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities, which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

12.2 Distressed Debt Securities

The Sub-Fund may hold Distressed Debt Securities or Defaulted Debt Securities as a result of securities being downgraded. For debt securities that are defaulted or distressed, payments of interest or of principal may or may not be assumed but there could be other opportunities to generate a positive return from an investment. The Sub-Fund may hold Distressed Debt Securities or Defaulted Debt Securities which are subject to a significant risk of the issuer's inability to meet principal and interest payments on the obligations and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity risk. The risk of loss due to default may also be considerably greater with lower-quality securities because they are generally unsecured and are often subordinated to other creditors of the issuer.

The issuers of debt securities may default on their obligations, whether due to insolvency, bankruptcy, fraud or other causes and their failure to make the scheduled payments could cause the Sub-Fund to suffer significant losses, which may lower its Net Asset Value.

The Sub-Fund will therefore be subject inter alia to credit, liquidity and interest rate risks. In addition, evaluation of credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Also, the market for debt securities may be inefficient and illiquid, making it difficult to accurately value financial instruments. Evaluating investments in distressed securities is highly complex and there is no assurance that the Sub-Fund will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganisation or similar action.

Defaulted Debt Securities tend to lose much of their value before they default. Thus, the Sub-Fund’s Net Asset Value may be adversely affected before an issuer defaults. In addition, the Sub-Fund may incur additional expenses if it must try to recover principal or interest payments on a defaulted or distressed security.

12.3 Contingent convertible bonds (CoCos)

The Sub-Fund may invest in contingent convertible bonds (**CoCos**), i.e., subordinated contingent capital securities or instruments issued by banking/insurance institutions to increase their capital buffers in the framework of new banking/insurance regulations. Under the terms of a CoCos, certain triggering events, including events under the control of the management of the CoCos’ issuer, could cause the permanent write-down to zero of principal investment and/or accrued interest, or a conversion to equity. These triggering events may include (i) a deduction in the issuing bank’s Core Tier 1/Common Equity Tier 1 (CT1/CET1) ratio (or other capital ratios) below a pre-set limit, (ii) a regulatory authority, at any time, making a subjective determination that an institution is “nonviable”, i.e., a determination that the issuing bank requires public sector support in order to prevent the issuer from becoming insolvent, bankrupt, unable to pay a material part of its debts as they fall due or otherwise carry on its business and requiring or causing the conversion of the CoCos into equity in circumstances that are beyond the control of the issuer or (iii) a national authority deciding to inject capital.

For more information about this specific risk factor please refer to Section 7.10 of the General Section.

12.4 Investments in emerging countries

This Sub-Fund invests primarily in equity of companies based or operating in Eastern/"New" Europe. As the Sub-Fund invests in equities, investors are exposed to stock market fluctuations and the financial performance of the companies held in the Sub-Fund's portfolio. Therefore, investors may see the value of their investment fall as well as rise on a daily basis, and they may get back less than they originally invested.

Because the portfolio is invested in very small companies, which tend to be less liquid and carry greater financial risk, volatility may be higher than in a typical European equity fund.

12.5 Currency risks

This Sub-Fund is denominated in EUR, but will have exposure to other currencies.

Shareholders should be aware of the currency risk which may affect the portfolio of the Sub-Fund. Notwithstanding the last paragraph of Section 3 of this Special Section, the Company, the Management Company, the Investment Manager and the Investment Adviser do not intend to systematically hedge investments denominated in another currency against the Euro.