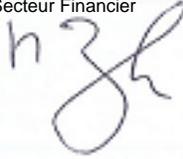


**MAZE UCITS**  
Société d'Investissement à Capital Variable  
Luxembourg

**VISA 2021/162622-3267-0-PC**  
L'apposition du visa ne peut en aucun cas servir  
d'argument de publicité  
Luxembourg, le 2021-03-01  
Commission de Surveillance du Secteur Financier

A handwritten signature in blue ink, appearing to be 'h3h', is written over the official stamp area.

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**Sub-Fund "Maze UCITS – Tikehau Strategic Focus High Yield Fund"**

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**Prospectus**

**FEBRUARY 2021**

## INTRODUCTION

**MAZE UCITS** (the "Fund") is a Luxembourg open-ended investment company established as a *société d'investissement à capital variable* (investment company with variable capital) formed as a *société anonyme* (public limited company) in accordance with the Luxembourg law of 17 December 2010 concerning undertakings for collective investment as may be amended from time to time (the "Law of 2010").

The Fund is subject, in particular, to the provisions of Part I of the Law of 2010 which relate specifically to undertakings for collective investment in transferable securities as defined by the European Directive of 13 July 2009 (2009/65/EC) as may be amended from time to time (the "UCITS Directive"). The Fund was created on 21 December 2001 under the name of "Target Asia Fund (Luxembourg)".

The Fund is registered on the official list of undertakings for collective investment pursuant to the Law of 2010. However, such registration shall not, under any circumstances, be described in any way whatsoever as a positive assessment made by the Luxembourg supervisory authority, the *Commission de Surveillance du Secteur Financier* (the "CSSF"), of the quality of the shares offered for sale by the Fund (the "Shares").

The Fund is offering Shares of one or several separate sub-funds (individually a "Sub-Fund", collectively the "Sub-Funds") on the basis of the information contained in this prospectus (the "Prospectus") and in the documents referred to herein. No person is authorised to give any information nor to make any representations concerning the Fund other than as contained in the Prospectus and in the documents referred to herein, and any purchase made by any person on the basis of statements or representations not contained in or inconsistent with the information and representations contained in the Prospectus shall be solely at the risk of the purchaser. Neither the delivery of the Prospectus nor the offer, sale or issue of Shares shall under any circumstances constitute a representation that the information given in the Prospectus is correct as at any time subsequent to the date hereof. An Addendum or updated Prospectus shall be provided, if necessary, to reflect material changes to the information contained herein.

The distribution of the Prospectus is not authorised unless it is accompanied by the most recent annual and semi-annual reports of the Fund, if any. Such report or reports are deemed to be an integral part of the Prospectus.

The Shares to be issued hereunder may be of several different classes or categories which relate to several separate Sub-Funds. For each Sub-Fund, the board of directors of the Fund (the "Board of Directors") may decide at any time to issue different classes of Shares (individually a "Class", collectively the "Classes") or categories of Shares (individually a "Category", collectively the "Categories") whose assets will be invested jointly according to the Sub-Fund's specific investment policy, but with specific features applicable to each Class or Category. Shares of the different Sub-Funds may be issued, redeemed and converted at prices computed on the basis of the net asset value per Share (the "Net Asset Value" or "NAV") of the relevant Class, Category or Sub-Fund, as defined in the articles of incorporation of the Fund (the "Articles").

In accordance with the Articles, the Board of Directors may issue an unlimited number of Shares in each Sub-Fund. A separate portfolio of assets is maintained for each Sub-Fund and is invested in accordance with the investment objective applicable to the relevant Sub-Fund. As a result, the Fund is an "umbrella fund" enabling investors to choose between one or more investment objectives by investing in one or more Sub-Funds. Investors may choose which Sub-Fund best suits their specific risk and return expectations as well as their diversification needs.

The Fund may be comprised of multiple Sub-Funds, each Sub-Fund corresponding to a distinct part of the assets and liabilities of the Fund.

The Fund currently offers the following Sub-Fund:

- MAZE UCITS – Tikehau Strategic Focus High Yield Fund

The Board of Directors may, at any time, create additional Sub-Funds, whose investment objectives may differ from those of the Sub-Funds then existing. Upon creation of new Sub-Funds, the Prospectus will be updated accordingly. The same applies in case of creation of Classes or Categories.

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

The distribution of the Prospectus and the offering of the Shares may be restricted in certain jurisdictions. The Prospectus does not constitute an offer or solicitation in a jurisdiction where to do so is unlawful or where the person making the offer or solicitation is not qualified to do so or where a person receiving the offer or solicitation may not lawfully do so. It is the responsibility of any person in possession of the Prospectus and of any person wishing to apply for Shares to inform himself or herself of and to observe all applicable laws and regulations of relevant jurisdictions.

The Shares have not been registered under the United States Securities Act of 1933, as amended (the "1933 Act"); they may therefore not be publicly offered, sold, transferred or delivered, directly or indirectly, in the USA, or in any of its territories subject to its jurisdiction or to or for the benefit of a US Person as such expression is defined by the Articles and hereinafter. The Shares are not being offered in the USA, and may be so offered only pursuant to an exemption from registration under the 1933 Act and with the consent of the Fund, and have not been registered with the Securities and Exchange Commission or any state securities commission nor has the Fund been registered under the Investment Company Act of 1940, as amended (the "1940 Act"). No transfer or sale of the Shares shall be made unless, among other things, such transfer or sale is exempt from the registration requirement of the 1933 Act and any applicable state securities laws or is made pursuant to an effective registration statement under the 1933 Act and such state securities laws and would not result in the Fund becoming subject to registration or regulation under the 1940 Act. Shares may furthermore not be sold or held either directly or indirectly by nor to the benefit of, among others, a citizen or resident of the USA, a partnership organized or existing in any state, territory or possession of the USA or other areas subject to its jurisdiction, an estate or trust the income of which is subject to United States federal income tax regardless of its source, or any corporation or other entity organized under the laws of or existing in the USA or any state, territory or possession thereof or other areas

subject to its jurisdiction (a "US Person"). The sale and transfer of Shares to US Persons is restricted and the Fund may redeem Shares held by a US Person or refuse to register any transfer to a US Person as it deems appropriate to assure compliance with the 1933 Act and furthermore with the Foreign Account Tax Compliance Act.

The Foreign Account Compliance Act ("FATCA"), a portion of the 2010 Hiring Incentives to Restore Employment Act, became law in the United States in 2010. It requires financial institutions outside the US ("foreign financial institutions" or "FFIs") to pass information about "Financial Accounts" held by "Specified US Persons", directly or indirectly, to the US tax authorities, the Internal Revenue Service ("IRS") on an annual basis. A 30% withholding tax is imposed on certain US source income of any FFI that fails to comply with this requirement. On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States of America and a memorandum of understanding in respect thereof. The Fund would hence have to comply with such Luxembourg IGA as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the "FATCA Law") in order to comply with the provisions of FATCA Law rather than directly complying with the US Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, the Fund may be required to collect information aiming to identify its direct and indirect shareholders that are Specified US Persons for FATCA purposes ("FATCA reportable accounts"). Any such information on FATCA reportable accounts provided to the Fund will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996. The Fund intends to comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Fund. The Fund will continually assess the extent of the requirements that FATCA and notably the FATCA Law place upon it.

To ensure the Fund's compliance with FATCA, the FATCA Law and the Luxembourg IGA in accordance with the foregoing, the Management Company (as defined hereafter) of the Fund may:

- a) request information or documentation, including W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain such shareholder's FATCA status;
- b) report information concerning a shareholder and his account holding in the Fund to the Luxembourg tax authorities if such account is deemed a FATCA reportable account under the FATCA Law and the Luxembourg IGA;
- c) report information to the Luxembourg tax authorities (*Administration des Contributions Directes*) concerning payments to shareholders with FATCA status of a non-participating foreign financial institution;
- d) deduct applicable US withholding taxes from certain payments made to a shareholder by or on behalf of the Fund in accordance with FATCA, the FATCA Law and the Luxembourg IGA; and

- e) divulge any such personal information to any immediate payor of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

The Prospectus may not be delivered to ineligible investors or to any person who may not legally be able to receive it or in respect of whom a sales solicitation is unlawful (collectively the "unauthorised persons").

The Board of Directors will demand the immediate refunding of the Shares bought or held by an unauthorised person, including by investors who would have become unauthorised persons after the acquisition of the Shares.

Shareholders shall notify the Fund and/or the Registrar and Transfer Agent (as defined hereafter) i) if they become unauthorised persons or ii) if they hold Shares in the Fund in breach of the applicable laws and regulations, the Prospectus or the Articles, or iii) in any circumstances which may affect the taxation of and/or have legal and/or regulatory consequences for the Fund or the shareholders or which may otherwise have a negative impact on the Fund or the other shareholders.

The value of the Shares may fall as well as rise and a shareholder on transfer or redemption of Shares may not get back the amount he or she initially invested. Income from the Shares may fluctuate in money terms and changes in rates of exchange may cause the value of Shares to go up or down. The levels and basis of, and reliefs from, taxation may change. There can be no assurance that the investment objectives of the Fund will be achieved.

Investors should inform themselves and should take appropriate advice on the legal requirements as to possible tax consequences, foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their citizenship, residence or domicile and which might be relevant to the subscription, purchase, holding, conversion, redemption or disposal of the Shares.

All references in the Prospectus to:

- "EUR", "Euro" or "euros" or "€" refers to the currency of the European Union Member States participating in the single currency;
- "USD" refers to the currency of the United States of America;
- "Business Day" refers to any full day on which banks are open for business in Luxembourg.

Copies of the Prospectus can be obtained on the conditions indicated above from the Fund's registered office or from the Management Company's registered office.

### **Enquiries or Complaints**

Any investor enquiries or complaints should be submitted to the Management Company at the following email address: [compliance@aaml.lu](mailto:compliance@aaml.lu) and any response will be made in writing. The complaints handling policy established by the Management Company may be requested by contacting the Management Company at the email address [compliance@aaml.lu](mailto:compliance@aaml.lu) or fax number +352 27 12 54 84, or through the following website: [www.andbank.lu](http://www.andbank.lu)

## Data protection

Any information concerning Shareholders (the “Personal Data”) and other related natural persons (together “the Data Subjects”), provided to, or collected by or on behalf of the Fund and the Management Company (directly from Data Subjects or from publicly available sources) will be processed by the latter as joint data controllers (the “Controllers” – contact details available at the registered office of the Fund in compliance with applicable data protection laws, in particular Regulation (EU) 2016/679 of 27 April 2016, the “General Data Protection Regulation” (together the “Data Protection Legislation”).

Failure to provide certain requested Personal Data may result in the impossibility to invest or maintain Shares in the Fund.

Personal Data will be processed by the Controllers and disclosed to, and processed by, services providers acting as processors on behalf of the Controllers such as the Registrar and Transfer Agent, the Administrative Agent, the Paying Agent, the Auditor, legal and financial advisers and when applicable the Distributor and its appointed sub-distributors if any. (the “Processors”) for the purposes of (i) offering and managing investments and performing the related services (ii) developing and processing the business relationship with the Processors, and (iii) if applicable direct or indirect marketing activities (the “Purposes”).

Personal Data will also be processed by the Controllers and Processors to comply with legal or regulatory obligations applicable to them such as cooperation with, or reporting to, public authorities including but not limited to legal obligations under applicable fund and company law, anti-money laundering and counter terrorist financing (“AML-CTF”) legislation, prevention and detection of crime, tax law such as reporting to the tax authorities under FATCA, the Common Reporting Standard (“CRS”) or any other tax identification legislation to prevent tax evasion and fraud as applicable (the “Compliance Obligations”). The Controllers and/or the Processors may be required to report information (including name and address, date of birth and tax identification number (“TIN”), account number, balance on account, (the “Tax Data”) to the Luxembourg tax authorities (*Administration des contributions directes*) which will exchange this information with the competent authorities in permitted jurisdictions (including outside the European Economic Area) for the purposes provided for in FATCA and CRS or equivalent Luxembourg legislation. It is mandatory to answer questions and requests with respect to the Data Subjects’ identification and Shares held in the Fund and, as applicable, FATCA and/or CRS and failure to provide relevant Personal Data requested by the Controllers or the Processors in the course of their relationship with the Fund may result in incorrect or double reporting, prevent them from acquiring or maintaining their Shares in the Fund and may be reported to the relevant Luxembourg authorities.

In certain circumstances, the Processors may also process Personal Data of Data Subjects as controllers, in particular for compliance with their legal obligations in accordance with laws and regulations applicable to them (such as anti-money laundering identification) and/or order of any competent jurisdiction, court, governmental, supervisory or regulatory bodies, including tax authorities.

Communications (including telephone conversations and e-mails) may be recorded by the Controllers and Processors including for record keeping as proof of a transaction or related communication in the event of a disagreement and to enforce or defend the Controllers’ and Processors’ interests or rights in compliance with any legal obligation to which they are subject. Such recordings may be produced in court or other legal proceedings and permitted as evidence with the same value as a written document and will be retained for a period of 10 years starting

from the date of the recording. The absence of recordings may not in any way be used against the Controllers and Processors.

Personal Data of Data Subjects may be transferred outside of the European Union (including to Processors), in countries which are not subject to an adequacy decision of the European Commission and which legislation does not ensure an adequate level of protection as regards the processing of personal data.

Insofar as Personal Data is not provided by the Data Subjects themselves the Shareholders represent that they have authority to provide such Personal Data of other Data Subjects. If the Shareholders are not natural persons, they undertake and warrant to (i) adequately inform any such other Data Subject about the processing of their Personal Data and their related rights as described in the Prospectus and (ii) where necessary and appropriate, obtain in advance any consent that may be required for the processing of the Personal Data.

Personal Data of Data Subjects will not be retained for longer than necessary with regard to the Purposes and Compliance Obligations, in accordance with applicable laws and regulations, subject always to applicable legal minimum retention periods.

Detailed data protection information is contained in the information notice, in particular in relation to the nature of the Personal Data processed by the controllers and Processors, the legal basis for processing, recipients, safeguards applicable for transfers of Personal Data outside of the European Union and the rights of Data Subjects (including the rights to access to or have Personal Data about them rectified or deleted, ask for a restriction of processing or object thereto, right to portability, right to lodge a complaint with the relevant data protection supervisory authority and right to withdraw consent after it was given, etc.) and how to exercise them.

The full information notice is also available on demand at the registered office of the Fund or the Management Company at 4 rue Jean Monnet, L-2180 Luxembourg.

The Shareholders's attention is drawn to the fact that the data protection information contained herein and in the Prospectus is subject to change at the sole discretion of the Controllers.

***Shares of the various Sub-Funds must be subscribed solely on the basis of the information contained in the Prospectus and the relevant Key Investor Information Document ("KIID"). The KIID is a pre-contractual document that contains key information for investors. It includes appropriate information about the essential characteristics of each Class of a particular Sub-Fund.***

***If you are considering subscribing for Shares, you should first read the relevant KIID carefully together with the Prospectus and more particularly its Part B which includes in particular information on the various Sub-Funds' investment policies, and you should also consult the Fund's latest published annual and semi-annual reports, copies of which are available from the following website: [www.andbank.lu](http://www.andbank.lu) from local agents, if any, or from the entities marketing the Shares, and may be obtained upon request, free of charge, at the Fund's registered office.***

## MAZE UCITS

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### MAZE UCITS

Société d'Investissement à Capital Variable  
R.C.S. Luxembourg N° B 85256

**Board of Directors:**

***Chairman***

Alain Leonard  
Director  
Andbank Asset Management Luxembourg

***Directors***

Wesley Seifer  
Portfolio Manager  
Tikehau Capital North America, LLC

Erika Morris  
Sector Specialist  
Tikehau Capital North America, LLC

Phu-Van Luc  
Conducting Officer  
Samarang Asset Management S.A.

Thomas Kelleher  
Independent Director

**Registered Office:**

4, rue Jean Monnet  
L-2180 Luxembourg

**Management Company:**

Andbank Asset Management Luxembourg  
4, rue Jean Monnet  
L-2180 Luxembourg

**Domiciliary and Corporate Agent:**

Andbank Asset Management Luxembourg  
4, rue Jean Monnet  
L-2180 Luxembourg

**Depository and Paying Agent:**

Citibank Europe, Plc, Luxembourg Branch  
31, Z.A. Bourmicht  
L-8070 Bertrange

**Administrative Agent:**

Citibank Europe, Plc, Luxembourg Branch  
31, Z.A. Bourmicht  
L-8070 Bertrange

**Registrar and Transfer Agent:**

Citibank Europe, Plc, Luxembourg Branch  
31, Z.A. Bourmicht  
L-8070 Bertrange

**Investment Manager for the sub-fund  
Tikehau Strategic Focus High Yield**

Tikehau Capital North America LLC  
412 West 15th  
St 18th Floor New York,

**MAZE UCITS**

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**Fund:**

NY 10011

**Auditors:**

Deloitte Audit  
560, rue de Neudorf  
L-2220 Luxembourg

**Legal Advisor:**

Elvinger Hoss Prussen  
*société anonyme*  
2, Place Winston Churchill  
L-2014 Luxembourg

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**PART A - FUND INFORMATION**

**I. INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS**

**A. General Provisions**

**1. The Fund's objectives**

The Fund intends to offer its shareholders investments in a selection of negotiable securities and other eligible financial assets with high growth potential. The choice of assets will not be limited either geographically or as regards either the types of negotiable securities and other eligible financial assets or the currencies in which they are expressed, except for any applicable investment restrictions. The investment policy and more particularly the duration of investments will be adjusted in line with the current political, economic, financial and monetary outlook at any given time.

**2. The Fund's investment policy**

The Fund intends to achieve the above objectives mainly by the active management of portfolios of eligible financial assets. In accordance with the conditions and limits set out in Sections B to D below, and in compliance with the investment policy of each Sub-Fund as defined in Part B of the Prospectus, the eligible financial assets may consist of transferable securities, money market instruments, units of undertakings for collective investment in transferable securities ("UCITS") and/or undertakings for collective investment ("UCIs"), bank deposits and/or financial derivative instruments.

Each Sub-Fund may use financial derivative instruments for investment and hedging purposes, under the conditions and within the limits laid down by law, regulation and administrative practice, as well as under Part B of the Prospectus and the relevant Sections B to D below.

Each Sub-Fund shall ensure that its global exposure relating to financial derivative instruments does not exceed the total net value of its portfolio. Global exposure is a measure designed to limit the leverage generated by each Sub-Fund through the use of financial derivative instruments. The method retained by the Management Company in order to determine the global risk exposure of each Sub-Fund is set out for each Sub-Fund in Part B of the Prospectus.

Each Sub-Fund has a different investment policy in terms of the type and proportion of eligible financial assets and/or in terms of geographical, industrial or sectorial diversification.

The investment policies and structure applicable to the various Sub-Funds created by the Board of Directors are described hereinafter in Part B of the Prospectus.

**3. The Fund's risk profile**

Each Sub-Fund's assets are subject to market fluctuations and the risks inherent in any investment in financial assets.

No guarantee can be given that the Fund's objectives will be achieved and that investors will recover the amount of their initial investment.

The conditions and limits laid down below are intended however to ensure a certain portfolio diversification so as to reduce such risks.

#### **4. Risk Factors**

Investors should note the following risk considerations before making any decision to invest in the Fund. It should be noted that the risk factors set out below do not purport to be a complete explanation of the risks involved in investing in the Fund. Prospective investors should read the entire document and consult with their legal, tax and financial advisers before making any investment decision.

##### **General risks**

The below risk factors apply to all Sub-Funds indiscriminately and shall be considered regardless of their specific investment policies and strategies.

##### **General investment activity risks**

An investment in a Sub-Fund is suitable only for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. Potential investors should consult their stockbroker, bank manager, lawyer, accountant or their independent financial adviser before investing.

Investment in the Fund should be regarded as long term in nature. There can be no guarantee that any appreciation in the value of any Sub-Fund's investments will occur and investors may not get back the full value of their investment. Although it will be the policy of each Sub-Fund to diversify its investment portfolio, a Sub-Fund may at certain times hold relatively few investments. A Sub-Fund could be subject to significant losses if it holds a large position in a particular investment that declines in value or is otherwise adversely affected, including default of the issuer.

There can be no guarantee that the investment objectives of the Fund will be met.

The past performance of assets managed by the Sub-Funds are not necessarily guides to the future performance of these Sub-Funds nor to any particular other Sub-Fund.

All investments involve risks and there can be no guarantee against loss resulting from an investment in any Shares, nor can there be any guarantee that a Sub-Fund's investment objectives will be attained in respect of its overall performance. Investors should therefore ensure (prior to any investment being made) that they are satisfied with the risk profile of the overall objectives disclosed in Part B of the Prospectus.

In addition to the opportunities for price gains and earnings, investment in securities also involves risks because the prices could fall below the purchase price paid. Factors affecting the value of securities in some markets and under certain situations cannot easily be determined and the value of such investments may decline or be reduced to zero.

The Fund employs a risk management process that enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each Sub-Fund. The Fund will also employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments. Further information is set out under Part B of the Prospectus for each relevant Sub-Fund.

### **Regulatory risks**

The Fund is domiciled in Luxembourg and investors should note that all the regulatory protections provided by their local regulatory authorities may not apply. Investors should consult their financial or other professional adviser for further information in this area.

### **Taxation**

Any change in the Fund's tax status or in taxation legislation could affect the value of the investments held by and the performance of the Fund. Representations in the Prospectus concerning the taxation of investors in Shares are based upon current tax law and practice which is subject to change.

A Sub-Fund may from time to time purchase investments that will subject the Fund to withholding taxes or exchange controls in various jurisdictions. In the event that withholding taxes or exchange controls are imposed with respect to any of the Fund's investments, the effect generally reduces the income or proceeds received by the Fund on its investments.

See also Chapter XIV "Taxation" in this Part A of the Prospectus.

### **Risk reduction and risk avoidance measures**

The investment manager uses modern methods of analysis to optimise the opportunity/risk ratio of an investment in securities. Through shifting and temporarily higher cash balances, the portion of the Fund not invested in securities serves the objectives of the investment policy in that it reduces the effect of possible price falls in securities investments. Nevertheless, no assurance can be given that the objectives of the investment policy will be reached.

### **Conflicts of interest**

The Board of Directors, the investment managers (if any), the investment advisor(s), the distributor(s) (if any), the Management Company, the Administrative Agent, the Registrar and Transfer Agent, the Domiciliary and Corporate Agent and the Depositary and their respective affiliates, officers, directors and shareholders, employees and agents (collectively the 'Parties') are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with the management of the Fund and/or their respective roles with respect to the Fund. These activities may include managing or advising other funds, including other underlying funds, purchases and sales of securities, investment management services, brokerage services, valuation of unlisted securities (in circumstances in which fees may increase as the value of assets increases) and serving as directors, officers, advisers or agents of other funds or companies, including funds or companies in which the Fund may invest.

In particular, the investment manager may be involved in advising or managing other investment funds, including other underlying funds, which have similar or overlapping

investment objectives to or with the Fund or Sub-Funds. Each of the Parties will use its reasonable endeavours to ensure that the performance of their respective duties will not be impaired by any such involvement they may have and that any conflicts which may arise will be resolved fairly and in the best interests of shareholders. The investment manager will endeavor to ensure a fair allocation of investments among each of its clients. Further details of the Management Company's conflicts of interest policy are available on request.

### **Suspension of Share dealings**

Investors are reminded that in certain circumstances their right to redeem Shares may be limited as further described in Chapter VI Section B in Part A of the Prospectus.

### **Fees and expenses**

Particular attention should be paid to the level of fees and expenses charged as their proportionate effect may be determined by Sub-Fund size.

### **Performance Fee risk**

The existence of a performance fee on a particular Sub-Fund has the benefit that it aligns the investment manager's interests more with that of the shareholders. However, because part of the investment manager's remuneration is calculated by reference to the performance of the relevant Sub-Fund, there is the possibility that the investment manager will be tempted to make investments that are riskier and more speculative than if the remuneration was linked purely to the size of that Sub-Fund.

### **Risk of no equalisation for Performance Fee**

The method of calculating any performance fee may give rise to the risk that a shareholder redeeming Shares may still incur a performance fee in respect of those Shares, even though a loss in investment capital has been suffered by the redeeming shareholder.

### **Non-segregation of assets and liabilities between Classes**

The Fund is composed of the different Sub-Funds listed in Part B of the Prospectus entitled "Specific Information", each Sub-Fund corresponding to a distinct part of the assets and liabilities of the Fund. Whilst each Sub-Fund may segregate the assets and liabilities attributable to each Class it maintains in its books and records, any third party creditor will be a creditor of the relevant Sub-Fund. For example, if a particular Sub-Fund defaults under any liability owed to one or more third parties where the relevant liability is attributable to a particular Class, such third party or third parties will have recourse to all the assets of the relevant Sub-Fund (i.e. the assets attributable to all Classes, and not just the assets of the Class to which the relevant liability is attributable in the books and records of the Sub-Fund) to satisfy such liability or liabilities.

### **Early termination of a Sub-Fund**

The Board of Directors may terminate a Sub-Fund in accordance with the provisions set forth under Section entitled "Liquidation, Merger and Split of Sub-Funds, Classes or Categories" under Chapter XV "General Information" in Part A of the Prospectus. In the event of early termination,

the Sub-Fund concerned would have to distribute to the shareholders their pro rata interest in the assets of that Sub-Fund. It is possible that at the time of such sale or distribution, certain investments held by such Sub-Fund concerned may be worth less than the initial cost of such investments, thereby resulting in a substantial loss to the shareholders concerned.

#### **Risk related to FATCA**

The withholding tax regime of FATCA became effective in phases since 1 July 2014. Although the Fund will attempt to satisfy any obligations imposed on it to avoid the imposition of the FATCA withholding tax, no assurance can be given that the Fund will be able to satisfy these obligations. If the Fund becomes subject to a withholding tax as a result of the FATCA regime, the value of the Shares held by the shareholders concerned may be adversely impacted to a significant extent.

#### **Risk related to common reporting standard**

For exchange of information purpose, shareholders are informed that their personal and account information (the information as described in the Section "Automatic Exchange of Information") may be reported to the relevant tax authorities.

Any shareholder that fails to comply with the Fund's information or documentation requests may be held liable for penalties imposed on the Fund and attributable to such shareholders' failure to provide the information or subject to disclosure of the information by the Fund to the Luxembourg tax authorities. In addition, as the case may be, the Fund may redeem Shares held by such shareholders.

#### **Sustainability risk**

The Management Company reviews and assesses potential sustainability risks within the meaning of the EU Regulation 2019/2088 dated March 10, 2021 on the sustainability related disclosures in the financial services sector and related technical standards (the "SFDR Regulation") as part of its decision-making processes with respect to the investments made and/or to be made by the Investment Manager of the Fund and will integrate such review within its internal procedures and policies. Such review will be performed by the risk management team of the Management Company and the risk management process is currently under review. Thereafter, during the ex-ante risk assessment process the Investment Manager will consider those risks and assess if those will have a relevant impact on the investment. If those risks are relevant, the risk management team also performs a regular (ex-post) review of those risks as part of the discharge of its duties.

More information regarding the sustainability risks management approach can be found under the sustainability risk policy available on the website of the Management Company on [www.andbank.com](http://www.andbank.com).

As part of a first review performed, the investments made and/or to be made by the Investment Manager are not likely to be affected by sustainability risks and that if any such sustainability risk arises, it is not likely to have a more materially adverse effect on the Fund's returns than any other normal market or external risk. Investors should note that it is very difficult to assess with any reasonable certainty whether there exists, or the likely outcome of, any sustainability risk on the investments and/or the risk of occurrence of any such risk. The sustainability risk exposure assessment of the financial product will be performed on a periodic basis to ensure that the

Management Company is able to identify a risk becoming relevant and affect the Fund's return. Based on this assessment, if a sustainability risk is identified as being relevant and having an impact on the financial return, the present Prospectus will be adapted accordingly.

As part of the delegation of the portfolio management to the Investment Manager, the Investment Manager is responsible for the consideration of the principal adverse impact of the investment decision on the sustainability factors as disclosed in the Part B of this Prospectus describing the particularities of the Sub-Fund(s).

The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

### **Specific risks**

The below risk factors may apply to the Sub-Funds in the context of their specific terms and investment policies and strategies.

#### **Financial derivative instruments risks**

A Sub-Fund may invest in financial derivative instruments, comprising options, futures, index futures and currency forward contracts for investment, hedging and efficient portfolio management. Furthermore, the Sub-Funds may invest in underlying funds which use financial derivative instruments extensively or primarily for investment purposes.

The risks associated with using financial derivative instruments (whether for hedging, efficient portfolio management and investment purposes) are set out in the paragraphs titled "Risks Related to Investments in Equity Related Securities", "Options", "Financial Futures Contracts", "Swaps", "Portfolio swaps and Participation Notes" and "Possible Losses in Securities Option Transactions, Financial Futures Contracts, Option Transactions on Financial Futures Contracts and Securities Index Options" below.

Investment funds using financial derivative instruments for investment purposes are generally associated with greater risk than funds which use financial derivative instruments only for efficient portfolio management or hedging purposes. These significant additional risks include, for example, market counterparty risk, leverage risk, liquidity risk and operational risk. Losses incurred as a consequence of the use of financial derivative instruments for investment purposes may be substantial and could lead to total capital loss for investors in the Sub-Fund(s) concerned. There is a risk of total / significant loss resulting from the use of financial derivative instruments for investment purposes.

Where a Sub-Fund enters into OTC derivative contracts, it will be exposed to the risk that the counterparty may default on its obligations to perform under the relevant contract. Further, there is risk with such investments, that the more bespoke they become and the more complex they become the harder it is to unwind the positions at market prices.

Basis risk is the risk of loss due to a divergence in the difference between two rates or prices. There will be occasions where a Sub-Fund will use financial derivative instruments to hedge out existing market exposure to a particular basket of stocks. Although the underlying constituents of the financial derivative instrument used may be similar to the basket of stocks being hedged

against, it is likely that there will be differences in the composition. The hedging arrangement may therefore not fully offset the price change in the basket of stocks being hedged against.

There is also a risk that the investment manager will have insufficient cash in a Sub-Fund to meet the margin calls necessary to sustain its position in a derivative contract in which case the counterparty will require the investor to place a margin payment with them at the outset of the contract, and this margin payment will be subject to additional top-ups if and when the market moves against the investor. In such circumstances the investment manager will either have to close out the position, thus realising a loss, or dispose of other assets in such Sub-Fund to raise the required margin call, thus potentially adversely affecting the investment composition of such Sub-Fund.

#### **Risks related to investments in equities (including ordinary and preference shares)**

Experience has shown that equities and securities of a share-like character are subject to strong price fluctuations. That is why they offer the possibility of considerable price gains, but also involve increased risks. For example, the prices of equities and securities of a share-like character are influenced above all by the profits or otherwise of individual enterprises and sectors as well as macro-economic developments and political perspectives which determine the expectations of the securities markets and thus the movement of prices. All factors affecting the value of securities in some markets and under certain situations cannot easily be determined and the value of such investments may decline or be reduced to zero.

#### **Risks related to investments in fixed-interest securities (including convertible debt securities)**

Price changes in fixed-interest securities are influenced predominantly by interest rate developments in the capital markets, which in turn are influenced by macro-economic factors. Fixed-interest securities could suffer when capital market interest rates rise, while they could increase in value when capital market interest rates fall. The price changes also depend on the term or residual time to maturity of the fixed-interest securities. In general, fixed-interest securities with shorter terms have less price risks than fixed-interest securities with longer terms. However, they generally have lower returns and, because of the more frequent due dates of the securities portfolios, involve higher re-investment costs.

#### **Risks related to investments in warrants**

In addition to the above risks involved with securities and exchange rate changes, warrants carry the risk, but also the opportunity, of what is known as leverage. This leverage is produced, for example, with call warrants through the lower capital investment when the warrants are purchased compared with a direct purchase of the underlying assets. The same applies for put warrants. The greater the leverage, the greater the change of price of the warrant in the event of a change in the prices of the underlying assets (in comparison to the subscription price set forth in the option conditions). The opportunities and risks of warrants increase as the leverage increases. Since warrants are generally issued only for a limited term, it cannot be ruled out that they will be valueless at the date of maturity if the price of the underlying assets falls below the subscription price fixed when the call warrants were issued or exceeds the subscription price fixed when the put warrants were issued.

#### **Risks related to investments in fixed-interest securities without regular interest payments and zero bonds**

Particular attention must be paid to observing the credit worthiness and assessing the issuer of interest-bearing securities without regular interest payments and zero bonds. In times of climbing capital market interest rates, it may be difficult to trade in such bonds, particularly because of their comparatively long term and the absence of continual interest payments.

#### **Risks related to investments in equity related securities**

In accordance with the investment policies and restrictions of the Fund, certain Sub-Funds may invest in equity related securities, including but not limited to financial derivative instruments, options, swaps, futures and forward contracts, warrants, convertible bonds and preference shares. Equity related securities may not be listed and are subject to the terms and conditions imposed by their issuers. There may be no active market in equity related securities and therefore investments in equity related securities can be illiquid. In order to meet redemption requests, the Fund relies upon the issuers of the equity related securities to quote a price to unwind any part of the equity related securities that will reflect the market liquidity conditions and the size of the transaction. There is a risk that the issuers of equity related securities will not settle a transaction due to a credit or liquidity problem and the relevant Sub-Funds may suffer a loss (including a total loss). Investments in equity related securities do not entitle the investors to the beneficial interest in the underlying securities nor to make any claim against the Fund issuing the securities. Fluctuations in the exchange rate between the denomination currency of the underlying Shares and the equity related securities will affect the value of the equity related securities, the redemption amount and the distribution amount on the equity related securities.

#### **Risks related to the use of financial derivative instruments for hedging / efficient portfolio management purposes**

In adverse circumstances, the Fund's use of financial derivative instruments may become ineffective in hedging / efficient portfolio management and the Fund may suffer significant losses in relation to use of financial derivative instruments.

#### **Risks related to investments in bonds**

Comparatively, the bond market has been less vulnerable to price swings or volatility than other investment products as most bonds pay investors a fixed rate of interest income that is also backed by a promise from the issuer. Apart from the general investment risks, there are also risks which arise from investing in bonds and these include the interest rate risk (bond prices usually fall when the interest rate rises); inflation risk (this usually reduces the purchasing power of a bond) and market risk (the risk that the bond market as a whole would decline).

#### **Depository receipts**

Investment into a given country may be made via direct investments into that market or by depository receipts traded on other international exchanges in order to benefit from increased liquidity in a particular security and other advantages. A depository receipt admitted to the official listing on a stock exchange may be deemed an eligible transferable security regardless of the eligibility of the market in which the security to which it relates normally trades.

#### **Credit and counterparty risks**

Even when the securities to be acquired are selected carefully, the credit risk, i.e. the risk of loss through the inability of issuers to pay (issuer risk), cannot be excluded. The value of a Sub-Fund may be adversely affected if any of the institutions with whom the assets of the Sub-Fund are invested or deposited suffers insolvency or other financial difficulties. Such deposits may include margin payments to derivative counterparties and cash held on deposit at bank.

The Sub-Funds may invest in financial derivative instruments, comprising options, futures, index futures and currency forward contracts for hedging and efficient portfolio management, as more fully described in the investment policy of each Sub-Fund. There is a risk that the use of such instruments will not achieve the goals aimed at. Also, the use of swaps and other derivative contracts entered into by private agreements may create a counterparty risk for the Sub-Fund concerned.

In certain circumstances, there may be a credit risk with regard to parties with whom a Sub-Fund trades and a Sub-Fund may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organisation guarantees, daily mark-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. It may not always be possible for the securities and other assets deposited with depositaries or brokers to be clearly identified as being assets of a Sub-Fund and such Sub-Fund may be exposed to a credit risk in those situations. In addition, there may be practical or time problems associated with enforcing a Sub-Fund's rights to its assets in the case of an insolvency of any such party. In such circumstances it is possible that a Sub-Fund will not be able to recover any debt in full, or at all.

These risks are mitigated by the fact that the counterparties must be institutions subject to prudential supervision and that the counterparty risk on a single entity must be limited in accordance with the investment restrictions. The secondary market price of such financial derivative instruments will vary in accordance with the market's perception of the credit worthiness of the issuer.

In the event of failure of the counterparty the Fund may only rank as an unsecured creditor in respect of sums due from the issuer or broker in question, meaning that the Fund may be unable to recover part or all of the assets exposed to that counterparty and any such recovery may be significantly delayed. Such delay or loss would be to the detriment of the Net Asset Value of Shares in the relevant Sub-Fund.

### **Liquidity risk**

A Sub-Fund's ability to invest in and to liquidate its assets may, from time to time, be restricted by the liquidity of the market for those assets. Regulated markets may undergo temporary or prolonged closures and may impose a suspension or limitation on trading in a security traded on the relevant exchange or market.

In addition, certain listed transferable securities and money market instruments, particularly securities and money market instruments of smaller capitalised issuers, may from time to time lack an active secondary market and may be subject to more abrupt or erratic price movements than transferable securities or money market instruments of larger, more established companies or stock market averages in general. These difficulties may be exacerbated during periods of extreme market volatility.

Furthermore, redemptions by shareholders could require the liquidation of securities positions more rapidly than would otherwise be desirable, which could adversely affect the value of the Shares of both the redeeming shareholders and the remaining shareholders. For example, such redemptions could require liquidations of the positions in a short time frame, which could reduce the value of certain of a Sub-Fund's investments, satisfy the available demand in the market, thus impairing the ability of such Sub-Fund to liquidate its investments or in certain instances force such Sub-Fund to liquidate positions at a time other than when a Sub-Fund would elect to do so.

### **Sector and/or geographical concentration**

Sub-Funds which specialise in investing in a particular market sector or geographical region are likely to be more volatile than funds with a broader range of investments. This risk is greater in relation to investment in emerging market countries which may experience political and economic changes.

### **Options**

Options are associated with particular risks which can differ in importance, depending on the position taken:

- The purchase price of a call or put option is lost on the date of maturity.
- If a call option is sold, there is a risk that a Sub-Fund will no longer be able to participate in especially strong appreciation of the asset. If put options are sold, there is a risk that such a Sub-Fund will be obligated to acquire assets at the exercise price, even though the market value of these assets is significantly lower.
- The value of a Sub-Fund can be more strongly influenced through the leveraging of options than would be the case if assets were acquired directly.

### **Financial futures contracts**

Financial futures contracts are associated with considerable opportunities as well as risks, because only a fraction of the relevant contract size (initial deposit) must be paid immediately. If the expectations of the investment manager are not fulfilled, the difference between the price at the time of conclusion and the market price must be borne by the relevant Sub-Fund by no later than the due date of the transaction. The amount of the possible loss is thus not known in advance and may exceed any collateral provided.

### **Total return swaps, portfolio swaps and credit default swaps**

Swaps involve a particular contracting party risk in that the contracting party may be unable to meet its payment obligations, or may do so only partially or late. Swaps also involve a market risk arising from fluctuations in exchange rates and interest rates.

In the case of swaps which convert into foreign currency, there are also exchange rate opportunities and risks. Moreover, these swaps are subject to what is called a transfer risk, something which also exists with other swaps involving cross-border transactions.

Credit default swaps may trade differently from the funded securities of the reference entity. In adverse market conditions, the basis (difference between the spread on bonds and the spread on credit default swaps) can be significantly more volatile than funded securities.

Existing Sub-Funds are not authorised to enter into total return swaps within the meaning of Regulation EU/2015/2365 on transparency of securities financing transactions and of reuse (the "SFT Regulation"). If any of the Sub-Funds were to enter into total such total return swaps in the future, the Prospectus will be updated accordingly.

### **Participation notes**

Participation notes involve a particular contracting party risk in that the contracting party may be unable to meet its payment obligations, or may do so only partially or late. They also involve a market risk arising from fluctuations in exchange rates and interest rates.

In the case of participation notes which convert into foreign currency, there are also exchange rate opportunities and risks. Moreover, these participation notes are subject to what is called a transfer risk, something which also exists with other participation notes involving cross-border transactions.

### **Possible losses in securities option transactions, financial futures contracts, option transactions on financial futures contracts and securities index options**

Securities option dealings, financial futures contracts and option dealings on financial futures contracts and securities index options (option rights and warrants) are all forward exchange transactions.

However, since the possible profits arising from such transactions must be set against high possible losses, the investor must realise that:

- the time-limited rights acquired from forward exchange transactions can collapse or suffer a reduction in value;
- the amount of the possible loss is not known in advance and can exceed any collateral provided;
- it may not be possible, or may only be possible at a loss, to effect dealings through which the risks from forward exchange transactions which have been effected are to be excluded or limited; and
- in addition to the above risks, the exercising of two linked forward exchange transactions involves additional risks which depend on the financial futures contracts/securities index options thus created and may result in a loss far above the original investment in the price paid for the option right or warrant.

### **Currency exposure and passive currency hedging**

Each Class/Category of each Sub-Fund will have its own currency and each Sub-Fund will have its own reference currency. The Shares of each Class/Category will be issued and redeemed by reference to the currency concerned. The assets of each Sub-Fund may, however, be invested in securities and other investments that are not denominated in the currency of the relevant Class/Category and/or reference currency of the relevant Sub-Fund. Accordingly, the value of

such assets may be affected favourably or unfavourably by fluctuations in currency rates and therefore each Sub-Fund will necessarily be subject to foreign exchange risks relative to the currency of the relevant Class/Category and/or reference currency of the relevant Sub-Fund.

In particular, an investor who acquires Shares of a Sub-Fund will be subject to foreign exchange risk in respect of those assets of such Sub-Fund, which are denominated in any currency other than the reference currency of accounting in such Sub-Fund (irrespective of whether the currency of investment was also the currency of the relevant Class/Category).

An investor whose assets and liabilities are predominantly in another currency should take into account the potential risk of loss (or gain) arising from fluctuations in value between the currency denomination of the assets of a Sub-Fund in which such investor invests and such investor's own currency of investment.

An investor who subscribes for Shares, or requests that redemption payments be made, in a currency other than the currency of the relevant Class/Category and/or reference currency of the relevant Sub-Fund should also take into account the potential risk of loss arising from fluctuations in value between the currency of the relevant Class/Category and/or reference currency of the relevant Sub-Fund and the currency that such investor used to subscribe for Shares or the currency in which such investor requests that redemption payments be made.

Passive currency hedging strategies may be used by the investment manager, at its sole discretion, to seek to reduce the impact of adverse movements between the currency of the relevant Class/Category and/or reference currency of a Sub-Fund and the currencies of the assets in which a Sub-Fund is invested. This may involve the use of foreign exchange transactions and/or currency derivatives. However, there is no guarantee that any hedging techniques will be employed or, if employed, that they will be effective in managing the currency exposures to which a Sub-Fund may be subject.

Each Class will be responsible for any currency hedging costs applicable to the assets attributable to it.

#### **Exchange rate hedging transactions**

Exchange rate hedging transactions serve to reduce exchange rate risks. As these hedging transactions only protect a Sub-Fund to a limited extent to one part of the exchange rate losses, it cannot be ruled out that exchange rate fluctuations can have a negative impact on the performance of such Sub-Fund.

#### **Future exchange transactions**

The costs and possible losses arising in future exchange transactions through the purchase of the corresponding option rights and warrants reduce the operating profit of the Fund. In this respect the notes regarding securities option transactions and financial futures contracts also apply here.

#### **Risks related to investments in emerging and less developed markets**

In emerging and less developed markets, the legal, judicial and regulatory infrastructure is still developing but there is much legal uncertainty both for local market participants and their

overseas counterparts. Therefore, investing in these markets involves certain risks and special considerations not typically associated with investment in major western jurisdictions. Some markets may carry higher risks for investors who should therefore ensure that, before investing, they understand the risks involved and are satisfied that an investment is suitable as part of their portfolio. Investments in emerging and less developed markets should be made only by sophisticated investors or professionals, such as the investment manager, who have independent knowledge of the relevant markets, are able to consider and weigh the various risks presented by such investments, and have the financial resources necessary to bear the substantial risk of loss of investment in such investments.

In general, the securities markets in the emerging and less developed markets are less developed than the major western securities markets. There is less state regulation and supervision of these securities markets, and less reliable information available to brokers and investors than in the major western markets and consequently less investor protection. Their accounting, auditing and financial reporting standards and requirements in those markets are in many respects less stringent and less consistent than those applicable in many major western countries. Corporate legislation in the emerging and less developed markets regarding the fiduciary responsibility of directors and officers and protection of shareholders is significantly less developed than in the major western jurisdictions and may impose inconsistent or even contradictory requirements on companies. In addition, less information is available to investors investing in securities of companies in those markets and the historic information which is available is not necessarily comparable or relevant to many major western countries.

Examples of economies that can be considered to be emerging market economies include, without limitation, countries in Asia, Latin America, the Middle East, southern and eastern Europe, the region formerly known as the USSR, and Africa. These include, again without limitation: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand, Turkey, Sri Lanka and Pakistan.

#### **Political and economic risk factors of emerging markets**

There is in some emerging market countries, in which certain Sub-Funds may invest, a higher than usual risk of nationalisation, expropriation or confiscatory taxation, any of which might have an adverse effect on the value of investments in those countries. Emerging market countries may also be subject to higher than usual risks of political changes, government regulation, social instability or diplomatic developments (including war) which could adversely affect the economies of the relevant countries and thus the value of investments in those countries.

The economics of many emerging market countries can be heavily dependent on international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, managed adjustments on relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade and international economic developments generally.

#### **Foreign investment restrictions**

There are, in certain of the countries in which investments of certain Sub-Funds are proposed, restrictions on investment by foreign investors. In addition, the ability of foreign investors, such as the Fund, to participate in privatisations in certain foreign countries may be limited by local

law, or the terms on which the Fund may be permitted to participate may be less advantageous than those for local investors. These factors and any restrictions introduced in the future could limit the availability to the Fund of attractive investment opportunities.

### **Settlement and custodial risk**

Settlement and safe custody of securities in certain emerging countries involve certain risks and considerations which do not normally apply when settling transactions and providing safe custody services in more developed countries. The Depositary will not have absolute liability for the acts, omissions or creditworthiness of local agents, depositaries, registrars or brokers involved in the safekeeping or the settlement of the assets of the Fund.

### **Small and midsize companies risk**

While smaller and midsize companies may offer substantial opportunities for capital growth, they also involve substantial risks and should be considered speculative. Historically, smaller and midsize company securities have been more volatile in price and less liquid than larger company securities, especially over the short term.

In addition, smaller and midsize companies may lack depth of management, be unable to generate funds necessary for growth or development, have limited product lines or be developing or marketing new products or services for which markets are not yet established and may never become established. Smaller and midsize companies may be particularly affected by interest rate increases, as they may find it more difficult to borrow money to continue or expand operations, or may have difficulty in repaying any loans which are floating rate.

These risks are typically increased for securities issued by smaller companies registered or performing a significant part of their activities in developing countries and emerging markets such as certain Asian markets, especially as the liquidity of securities issued by companies in such markets may be substantially smaller than with comparable securities in more developed countries.

### **Risks related to investments in underlying funds**

The investment manager may not always be provided with detailed information regarding all of the investments made by underlying funds because certain of this information may be considered proprietary information by the managers of those underlying funds. This potential lack of access to information may make it more difficult for the investment manager to select, allocate among and evaluate individual fund managers.

Despite the due diligence procedures which will be used to select and monitor the individual underlying funds in which the assets of the Sub-Funds will be invested, there can be no assurance that past performance information in relation thereto will be indicative of how such investments will perform (either in terms of profitability or correlation) in the future.

Although the investment manager will seek to monitor the investments and trading activities of the underlying funds in which a Sub-Fund has invested, investment decisions will normally be made independently at the level of such underlying funds and it is possible that some managers will take positions in the same security or in issues of the same industry or country at the same time. Consequently, the possibility also exists that one underlying fund may purchase an

instrument at about the same time as another underlying fund decides to sell it. There can be no guarantee that the selection of the managers will actually result in a diversification of investment styles and that the positions taken by the underlying funds will always be consistent.

Potential investors must be aware that underlying funds will be subject to management fees and other expenses. As a result, investors may suffer management fees and expenses incurred both at the level of the Fund and the underlying funds in which the Sub-Fund invests. There may also be a duplication of subscription and/or redemption fees.

#### **Risks related to investments in convertible securities**

Convertible bonds are corporate bonds with an option that allows an investor to convert the bond into shares at a given price at specified times during the life of the convertible bond. This exposure to equity movements can lead to more volatility than could be expected from a comparable conventional corporate bond.

Investments in convertible bonds are subject to the same interest rate, credit and prepayment risks associated with comparable conventional corporate bonds. Price changes in fixed-interest securities are influenced significantly by interest rate developments in the capital markets, which in turn are influenced by macro-economic factors. The values of convertible securities also may be affected by changes in the credit rating, liquidity or financial condition of the issuer. A Sub-Fund may also be exposed to the credit and insolvency risks of the issuers of the securities.

#### **Risks related to investments in commodities (including commodities indices)**

Commodities, to which some of the Sub-Funds may be exposed, are assets that have tangible properties, such as oil, metals, and agricultural products. An exposure to commodities may not be suitable for all investors. Commodities and commodity-linked securities and derivatives may be subject to heightened risks and may be affected by overall market movements, changes in interest rates, and other factors such as weather, disease, embargoes, and international economic, regulatory and political developments, as well as the trading activity of speculators and arbitrageurs in the underlying. The commodity markets (including the markets for commodity-linked securities and derivatives) may be subject to a degree of volatility that may prove higher than in equity or bond markets due to their sensitivity to the development of commodity prices and their substantial exposure to emerging markets.

#### **Single Country risk**

Funds which essentially invest or have exposure in only one country will have greater exposure to market, political, legal, economic and social risks of that country than a Fund which diversifies country risk across a number of countries. There is a risk that a particular country may impose foreign exchange and/or conversion controls or regulate in such a way as to disrupt the way the markets in that country operate. The consequences of these actions, and others such as confiscation of assets, could be to hinder the normal operation of the Fund with regard to the purchase and sale of investments and possibly the ability to meet redemptions. As further described in this Prospectus, dealing in the Fund may be suspended and investors may not be able to acquire or redeem units in the Fund. Investment in a single country may result in reduced liquidity, greater financial risk, higher volatility and limited diversification, which may have significant impact on the ability of the Fund to purchase or sell investment and possibly the

ability to meet redemption requests in a timely manner. In certain countries, and for certain types of investments, transaction costs are higher and liquidity is lower than elsewhere.

### **Investment in high-yield securities**

A Sub-Fund may invest 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, each 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. 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 low-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.

### **Investment in distressed securities**

Investment in distressed securities (i.e. bonds which, at time of investment, are rated below speculative grade (CCC) by one or more of the main agencies (Moody's, Standard & Poor, Fitch) may cause additional risks for a Sub-Fund. Such securities are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and principal or maintain other terms of the offer documents over any long period of time. They are generally unsecured and may be subordinated to other outstanding securities and creditors of the issuer. Whilst such issues are likely to have some quality and protective characteristics, these are outweighed by large uncertainties or major risk exposure to adverse economic conditions. Therefore, a Sub-Fund may lose its entire investment, may be required to accept cash or securities with a value less than its original investment and/or may be required to accept payment over an extended period of time. Recovery of interest and principal may involve additional cost for the Sub-Fund. Under such circumstances, the returns generated from the Sub-Fund's investments may not compensate the shareholders adequately for the risks assumed.

## **5. The Fund's risk management**

The Management Company will employ a risk-management process which will enable it to monitor and measure at any time the risk of the positions of the Sub-Funds and their contribution to the overall risk profile of the Sub-Funds.

The method retained by the Management Company in order to determine the global risk exposure of each Sub-Fund is set out for each Sub-Fund in Part B of the Prospectus.

### **B. Eligible Financial Assets**

The various Sub-Funds must invest exclusively in:

**Transferable securities and money market instruments**

- a) transferable securities and money market instruments admitted to or dealt in on a regulated market within the meaning of article 4(1)14 of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments;
- b) transferable securities and money market instruments dealt in on another market in a Member State of the European Union which is regulated, operates regularly and is recognised and open to the public;
- c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or dealt in on another market in a non-Member State of the European Union which is regulated, operates regularly and is recognized and open to the public;
- d) recently issued transferable securities and money market instruments, provided that (i) the issue terms and conditions include an undertaking that application will be made for admission to official listing on a stock exchange or on another regulated market which operates regularly and is recognised and open to the public and that (ii) such admission is secured within one year of issue at the latest;
- e) money market instruments other than those dealt in on a regulated market, provided that the issuer of these instruments is itself subject to regulations intended to protect investors and savings and that these instruments are:
  - issued or guaranteed by a central, regional or local authority, by a central bank of an EU Member State, by the European Central Bank, by the EU or by the European Investment Bank, by a third State or, in the case of a Federal State, by one of the members composing the federation, or by an international public organisation to which one or more EU Member States belong; or
  - issued by an undertaking any securities of which are dealt in on the regulated markets referred to under points a), b) or c) above; or
  - issued or guaranteed by an establishment subject to prudential supervision in accordance with the criteria defined by Community law or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or
  - issued by other bodies belonging to the categories approved by the CSSF provided that the investments in these instruments are subject to investor protection rules which are equivalent to those set out in the first, second or third indents, and that the issuer is a company which has capital and reserves of at least ten million euros (EUR 10,000,000.-) and which draws up and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a group of companies including one or several listed companies, is dedicated to financing the group or is an entity which is dedicated to financing securitisation vehicles benefiting from a bank credit line.

Moreover, any Sub-Fund may invest its net assets up to 10% maximum in transferable securities and money market instruments other than those indicated under a) to e) above.

**Units of undertakings for collective investment**

- f) units of UCITS authorised according to the Directive 2009/65/EC and/or other undertakings for collective investment ("UCIs") within the meaning of article 1(2), first and second indents of the Directive 2009/65/EC, whether or not established in an EU Member State, provided that:
- such other UCIs are authorised in accordance with legislation stipulating that these undertakings are subject to a supervision that the CSSF considers as equivalent to that provided for by Community law and that there are sufficient guarantees of cooperation between the authorities;
  - the level of protection guaranteed to unitholders of such other UCIs is equivalent to that provided for UCITS unitholders and, in particular, that the rules relating to the segregation of assets, borrowing, loans and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC;
  - the business of such other UCIs are reported in half-yearly and annual reports, which enable investors to assess their assets and liabilities, as well as the income and transactions for the period under review;
  - no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their management regulations or instruments of incorporation be invested in aggregate in units of other UCITS or other UCIs.

#### **Deposits with credit institutions**

- g) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve 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 by Community law.

#### **Financial derivative instruments**

- h) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market of the type referred to under points a), b) and c) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
- the underlying consists of instruments described under points a) to f) above, financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to the investment objectives and policies applicable to the relevant Sub-Fund;
  - the counterparties to OTC derivatives transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF; and
  - 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 Fund's initiative.

The Fund may hold liquidities on an ancillary basis.

#### **C. Investment Restrictions**

Except to the extent that more restrictive rules are provided for in connection with a specific Sub-Fund in Part B of the Prospectus, the investment policy of the Sub-Funds shall comply with the rules and restrictions laid down hereafter.

The investment restrictions may not be complied with during a transitional period of 6 months from the date on which a Sub-Fund has been authorised, provided that such Sub-Fund will endeavour to ensure, at all times, an appropriate level of diversification of risk within the portfolio of the Sub-Fund.

#### **Transferable securities and money market instruments**

1. The Fund shall not invest its net assets in transferable securities and money market instruments of the same issuer in a proportion which exceeds the limits set out below, it being understood that (i) these limits are to be respected within each Sub-Fund and that (ii) companies that are grouped together for account consolidation purposes are to be considered as a single entity for the purpose of calculating the limits described under points a) to e) below.
  - a) A Sub-Fund may not invest more than 10% of its net assets in transferable securities or money market instruments issued by the same body.  
In addition, the total value of the transferable securities and money market instruments held by the Sub-Fund in issuers in which it invests more than 5% of its net assets shall not exceed 40% of the value of its net assets. This limit does not apply to deposits and OTC derivatives transactions made with financial institutions subject to prudential supervision.
  - b) A Sub-Fund may invest cumulatively up to 20% of its net assets in transferable securities and money market instruments within the same group.
  - c) The 10% limit referred to under point a) above may be increased to a maximum of 35% when the transferable securities or money market instruments are issued or guaranteed by an EU Member State, by its public local authorities, by a non-EU Member State or by public international bodies of which one or more EU Member States belong.
  - d) The 10% limit referred to under point a) above may be increased to a maximum of 25% for certain bonds where they are issued by a credit institution having its registered office in an EU Member State and being subject by law, to specific public supervision intended to protect bondholders. In particular, the sums raised from the issue of those bonds must be invested, in accordance with the law, in assets which adequately cover, throughout the life of the bonds, the resultant obligations and allocated in priority to the repayment of the capital and the payment of accrued interest in the event of the issuer's bankruptcy. If a Sub-Fund invests more than 5% of its net assets in these bonds which are issued by the same issuer, the total value of these investments may not exceed 80% of the value of its net assets.
  - e) The transferable securities and money market instruments referred to under points c) and d) above shall not be taken into consideration for the application of the 40% limit stipulated under point a) above.
  - f) **By way of derogation, each Sub-Fund is authorised to invest, according to the principle of risk-spreading, up to 100% of its net assets in different transferable securities and money market instruments issued or guaranteed by an EU Member State, by one or more of its local authorities, non-Member State of the European Union accepted to that effect by the Luxembourg regulator (including but not limited to member states of the Organisation for Economic Co-Operation and Development such as the United States, Hong Kong, Singapore and any Member**

**State of the G20 or by public international bodies of which one or more EU Member States are members, provided that such Sub-Fund must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the total net assets of such Sub-Fund.**

If a Sub-Fund avails itself of this last possibility, it must then hold securities belonging to at least six different issues and the securities belonging to the same issue may not account for more than 30% of its total assets.

- g) Without prejudice to the limits established under point 8. below, the 10% limit referred to under point a) above is increased to a maximum of 20% for investments in stocks and/or debt securities issued by the same entity, when the Sub-Fund's investment policy is to replicate the composition of a specific stock or debt security index that is recognised by the CSSF, on the following basis:
- the composition of the index is sufficiently diversified,
  - the index represents an adequate benchmark for the market to which it refers,
  - it is published in an appropriate manner.

The 20% limit is increased to 35% when such is justified by exceptional market conditions, in particular in regulated markets where certain transferable securities or certain money market instruments are highly dominant. Investment up to this limit is authorised for only one issuer.

#### **Deposits with credit institutions**

2. The Fund may not invest more than 20% of the net assets of each Sub-Fund in deposits made with the same entity. Companies that are grouped together for account consolidation purposes are to be considered as a single entity for the purpose of calculating this limit.

#### **Financial derivative instruments**

3. a) The counterparty risk exposure in an OTC derivative transaction may not exceed 10% of the net assets of the Sub-Fund if the counterparty is one of the credit institutions referred to in Section B point g) above, or 5% of its net assets in all other cases.
- b) Investments in financial derivative instruments are authorised provided that, overall, the risks to which the underlying assets are exposed do not exceed the investment limits laid down under points 1. a) to e), 2., 3. a) above and 6. and 7. below. When the Fund invests in financial derivative instruments based on an index, such investments are not necessarily combined with the limits set out under points 1. a) to e), 2., 3. a) above and 6. and 7. below.
- c) When a transferable security or a money market instrument includes a financial derivative instrument, the latter must be taken into consideration for the application of the provisions set out under points 3. d) and 7. below, as well as for the assessment of the risks related to transactions in financial derivative instruments, so that the overall risk related to financial derivative instruments does not exceed the total net value of assets.
- d) Each Sub-Fund shall ensure that the overall risk related to financial derivative instruments does not exceed the total net value of its portfolio. The exposure is calculated by taking into account the current value of the underlying assets, the

counterparty risk, foreseeable market movements, and the time available to liquidate the positions.

**Units of undertakings for collective investment**

4. a) The Fund may not invest more than 20% of the net assets in each Sub-Fund in units of a single UCITS or other UCI, such as defined in Section B point f) above.
- b) Investments in units of UCIs other than UCITS may not exceed in total 30% of the Sub-Fund's net assets.
- c) When a Sub-Fund invests in the units of other UCITS and/or other UCIs which 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, that management company or other company may not charge subscription or redemption fees on account of the Sub-Fund's investment in the units of such other UCITS and/or other UCIs.

To the extent that this UCITS or UCI is a legal entity with multiple compartments where the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured, each compartment is to be considered as a separate issuer for the application of the above risk-spreading rules.

When a Sub-Fund has acquired units of UCITS and/or other UCIs, the assets of these latter do not have to be combined for the purposes of the calculation of the investment limits applicable to the Sub-Fund.

**Shares of Sub-Funds of the Fund**

5. Each Sub-Fund may subscribe, acquire and/or hold Shares issued or to be issued by one or more Sub-Funds of the Fund under the conditions however that:
  - The target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this target Sub-Fund; and
  - No more than 10% of the net assets of the target Sub-Funds may be invested in units of other UCITS or other UCIs; and
  - Voting rights attached to the relevant Shares are suspended for as long as they are held by the relevant Sub-Fund; and
  - In any event, for as long as these Shares are held by the Fund, their value will not be taken into consideration for the calculation of the net assets of the Fund for the purpose of verifying the minimum capital imposed by the 2010 Law.

**Combined limits**

6. Notwithstanding the individual limits set under points 1. a), 2. and 3. a) above, a Sub-Fund shall not combine:
- investments in transferable securities or money market instruments issued by the same entity,
  - deposits made with the same entity, or
  - risks resulting from OTC derivatives transactions undertaken with that single entity,
- that exceed 20% of its net assets.
7. The limits stipulated under points 1. a), 1. c), 1. d), 2., 3. a) and 6. shall not be combined and, accordingly, investments in the same issuer made in accordance with points 1. a), 1. c), 1. d), 2., 3. a) and 6. may not, in any event, exceed in total 35% of the net assets of the relevant Sub-Fund.

**Limits on control**

8. a) A Sub-Fund may not acquire any shares carrying voting rights which would enable it to exercise a significant influence over the management of an issuer.
- b) A Sub-Fund shall not acquire more than 10% of the non-voting shares of any single issuer.
- c) A Sub-Fund shall not acquire more than 10% of the debt securities of any single issuer.
- d) A Sub-Fund shall not acquire more than 10% of the money market instruments of any single issuer.
- e) A Sub-Fund shall not acquire more than 25% of the units of any single UCITS or other UCI.

It is accepted that the limits stipulated under points 8. c) to e) above may be disregarded at the time of acquisition if, at that time, the gross amount of the debt securities or money market instruments, or the net amount of the instruments in issue, cannot be calculated.

The limits stipulated under points 8. a) to e) above do not apply in the case of:

- transferable securities and money market instruments issued or guaranteed by an EU Member State or by its local authorities;
- transferable securities and money market instruments issued or guaranteed by a non-EU Member State;
- transferable securities and money market instruments issued by public international bodies of which one or more EU Member States are members;
- shares held in the capital of a company incorporated in a non-EU Member State, on condition that (i) the company in question invests its assets mainly in the securities of issuing bodies having their registered office in that State where, (ii) under the legislation of that State, such a holding represents the only way in which the Fund can invest in the securities of issuing bodies of that State, and (iii) in its investment policy the company from the non-EU Member State complies with the rules on risk

diversification, counterparties and control limits laid down in points 1. a), 1. c), 1. d), 2., 3. a), 4. a) and b), 6., 7. and 8. a) to e) above;

- shares held in the capital of subsidiary companies carrying on the business of management, advice or marketing exclusively on the Fund's behalf in the country where the subsidiary is established as regards to the redemption of units at the request of shareholders.

**Borrowing**

9. Each Sub-Fund is authorised to borrow up to 10% of its net assets provided that such borrowing is on a temporary basis. Each Sub-Fund may also acquire foreign currency by means of back-to-back loans.

Commitments under options contracts, purchases and sales of forward contracts are not considered as borrowing for the purpose of calculating this investment limit.

**Finally, the Fund shall ensure that the investments of each Sub-Fund respect the following rules:**

10. The Fund may not grant loans to or act as a guarantor for third parties. This restriction shall not prevent it from acquiring transferable securities, money market instruments or other financial instruments which are not fully paid.
11. The Fund may not carry out short sales on transferable securities, money market instruments, or other financial instruments as mentioned in Section B above.
12. The Fund may not acquire movable and immovable property unless such is essential for the direct pursuit of its activity.
13. The Fund may not acquire commodities, precious metals or even certificates representing them.
14. The Fund may not use its assets to guarantee securities.
15. The Fund may not issue warrants or other instruments entitling the holder to acquire Shares in the Fund.

**Notwithstanding all the aforementioned provisions:**

16. It is accepted that the limits stipulated previously may not be respected when exercising subscription rights in respect of transferable securities or money market instruments, which are part of the assets of the Sub-Fund concerned.
17. When the maximum percentages above are exceeded for reasons beyond the Fund's control or as a result of the exercise of subscription rights, the Fund must give priority when making sales to regularising the situation taking into account the interests of its shareholders.

While ensuring observance of the principle of risk spreading, each Sub-Fund may derogate to the limits set forth above for a period of six months following the date of its authorisation.

The Board of Directors has the right to determine additional investment restrictions to the extent that those restrictions are necessary to comply with the laws and regulations of countries where Shares of the Fund are offered or sold.

### **Master-Feeder Structures**

18. Under the conditions and within the limits laid down by the Law of 2010, the Fund may, to the widest extent permitted by the Luxembourg laws and regulations, (i) create any Sub-Fund qualifying either as a Feeder Fund or as a Master Fund (ii) convert any existing Sub-Fund into a Feeder Fund, or (iii) change the Master Fund of any of its Feeder Funds.
19. A Feeder Fund shall invest at least 85% of its assets in the units or shares of another Master Fund.
20. A Feeder Fund may hold up to 15% of its assets in one or more of the following:
  - ancillary liquid assets referred to in article 41(2) second sub-paragraph of the Law of 2010;
  - financial derivative instruments which may be used only for hedging purposes.
21. For the purposes of compliance with article 42(3) of the Law of 2010 the Feeder Fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the terms of second indent above with either:
  - the Master Fund actual exposure to financial derivative instruments in proportion to the Feeder Fund investments into the Master Fund; or
  - the Master Fund potential maximum global exposure to financial derivative instruments provided for in the Master Fund management regulations, or instruments of incorporation, in proportion to the Feeder Fund investment into the Master Fund.

#### **D. Techniques and Instruments relating to transferable securities and money market instruments**

If specifically described in the investment policy of any Sub-Fund as specified in Part B of the Prospectus, the Fund may employ the techniques and instruments available in the context of securities investments for the purpose of efficient asset management such as securities lending and borrowing, repurchase agreements, reverse repurchase agreements and "réméré" transactions, under the conditions and within the limits laid down by law, regulation and administrative practice, and as described hereafter.

At the date of the Prospectus the Fund does not employ these techniques and instruments. When any Sub-Fund intends to use them, the relevant Part(s) B of the Prospectus will then be updated accordingly for the relevant Sub-Fund(s) in order to include the relevant disclosures required by EU Regulation 2015/2365 on transparency of securities financing transactions and of reuse, including the policy regarding direct and indirect operational costs/fees arising therefrom that may be deducted from the revenue delivered to the relevant Sub-Fund(s). The relevant Part(s) B of the Prospectus should further disclose the identity of the entity(ies) to which the direct and indirect costs/fees are paid and indicate if these are related parties to the Management Company or the Depositary.

The risk exposure to a counterparty to securities lending and borrowing transactions, repurchase agreements, reverse repurchase agreements and "*répéré*" transactions must be taken into account when calculating the combined limit of maximum 20% of the net assets of each Sub-Fund in a single issuer as set forth in Section C (6). Each Sub-Fund may take into account a guarantee conforming to the requirements set out under Sub-Section 3 below in order to reduce the counterparty risk in securities lending and borrowing, in sales with right of repurchase and/or reverse repurchase and repurchase transactions.

### **1. Securities lending and borrowing**

Each Sub-Fund may enter into securities lending and borrowing transactions subject to the following restrictions:

- Each Sub-Fund may only lend securities through a standardised lending system organised by a recognised clearing institution or through a financial institution that are subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law and specialised in this type of transactions.
- Each borrower must also be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law. In case the aforementioned financial institution acts on its own account, it is to be considered as counterparty in the securities lending agreement.
- As the Sub-Funds are open-ended, each Sub-Fund must be in a position to terminate outstanding loans and to recall securities lent out at all times. Each Sub-Fund should take into account these operations when developing its liquidity risk management process in order to ensure it is able to comply at any time with its obligations to redeem Shares.
- Each Sub-Fund must receive, previously or simultaneously to the transfer of securities lent, a guarantee which complies with the requirements expressed under Sub-Section 3 below. At maturity of the securities lending transaction, the guarantee will be remitted simultaneously or subsequently to the restitution of the securities lent.
- Each Sub-Fund may borrow securities only under the following specific circumstances in connection with the settlement of a sale transaction: (a) during a period over which the securities have been sent out for re-registration; (b) when the securities have been loaned and not returned in time; and (c) to avoid a failed settlement when the Depositary fails to make delivery.

### **2. Repurchase agreements, reverse repurchase agreements and "*répéré*" transactions**

- Each Sub-Fund may enter into "*répéré*" transactions which consist in the purchase and sale of securities with a clause reserving the seller the right to repurchase from the buyer the securities sold at a price and term specified by the two parties in a contract.
- Each Sub-Fund may enter into repurchase or reverse repurchase agreements which consist in the purchase and sale of securities with a simultaneous agreement to repurchase from the seller/buyer the securities sold at a price and term specified by the two parties in a contract.
- Each Sub-Fund may act either as buyer or seller in "*répéré*" transactions and repurchase or reverse repurchase agreements.
- Each Sub-Fund may only enter into "*répéré*" transactions and repurchase or reverse repurchase agreements with financial institutions subject to prudential supervision rules

- considered by the CSSF as equivalent to those prescribed by Community law and specialised in these types of transactions.
- Securities which are delivered to each Sub-Fund under a "*rémeré*" transaction or a repurchase or reverse repurchase agreement may belong to any of the following categories of eligible assets:
    - a. Short-term bank certificates or money market instruments as set forth under Section B "Eligible Financial Assets" points a) to e) above, or
    - b. Bonds issued and/or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings of a community, regional or worldwide nature, or
    - c. Bonds issued by non-governmental issuers offering an adequate liquidity, or
    - d. Units of other money-market UCIs, provided that their net asset value is calculated daily and that such investment funds have a triple-A rating or any other form of rating considered as equivalent, or
    - e. Equities admitted to official listing or negotiated on a regulated market of a EU Member State or on a stock exchange of a Member State of the OECD on the conditions that these equities are included in a main index.
  - During the life of a "*rémeré*" transaction, a repurchase or reverse repurchase agreement, and where the Sub-Fund acts as a buyer, it may not sell or pledge/give as guarantee the securities which are the object of the contract, either before the right to repurchase these securities has been exercised by the counterparty, or the term of the contract has expired.
  - A Sub-Fund that enters into a reverse repurchase agreement 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 Sub-Fund.
  - A Sub-Fund that enters into a repurchase agreement 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.
  - 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 Fund.
  - As the Sub-Funds are open-ended, each Sub-Fund must be in a position to terminate repurchase agreements, reverse repurchase agreements and "*rémeré*" transactions at all times. Each Sub-Fund should take into account these operations when developing its liquidity risk management process in order to ensure it is able to comply at any time with its obligations to redeem Shares.
  - When complying with the investment restrictions defined under Section C above, each Sub-Fund will take into consideration securities held direct, by or through "*rémeré*" transactions and repurchase or reverse repurchase agreements.

At the date of this Prospectus, no Sub-Fund is authorized to enter into securities lending transactions, optional repurchase transactions, reverse repurchase agreements/repurchase agreements and margin lending transactions within the meaning of the SFT Regulation in order to reduce risks or expenses or to provide a compartment with capital gains or income. If any of the Sub-Funds were to enter into total such securities lending transactions, optional repurchase

transactions, reverse repurchase agreements/repurchase agreements or margin lending transactions in the future, the Prospectus will be updated accordingly.

### 3. Collateral management

When calculating the counterparty risk limits laid down by article 43 of the Law of 2010, the risk exposure arising from OTC financial derivative transactions and efficient portfolio management techniques shall be combined.

The collateral used to reduce the counterparty risk exposure, when entering into OTC financial derivative transactions and efficient portfolio management techniques, should comply with the following criteria:

- a) Liquidity – any collateral received other than cash shall 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 shall also comply with the provisions of article 48 of the Law of 2010.
- b) Valuation – the collateral received shall be valued on at least a daily basis and assets that exhibit high price volatility shall not be accepted as collateral unless suitably conservative haircuts are in place.
- c) Issuer credit quality – the collateral received shall be of high quality.
- d) Correlation – the collateral received by the Fund shall 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.
- e) Collateral diversification (asset concentration) – collateral shall be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Fund receives from a counterparty of efficient portfolio management and OTC financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its Net Asset Value. When the Fund is exposed to different counterparties, the different baskets of collateral shall be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation the 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. Such a Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Fund's Net Asset Value.
- f) The Risks linked to the management of collateral, such as operational and legal risks, shall be identified, managed and mitigated by the risk management process.
- g) Where there is a title transfer, the collateral received shall be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party depositary which is subject to prudential supervision, and which is unrelated to the provider of the collateral.
- h) The collateral received shall be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.
- i) Non-cash collateral received shall not be sold, re-invested or pledged.
- j) Cash collateral received shall only be:
  - placed on deposit with entities prescribed in article 41(1)(f) of the Law of 2010;
  - invested in high-quality government bonds;

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- used for the purpose of reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and the Fund is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in the CESR/10-049 Guidelines on a common definition of European money market funds.

Re-invested cash collateral shall be diversified in accordance with the diversification requirements applicable to non-cash collateral.

Subject to the above criteria, the eligible collateral includes:

- (i) cash denominated in the reference currency of the Fund (or relevant Sub-Fund) and money market instruments with an external credit rating AA- or above of the issuer;
- (ii) marketable securities representing claims on or claims guaranteed by central banks of eligible jurisdictions, non-central government public sector entities, the Bank for International Settlements, the International Monetary Fund, the European Commission, given that they are traded in large, deep and active markets characterized by a low level of concentration;
- (iii) marketable securities representing claims on or claims guaranteed by eligible jurisdictions, their central banks, non-central government public sector entities or multilateral development banks, with a credit rating of A- or above;
- (iv) shares or units issued by money market UCIs complying with the CESR/10-049 Guidelines on a common definition of European money market funds, offering a daily liquidity, calculating a daily net asset value and being assigned a rating of AAA or its equivalent;
- (v) shares or units issued by UCITS offering a daily liquidity and investing mainly in bonds or shares fulfilling the two requirements below;
- (vi) debt instruments with an external rating at least equivalent to "investment grade";
- (vii) shares and convertible bonds dealt on a regulated market, on the condition that these shares are included in a main index.

For the valuation of the collateral the following haircuts will be applicable.

### Collateral Haircut

Collateral Type	Applied Haircut		
1. Cash in reference currency of the Fund	0%		
2. Cash in non-reference currencies	1% - 10%		
3. Money markets instruments with an external credit rating AA- or above <sup>1</sup>	0.5% - 2%		
4. Debt Instruments <sup>2</sup>	Residual maturity		
	Less than 1 year	1-5 years	More than 5 years

<sup>1</sup> If money market instruments are traded above the par value, a haircut will be applied to the face value of the MMI.

<sup>2</sup> If debt instrument are traded above par value, a haircut will be applied to the face value of the instruments.

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Bonds issued or guaranteed by a EU Member State with an external rating at least equivalent to AA-	0.25% - 3%	2% - 5%	5% - 10%
Sovereign debt instruments with an external rating AA or above	0.25% - 3%	2% - 5%	5% - 10%
Debt instruments with an external rating A or above	1% - 5%	6% - 12%	10% - 15%
5. Shares dealt on a regulated market and included in a main index (European and US index)	15% - 25%		

At any time, relative to market conditions, if deemed necessary for the best interest of the Fund, the Management Company reserves the right to amend the above haircut level.

The Management Company may only place the cash received as collateral in:

- (i) high quality eligible sovereign debt and/or debt guaranteed by an eligible jurisdiction subject to a AAA-equivalent rating;
- (ii) any other government bonds generally considered risk-free in reference to AAA-equivalent rating;
- (iii) short term money market funds subject to a AAA-equivalent rating;
- (iv) plain vanilla corporate bonds or plain vanilla money market instruments with a short maturity (generally 3 months) from issuers in OECD member countries subject to AAA-equivalent rating.

The above provisions are in line with the ESMA 2014/937 Guidelines on ETFs and other UCITS issues. The Management Company shall at all times make sure to comply with any new requirement or amendments of the ESMA requirements upon their entering into force.

## II. BOARD OF DIRECTORS

The Board of Directors has the broadest powers to act in any circumstances on behalf of the Fund, without prejudice of the powers expressly assigned by Luxembourg law to the shareholders' meeting.

The Board of Directors is responsible for the administration and management of the assets of the Fund. It may carry out all acts of management and administration on the Fund's behalf.

## III. MANAGEMENT COMPANY

The Board of Directors has appointed, under its responsibility and its supervision, Andbank Asset Management Luxembourg as the management company of the Fund (the "Management Company").

Andbank Asset Management Luxembourg is a public limited company incorporated under the laws of Luxembourg, set up for an unlimited period in Luxembourg on 13 July 2009. It has its

registered office at 4, rue Jean Monnet, L-2180 Luxembourg. Its fully paid-up capital is EUR 3,000,000.-.

Andbank Asset Management Luxembourg is governed by chapter 15 of the Law of 2010 and as such is responsible for the collective management of the Fund's portfolios.

In accordance with the laws and regulations currently in force, Andbank Asset Management Luxembourg is authorised to delegate all or part of its duties and powers to any person or company which it may consider appropriate (the "representative(s)"). Andbank Asset Management Luxembourg will remain entirely liable for the actions of such representative(s).

At the date of the Prospectus, the central administration (except for the domiciliary and corporate agency function) of the Fund is delegated.

The Management Company has established a remuneration policy for those categories of staff, including senior management, risk takers, control functions, and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers and whose professional activities have a material impact on the risk profiles of the Management Company or the Fund, that are consistent with and promote sound and effective risk management and do not encourage risk-taking which is inconsistent with the risk profiles or the Fund's Articles.

The remuneration policy is in line with the business strategy, objectives, values and interests of the Management Company and the Fund and of its shareholders, and includes measures to avoid conflicts of interest.

The variable remuneration is granted on the basis of the results of the performance assessment process. It shall be based on relevant, pre-determined and measurable criteria linked to the Management Company's corporate values, business strategy goals, long-term interests of its shareholders and clients, and risk management.

The remuneration policy also ensures that 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.

This remuneration policy takes into account the principle of proportionality, which allows procedures, mechanisms and organizational structure to be calibrated to the nature, scale and complexity of the Management Company business and to the nature and range of activities carried out in the course of its business.

**Disclosure in the annual report:**

Information relating to the remuneration policy shall be available in the annual report of the Management Company, as well as the annual report of the Fund.

The up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons

responsible for awarding the remuneration and benefits, including the composition of the remuneration committee, are available at [www.andbank.lu](http://www.andbank.lu) and a paper copy will be made available free of charge upon request at the Management Company's registered office.

#### IV. THE SHARES

The Fund may issue Shares of different Classes or Categories reflecting the various Sub-Funds which the Board of Directors may decide to open. Within a Sub-Fund, Classes or Categories may be defined from time to time by the Board of Directors so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions, and/or (ii) a specific sales and redemption charge structure, and/or (iii) a specific management, performance or advisory fee structure, and/or (iv) a specific distribution fee structure, and/or (v) specific types of investors entitled to subscribe the relevant Classes/Categories, and/or (vi) a specific currency, and/or (vii) any other specific features applicable to one Class/Category. If Classes or Categories are defined within a Sub-Fund, such Classes or Categories will be described in the specific information relating to the relevant Sub-Fund contained in Part B of the Prospectus.

Shares in any Sub-Fund will be issued in a registered form. The Board of Directors may also at its discretion decide to issue Shares in a dematerialised form within the meaning of the Articles. In such case, the form of Shares authorised in a Sub-Fund/Class or Category will be specified in Part B of the Prospectus.

Shares may also be held and treated in clearing systems.

Registered Shares will be registered in the register of shareholders. Registered shareholders will only receive a written confirmation of registration in the register of shareholders. No registered share certificates will be issued to shareholders.

Dematerialised Shares are represented by an entry in the securities account in the name of their owner or holder with an authorised account holder or a provider of settlement services.

If dematerialised Shares are issued, registered Shares may be converted into dematerialised Shares and dematerialised Shares may be converted into registered Shares at the request of the holder of such Shares. A conversion of registered Shares into dematerialised Shares will be effected by an entry in the securities account. A conversion of dematerialised Shares into registered Shares will be effected, if applicable, by issuance of a written confirmation in lieu thereof, and an entry shall be made into the register of shareholders to evidence such issuance. The costs of any such conversion will be borne by the shareholder requesting it.

Fractions of Shares will be issued up to three decimal places. Such fractional Shares shall not be entitled to vote but shall be entitled to a participation in the net results and in the proceeds of liquidation or of any other distribution attributable to the Shares in the relevant Sub-Fund on a pro rata basis.

All Shares must be fully paid-up in cash or in kind; they are of no par value and carry no preferential or pre-emptive rights. Each Share to whatever Sub-Fund it belongs is entitled to one vote at any general meeting of shareholders, in compliance with Luxembourg law and the Articles.

The Fund draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Fund, notably the right to participate in the

general meetings of shareholders if the investor is registered himself and in his own name in the register of shareholders of the Fund. In cases where an investor invests in the Fund through an intermediary investing in the Fund in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholders rights directly against the Fund. Investors are advised to take advice on their rights.

If the Shares of a Sub-Fund are listed on the Luxembourg Stock Exchange, it will be specified in Part B of the Prospectus.

## **V. PROCEDURE FOR SUBSCRIPTION, CONVERSION AND REDEMPTION**

### **A. Subscription for Shares**

The Board of Directors is authorised to issue Shares of each Sub-Fund and of each Class/Category at any time and without limitation.

After the Initial Subscription Period of any Class/Category within a Sub-Fund, if any, or of any Sub-Fund (as defined in Part B of the Prospectus), the subscription price per Share in the relevant Class/Category or Sub-Fund (the "Subscription Price") is the total of the Net Asset Value per Share and the sales charge, if any, as stated in Part B of the Prospectus. The Subscription Price is available at the registered office of the Fund.

Subscriptions in any Class/Category or in any Sub-Fund may be subject to a minimum investment amount and/or a minimum holding requirement as stated in Part B of the Prospectus, as the case may be.

Investors whose applications are accepted will be allotted Shares issued on the basis of the Net Asset Value per Share determined as of the Valuation Day (as defined in this Part A) following receipt of the subscription form provided that such application is received by the Registrar and Transfer Agent within the relevant time limit as stated in Part B of the Prospectus. Applications received by the Registrar and Transfer Agent after the relevant time limit will be dealt with on the following Valuation Day.

Investors may be required to complete a subscription form or any other documentation satisfactory to the Fund.

Payments for Shares will be made in the currency of the relevant Class/Category.

Payments for subscriptions must be made within the time limits set out for each Sub-Fund in Part B of the Prospectus. If payment for a subscription request is received after the relevant time limit as stated in Part B of the Prospectus, the Board of Directors or its agent may process the request by (i) applying an increase which notably reflects interest owed at the usual market rates; or (ii) cancelling the Share allotment, as the case may be, accompanied by a request for compensation for any loss owing to failure to make payment before the stipulated time limit.

The Fund may agree to issue Shares as consideration for a contribution in kind of securities or other permitted assets, in compliance with the conditions set forth by Luxembourg law, in particular the obligation for the Auditors of the Fund to deliver a valuation report and provided that such assets comply with the investment policy and restrictions of the relevant Sub-Fund.

Any costs incurred in connection with a contribution in kind of securities or other permitted assets shall be borne by the relevant shareholders.

Written confirmations of shareholding will be sent to shareholders.

No Shares in any Sub-Fund will be issued during any period when the calculation of the Net Asset Value per Share in such Sub-Fund is suspended by the Fund, pursuant to the powers reserved to it by the Articles. In the case of suspension of dealings in Shares, the application will be dealt with on the first Valuation Day following the end of such suspension period.

#### **B. Prevention of Money Laundering and Terrorist Financing**

In accordance with international regulations and Luxembourg laws and regulations (including, but not limited to, the amended law of 12 November 2004 on the fight against money laundering and financing of terrorism), the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012, CSSF Circulars 13/556 and 15/609 concerning the fight against money laundering and terrorist financing, and any respective amendments or replacements, obligations have been imposed on all professionals of the financial sector in order to prevent undertakings for collective investment from money laundering and financing of terrorism purposes. As result of such provisions, the register and transfer agent of a Luxembourg undertaking for collective investment must ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The register and transfer agent may require subscribers to provide any document it deems necessary to effect such identification. In addition, the register and transfer agent, as delegate of the Fund, may require any other information that the Fund may require in order to comply with its legal and regulatory obligations, including but not limited to the CRS Law (as defined hereafter).

In case of delay or failure by an applicant to provide the required documentation, the subscription request will not be accepted and in case of redemption, payment of redemption proceeds delayed. Neither the undertaking for collective investment nor the register and transfer agent will be held responsible for said delay or failure to process deals resulting from the failure of the applicant to provide documentation or incomplete documentation.

From time to time, shareholders may be asked to supply additional or updated identification documents in accordance with clients' on-going due diligence obligations according to the relevant laws and regulations.

#### **C. Conversion of Shares**

Unless otherwise stated in Part B of the Prospectus, shareholders have the right, subject to the provisions hereinafter specified, to convert Shares from one Sub-Fund for Shares of another Sub-Fund and to convert Shares of a given Class/Category to Shares of the same Class/Category of another Sub-Fund (if applicable). The Board of Directors may refuse to accept a conversion application if it is detrimental to the interests of the Fund, the Sub-Funds and the Classes/Categories concerned or the relevant shareholders.

The rate at which Shares of a given Class/Category or Sub-Fund (the "original Sub-Fund or Class/Category") shall be converted into Shares of another Class/Category or Sub-Fund (the "new Sub-Fund or Class/Category") will be determined as precisely as possible and in accordance with the following formula:

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

D

- A being the number of Shares to be allocated in the new Sub-Fund or Class/Category;  
B being the number of Shares of the original Sub-Fund or Class/Category to be converted;  
C being the prevailing Net Asset Value of the original Sub-Fund or Class/Category on the Valuation Day in question;  
D being the prevailing Net Asset Value of the new Sub-Fund or Class/Category on the Valuation Day in question; and  
E being the exchange rate applicable at the time of the transaction between the currencies of the two Sub-Funds or Classes/Categories concerned.

Conversions of Shares in any Class/Category or Sub-Fund may further be subject to a fee based on the respective Net Asset Value of the relevant Shares to the extent provided for and under the form set out in Part B of the Prospectus, as the case may be. This amount will be payable to the sales agents.

Shares may be tendered for conversion on any Valuation Day.

All terms and notices regarding the redemption of Shares shall equally apply to the conversion of Shares.

No conversion of Shares will be effected until a duly completed request for conversion of Shares has been received by the Registrar and Transfer Agent.

Fractions of Shares will be issued on conversion up to three decimal places.

Written confirmations of shareholding will be sent to shareholders.

In converting Shares of a Class/Category or Sub-Fund for Shares of the same Class/Category of another Sub-Fund or of another Sub-Fund, a shareholder must meet the applicable minimum initial investment requirements imposed by the new Sub-Fund, if any.

If, as a result of any request for conversion, the investment held by any shareholder in a Class/Category or Sub-Fund would fall below the minimum amount, if any, as indicated in Part B of the Prospectus under the specific information for each Sub-Fund, the Fund may treat such request as a request to convert the entire shareholding of such shareholder.

### Conversion restrictions

No Shares shall be converted into a given Sub-Fund, Class or Category throughout the period when the calculation of the Net Asset Value of the Shares of the said Sub-Fund, Class or Category has been temporarily suspended by the Board of Directors pursuant to the powers conferred on it by the Articles.

In accordance with Article 9 of the Articles, in the case of important conversion applications representing more than 10% of the net assets of a given Sub-Fund, the Board of Directors reserves the right to decide that all or part, on a pro rata basis for each shareholder asking for the conversion of its Shares, of such requests for conversion will be deferred and to convert the Shares only at a price as determined once it has been able to sell the necessary assets as soon as

possible in the interests of the shareholders of the Sub-Fund as a whole, and it has received the proceeds of such sales. In such cases, a single price shall be calculated for all the redemption, subscription and conversion applications presented at the same time for the Sub-Fund in question.

**D. Redemption of Shares**

Each shareholder may at any time request the Fund to redeem in respect of any Valuation Day all or any of its Shares in any of the Classes/Categories or Sub-Funds.

Shareholders desiring to have all or any of their Shares redeemed should apply in writing to the Registrar and Transfer Agent.

Redemption requests should contain the following information (if applicable): the identity and address of the shareholder requesting the redemption, the number of Shares to be redeemed or the amount to be obtained from the redemption request, the relevant Class/Category or Sub-Fund, the name in which such Shares are registered and details as to whom payment should be made.

Shareholders whose requests for redemption are accepted will have their Shares redeemed as of any Valuation Day provided that the requests have been received by the Registrar and Transfer Agent within the relevant time limit as stated in Part B of the Prospectus. Requests received by the Registrar and Transfer Agent after the relevant time limit will be dealt with on the following Valuation Day.

Shares will be redeemed at a price based on the Net Asset Value per Share in the relevant Class/Category or Sub-Fund determined on the first Valuation Day following receipt of the redemption request, potentially decreased by a redemption fee as stated in Part B of the Prospectus, as the case may be (the "Redemption Price").

The Redemption Price shall be paid within the time limits set out for each Sub-Fund in Part B of the Prospectus.

Payment will be made by transfer bank order to an account indicated by the shareholder, at such shareholder's expense and risk.

Payment of the Redemption Price will be made in the currency of the relevant Class/Category.

The Fund may agree to deliver securities and/or other permitted assets against a request for redemption in kind, provided that the relevant shareholder formally agrees to such delivery, and that the conditions set forth by Luxembourg law have been respected, in particular the obligation for the Auditors of the Fund to deliver a valuation report. The value of such assets shall be determined according to the principles applied for the calculation of the Net Asset Value per Share. The Board of Directors must make sure that the redemption of such assets shall not be detrimental to the other shareholders. Any costs incurred in connection with a delivery in kind of securities and/or other permitted assets shall be borne by the relevant shareholders.

The Redemption Price may be higher or lower than the price paid at the time of subscription or purchase.

If as a result of any request for redemption, the investment held by any shareholder in a Class/Category or Sub-Fund would fall below the minimum amount indicated in Part B of the Prospectus, if any, the Fund may treat such request as a request to redeem the entire shareholding of such shareholder in such Class/Category or Sub-Fund.

All redeemed Shares by the Fund will be cancelled.

Redemption restrictions

No Shares shall be redeemed in a given Sub-Fund, Class or Category throughout the period when the calculation of the Net Asset Value of the Shares of the said Sub-Fund, Class or Category has been temporarily suspended by the Fund under the powers conferred on it by the Articles. In accordance with the Articles, in the case of important redemption requests representing more than 10% of the net assets of a given Sub-Fund, the Board of Directors reserves the right to decide that all or part, on a pro rata basis for each shareholder asking for the redemption of its Shares, of such requests for redemption will be deferred and to redeem the Shares only at a Redemption Price as determined once it has been able to sell the necessary assets as soon as possible in the interests of the shareholders of the Sub-Fund as a whole, and it has received the proceeds of such sales. In such cases, a single price shall be calculated for all the redemption, subscription and conversion applications presented at the same time for the Sub-Fund in question.

Under special circumstances including, but not limited to, default or delay in payments due to the relevant Sub-Fund from banks or other entities, the Fund may, in turn, delay all or part of the payment to shareholders requesting redemption of Shares in the Sub-Fund concerned. The right to obtain redemption is contingent upon the Sub-Fund having sufficient liquid assets to honour redemptions.

Compulsory redemption

Redemption of Shares may be carried out in the manner described in this Part A in Chapter XV "General Information" Section D "Liquidation, Merger and Split of Sub-Funds, Classes or Categories".

The introduction of the Prospectus and the Articles contain provisions enabling the Fund to compulsorily redeem Shares held by US persons.

**E. Protection against Late Trading and Market Timing practices**

"Late Trading" is understood to be the acceptance of a subscription (or conversion or redemption) order after the applicable cut-off time on the relevant Valuation Day and the execution of such order at a price based on the Net Asset Value applicable for such same day. Late Trading is strictly forbidden.

"Market Timing" is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts Shares within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Value of a given Sub-Fund. Market Timing practices may disrupt the investment management of the Sub-Fund and harm the performance of the relevant Sub-Fund.

In order to avoid such practices, Shares are issued, redeemed and converted at an unknown price and neither the Fund will accept orders received after the relevant cut-off time.

The Fund reserves the right to refuse dealing orders with respect to a Sub-Fund by any person who is suspected of Market Timing activities and to take appropriate measures to protect other investors of the Fund.

The Registrar and Transfer Agent shall put in place adequate procedures in order to ensure that subscription, redemption and conversion applications are received before the deadline for accepting orders in relation to the applicable Valuation Day. Subscription, redemption and conversion instructions are executed at an unknown Net Asset Value.

**F. Suspension and rejection of subscriptions**

The Board of Directors may suspend or interrupt, without prior notice, the issue of the Shares in one, several or all of the Sub-Funds, Classes or Categories at any time. It may do so particularly in the circumstances described under Chapter VI. "Determination of the Net Asset Value", Section B "Temporary Suspension of the Calculation". Moreover, it reserves the right, without having to give reasons for its decision, to:

- reject any subscription;
- redeem at any time Shares in the Fund that were unlawfully subscribed or are unlawfully held.

When, after a suspension of the issue of Shares of one or more Sub-Funds for any period of time, the Board of Directors decides to resume such issue, all pending subscriptions will be processed on the basis of the same Net Asset Value per Share determined after calculation of the Net Asset Value is resumed.

**G. Dilution levy**

The actual cost of purchasing, selling or switching underlying investments in the Sub-Fund may deviate from the mid-market value used in calculating its price, due to dealing charges, taxes, and any spread between buying and selling prices of the Sub-Fund's underlying investments. These dealing costs could have an adverse effect on the value of the Sub-Fund, known as "dilution". In order to mitigate the effect of dilution the Board of Directors may make a dilution levy on the subscription, redemption or conversion of Shares in the Sub-Fund. A dilution levy is a separate charge of such amount or at such rate as is determined by the Board of Directors to be made for the purpose of reducing the effect of dilution. This amount is not retained by the Sub-Fund, but is paid into the Sub-Fund.

The dilution levy is calculated by reference to the costs of dealing in the underlying investments of the Sub-Fund, including any dealing spreads, commission and transfer taxes.

The need to charge a dilution levy will depend on the volume of subscriptions and redemptions. It is not possible to predict accurately whether dilution would occur at any point in time. The Board of Directors' policy is that it may require a dilution levy on the subscription and redemption of Shares if, in its opinion, the existing shareholders (for subscriptions) or remaining shareholders (for redemptions) might otherwise be adversely affected.

For example, the dilution levy may be charged in the following circumstances: where the assets of the Sub-Fund are in continual decline; on the Sub-Fund experiencing large levels of net subscriptions relative to its size; in any case where the Board of Directors is of the opinion that the interests of existing or remaining shareholders require the imposition of a dilution levy.

This policy is intended to mitigate the dilutive effect of shareholder transactions on the future growth of the Sub-Fund.

Based on future projections and on its experience of managing the Sub-Fund, the Board of Directors is unlikely to impose a dilution levy unless it considers that the dealing costs relating to a shareholder transaction are significant and will have a material impact on the Sub-Fund.

If a dilution levy is required then the rate of such a levy would be up to 2%.

The Board of Directors, at its absolute discretion, may waive or reduce the dilution levy.

## **VI. DETERMINATION OF THE NET ASSET VALUE**

### **A. Calculation and Publication**

The Net Asset Value per Share of each Class/Category in respect of each Sub-Fund or of each Sub-Fund (the "NAV" or the "Net Asset Value") is calculated in Luxembourg by the Administrative Agent. The Net Asset Value of each Class/Category in respect of each Sub-Fund or of each Sub-Fund shall be determined in the currency of that Class/Category or in the currency of the relevant Sub-Fund as specified in Part B of the Prospectus.

The Net Asset Value is calculated as of the day specified for each Sub-Fund in Part B of the Prospectus ("Valuation Day") on the basis of the prices available on that Valuation Day, as published by the stock exchanges or regulated markets concerned and with reference to the value of assets owned on behalf of the relevant Sub-Fund, according to the Articles.

The Net Asset Value per Share shall be determined by dividing the net assets of the Fund attributable to such Class/Category in that Sub-Fund or to such Sub-Fund (being the value of the portion of assets less the portion of liabilities attributable to such Class/Category or to such Sub-Fund on any such Valuation Day), as determined in accordance with applicable generally accepted Luxembourg accounting principles, by the total number of Shares in the relevant Class/Category in a Sub-Fund or in the relevant Sub-Fund then outstanding.

If, since the time of determination of the Net Asset Value on the relevant Valuation Day, there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant Class/Category in respect of a Sub-Fund or to the relevant Sub-Fund are dealt in or quoted, the Fund may, in order to safeguard the interests of the shareholders and the Fund, cancel the first valuation and carry out a second valuation. All subscription, redemption and conversion requests shall be treated on the basis of this second valuation.

The Net Asset Value is determined on the basis of the value of the underlying investments of the relevant Sub-Fund, as follows:

- (a) The value of any cash on hand or on deposit, bills and demand notes payable and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof.
- (b) The value of any security or other asset which is quoted or dealt in on a stock exchange will be based on its last available price in Luxembourg on the stock exchange which is normally the principal market for such security.
- (c) The value of any security or other asset which is dealt in on any other regulated market will be based on its last available price in Luxembourg.
- (d) In the event that any assets are not listed nor dealt in on any stock exchange or on any other regulated market, or if, with respect to assets listed or dealt in on any stock exchange or on any other regulated market as aforesaid, the price as determined pursuant to sub-paragraph (b) or (c) is not, in the opinion of the Board of Directors, representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith.
- (e) Units of undertakings for collective investment will be valued at their last determined and available net asset value or, if such price is not, in the opinion of the Board of Directors, representative of the fair market value of such assets, then the price shall be determined by the Board of Directors on a fair and equitable basis.
- (f) The liquidating value of futures, spot, forward or options contracts not traded on stock exchanges nor on other regulated markets shall mean their net liquidating value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, spot, forward or options contracts traded on stock exchanges or on other regulated markets shall be based upon the last available settlement prices of these contracts on stock exchanges and regulated markets on which the particular futures, spot, forward or options contracts are traded by the Fund; provided that if a futures, spot, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable. Swaps will be valued at their market value.
- (g) The value of money market instruments not traded on stock exchanges nor on other regulated markets and with a remaining maturity of less than 12 months and of more than 90 days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money market instruments with a remaining maturity of 90 days or less will be valued by the amortized cost method, which approximates market value.
- (h) Interest rate swaps will be valued at their market value established by reference to the applicable interest rates' curve.
- (i) All other securities and other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors.

The net proceeds from the issue of Shares in the relevant Sub-Fund are invested in the specific portfolio of assets constituting such Sub-Fund.

The Board of Directors shall maintain for each Sub-Fund a separate portfolio of assets. As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund.

***As regard relations among the shareholders themselves and between the shareholders and third parties, each Sub-Fund shall be considered as a separate entity and shall only be responsible for the liabilities which are attributable to such Sub-Fund.***

The value of all assets and liabilities not expressed in the currency of the relevant Class/Category or in the currency of the relevant Sub-Fund will be converted into the currency of the relevant Class/Category or in the currency of the relevant Sub-Fund at the rate of exchange ruling in Luxembourg on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the Board of Directors.

The Board of Directors, in its discretion but in accordance with applicable generally accepted Luxembourg accounting principles, may permit some other methods of valuation to be used if it considers that such valuation better reflects the fair value of any assets of the Fund.

The Net Asset Value and the issue, redemption and conversion prices for the Shares in each Sub-Fund may be obtained during business hours at the registered office of the Fund, and will be published in such newspapers as determined for each Sub-Fund by the Board of Directors and specified in Part B of the Prospectus, as the case may be.

**B. Temporary Suspension of the Calculation of the Net Asset Value and the issue, redemption and conversion of Shares**

In each Sub-Fund, the Fund may temporarily suspend the calculation of the Net Asset Value and the issue, redemption and conversion of Shares:

- a) during any period when any of the principal stock exchanges or other markets on which a substantial portion of the investments of the Fund attributable to the relevant Sub-Fund from time to time are quoted or dealt in, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; or
- b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors as a result of which disposal or valuation of assets owned by the Fund attributable to the relevant Sub-Fund would be impracticable; or
- c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the relevant Sub-Fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such Sub-Fund; or
- d) during any period when the Fund is unable to repatriate funds for the purpose of making payments on the redemption of Shares of such Sub-Fund or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange; or
- e) when for any other reason beyond the control and responsibility of the Board of Directors the prices of any investments owned by the Fund attributable to such Sub-Fund cannot promptly or accurately be ascertained; or

- f) upon the notification or publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Fund; or
- g) during any period when the market of a currency in which a substantial portion of the assets of the Sub-Fund is denominated is closed otherwise than for ordinary holidays, or during which dealings therein are suspended or restricted; or
- h) during any period when political, economic, military, monetary or fiscal circumstances which are beyond the control and responsibility of the Fund prevent the Fund from disposing of the assets, or determining the Net Asset Value of the Sub-Fund in a normal and reasonable manner; or
- i) during any period when the calculation of the net asset value per unit of a substantial part of undertakings for collective investment in which the Sub-Fund is investing in, is suspended and this suspension has a material impact on the Net Asset Value in the Sub-Fund.

Any such suspension shall be notified by the Fund to all the shareholders, if appropriate, and may be notified to shareholders having made an application for subscription, redemption or conversion of Shares for which the calculation of the Net Asset Value has been suspended.

Such suspension as to any Sub-Fund shall have no effect on the calculation of the Net Asset Value, the issue, redemption and conversion of Shares of any other Sub-Fund not affected by the same circumstances.

Any application for subscription, redemption or conversion of Shares is irrevocable except in case of suspension of the calculation of the Net Asset Value in the relevant Sub-Fund, in which case shareholders may give notice that they wish to withdraw their application. If no such notice is received by the Fund, such application will be dealt with on the first Valuation Day following the end of the period of suspension.

## VII. DISTRIBUTION POLICY

The distribution policy of each Sub-Fund will be described in the specific information contained in Part B of the Prospectus.

However the Board of Directors may at any time and at its own discretion decide to create within a Sub-Fund or within a Class two Categories, one Category entitling the holders thereof to receive a distribution (a "Distribution Category") and another Category capitalizing its entire earnings (a "Capitalization Category"). These Categories will be indicated in the specific information contained in Part B of the Prospectus.

### A. Principle for Distribution Categories

The general meeting of shareholders shall decide, upon proposal of the Board of Directors and after closing the annual accounts, whether and to what extent distributions are to be paid out of investment income, realised gains and potentially net assets in the relevant Sub-Fund(s). The payment of distributions shall not result in the Net Asset Value of the Fund falling below the minimum capital amount prescribed by law.

The Board of Directors may, at its discretion, pay interim dividends.

**B. Payment**

Shareholders shall be paid by bank transfer in accordance with their instructions.

Payment will be made in the currency of the relevant Class/Category or in the currency of the relevant Sub-Fund.

Entitlements to distributions and allocations not claimed within five years of the due date shall be forfeited and the corresponding assets returned to the relevant Sub-Fund(s). If the Sub-Fund in question has already been liquidated, the distributions and allocations will accrue to the remaining Sub-Funds of the Fund in proportion to their respective net assets.

**VIII. CHARGES AND EXPENSES**

**A. General**

The Fund pays out of its assets all expenses payable by the Fund which shall include but not be limited to formation expenses, fees payable to the relevant supervisory authorities, fees payable to its Management Company, Investment Managers and Advisors, including performance fees, if any, fees and expenses payable to its Depositary and correspondents, Domiciliary and Corporate Agent, Administrative Agent, Registrar and Transfer Agent, Listing Agent, any Paying Agent, any permanent representatives in places of registration, as well as any other agent employed by the Fund, the remuneration (if any) of the Directors and officers of the Fund 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, any expenses incurred in connection with obtaining legal, tax and accounting advice and the advice of other experts and consultants, any expenses incurred in connection with legal proceedings involving the Fund, any fees and expenses involved in registering and maintaining the registration of the Fund with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the costs of preparing, printing, translating, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements, share certificates, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, expenses in relation of the marketing, promotion and development of the Fund i.e. "marketing costs", setting up costs, all other operating expenses, including the cost of buying and selling assets, interest, bank and brokerage charges, postage and telephone charges and winding-up costs. The Fund may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateable for yearly or other periods.

In the case where any liability of the Fund cannot be considered as being attributable to a particular Sub-Fund, such liability shall be allocated to all the Sub-Funds pro rata to their Net Asset Value or in such other manner as determined by the Board of Directors acting in good faith.

**B. Sub-Fund formation Expenses**

Expenses incurred in connection with the creation of any additional Sub-Fund shall be borne by the relevant Sub-Fund and will be written off over a period of five years. Hence, the additional Sub-Funds shall not bear a pro rata of the costs and expenses incurred in connection with the

creation of the Fund and the initial issue of Shares, which have not already been written off at the time of the creation of the new Sub-Fund(s).

**C. Fees to be paid to the service providers**

**1. Fees of the Management Company**

The Management Company is entitled to receive from each Sub-Fund a management fee as determined in Part B of the Prospectus for each Sub-Fund (the "Management Company Fee").

**2. Fees of the Investment Manager**

The Investment Manager (if any) is entitled to receive an investment management fee paid by the Management Company out of its Management Fee.

**3. Fees of the Depositary**

The Depositary will receive from the Fund a remuneration calculated in accordance with customary banking practice in Luxembourg and expressed as a percentage per annum of the average monthly net assets thereof during the month under review and payable monthly in arrears.

The Depositary is currently paid at the following rate: up to 0.02% per annum on the average net assets of the Fund during the relevant month with a minimum fee of EUR 22.000 per Sub-Fund per year.

**4. Fees of the Domiciliary and Corporate Agent**

The Domiciliary and Corporate Agent will receive from the Fund a remuneration in accordance with customary practice in Luxembourg and expressed as a flat fee payable yearly in advance.

The fee amounts to EUR 10,000.- per annum for the Fund with one Sub-Fund, plus EUR 3,000.- per annum per additional Sub-Fund.

**5. Fees of the Administrative Agent and Registrar and Transfer Agent**

The Administrative Agent will receive from the Management Company at the charge of the Fund, a remuneration calculated in accordance with customary banking practice in Luxembourg and expressed as a percentage per annum of the average monthly net assets thereof during the month under review and payable monthly in arrears.

The Administrative Agent is currently paid at the following rate: up to 0.07% per annum on the average net assets of the Fund during the relevant month, subject of a minimum of EUR 30,000.- per year and per Sub-Fund.

The Registrar and Transfer Agent will receive from the Management Company at the charge of the Fund, a remuneration calculated in accordance with customary banking practice in Luxembourg and expressed as flat fees payable monthly in arrears.

The Registrar and Transfer Agent is currently paid at the following tariffs: EUR 3000 per Class per year.

## 6. Other expenses

In addition, the Management Company, the Investment Manager(if any), the Investment Advisor (if any), distributor(s)(if any), the Depositary, the Domiciliary and Corporate Agent, the Administrative Agent and the Registrar and Transfer Agent are entitled to be reimbursed by the Fund for their reasonable out-of-pocket expenses and disbursements.

Their remuneration will be accrued in the accounts of the Fund on each Valuation Day.

## IX. DEPOSITARY AND PAYING AGENT

### Introduction and key duties

The Fund has, under the terms of the Depositary Agreement, engaged Citibank Europe Plc, Luxembourg Branch (the "**Depositary**") as depositary of the Fund's assets. The Depositary shall also be responsible for the oversight of the Fund to the extent required by and in accordance with applicable law, rules and regulations. The Depositary shall exercise the supervisory duties in accordance with applicable law, rules and regulations as well as the Depositary Agreement. The key duties of the Depositary are to perform on behalf of the Fund the depositary duties referred to in the law of 2010 essentially consisting of:

- (i) monitoring and verifying the Fund's cash flows;
- (ii) safekeeping of the Fund's assets, including inter alia holding in custody financial instruments that may be held in custody and verification of ownership of other assets;
- (iii) ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with the Articles and applicable Luxembourg law, rules and regulations;
- (iv) ensuring that the value of the Shares is calculated in accordance with the Articles and applicable Luxembourg law, rules and regulations;
- (v) ensuring that in transactions involving Fund's assets any consideration is remitted to the Fund within the usual time limits;
- (vi) ensuring that the Fund's income is applied in accordance with the Articles, and applicable Luxembourg law, rules and regulations; and
- (vii) carrying out instructions from the Management Company unless they conflict with the Articles applicable Luxembourg law, rules and regulations.

### Background of the Depositary and Paying Agent

Citibank Europe Plc, Luxembourg branch, is the depositary of the Fund.

The Depositary is a public limited company domiciled in Ireland with registered number 132781 whose registered office is at 1 North Wall Quay, Dublin 1. The Depositary conducts its principal business in Luxembourg from its office at 31, Z.A.I. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg. Its Luxembourg branch was established on 20 August 2015 and is registered with the *Registre de Commerce et des Sociétés* of Luxembourg under number B 0200204. Its

Luxembourg branch is authorised to provide such services in accordance with the Luxembourg law of 5 April 1993 on the financial sector, as amended, and is specialised in fund custody and administration services.

The Depositary is authorised by the Central Bank of Ireland but in respect of its services as depositary in Luxembourg is regulated by the CSSF.

As paying agent, Citibank Europe Plc, Luxembourg Branch is responsible for the payment of dividends (if any) to the Shareholders. The Depositary shall in addition be responsible for the processing of the transfer of the redemption proceeds of the Shares.

### **Delegation and Conflicts of Interest**

Under the terms of the Depositary Agreement and in accordance with the Law of 2010, the Depositary has power to delegate certain of its depositary functions. As of the date of this Prospectus, the Depositary has entered into written agreements delegating the performance of its safekeeping function in respect of certain of the Fund's assets to delegates. The list of such delegates and sub-delegates is available on [www.andbank.lu](http://www.andbank.lu) and is made available to investors free of charge upon request.

In order to discharge its responsibility in this regard, the Depositary must exercise due skill, care and diligence in the selection, continued appointment and ongoing monitoring of a third party as a safekeeping agent so as to ensure that the third party has and maintains the expertise, competence and standing appropriate to discharge the responsibilities concerned; maintain an appropriate level of supervision over the safekeeping agent; and make appropriate inquiries from time to time to confirm that the obligations of the agent continue to be competently discharged.

The liability of the Depositary will not be affected by the fact that it has delegated to a third party certain of its safekeeping in respect of the Fund's assets.

Without prejudice to the section "Conflicts of Interest" below, from time to time actual or potential conflicts may arise between the Depositary and its delegates or sub-delegates, for example where an appointed delegate or sub-delegate is an affiliated group company which receives remuneration for another custodial service it provides to the Fund.

Included in the Depositary's conflict of interest policy are procedures to identify, manage and monitor on an on-going basis any actual or potential conflict of interest involving its delegates or sub-delegates.

The Depositary will ensure that any such delegates or sub-delegates who are its affiliates are appointed on terms which are not materially less favorable to the Fund than if the conflict or potential conflict had not existed.

In certain jurisdictions, where the local law requires that financial instruments are held by a local entity and no local entity satisfies the delegation requirements to which the Depositary is subject, the Depositary may delegate its functions to a local entity for as long as there are no local entities which satisfy the requirements. The Depositary will only do so where the

Management Company has instructed it to do so and Shareholders are notified of such delegation prior to their investment, the reasons for it and the risks involved in the delegation.

### **Conflicts of Interest**

Actual or potential conflicts of interest may also arise between the Fund, the Shareholders or the Management Company on the one hand and the Depositary on the other hand.

For example, such actual or potential conflict may arise because the Depositary is part of a legal entity or is related to a legal entity which provides other products or services to the Fund or the Management Company. In particular, depositary and administration services are provided by the same legal entity, Citibank Europe Plc, Luxembourg Branch. In practice, however, the depositary and administration lines of business are functionally and hierarchically separated and operate on an arm's length basis. In addition, the Depositary may have a financial or business interest in the provision of such products or services, or receives remuneration for related products or services provided to the Fund, or may have other clients whose interests may conflict with those of the Fund, the Shareholders or the Management Company.

The Depositary and any of its affiliates may effect, and make a profit from, transactions in which the Depositary (or its affiliates, or another client of the Depositary or its affiliates) has (directly or indirectly) a material interest or a relationship of any description and which involves or may involve a potential conflict with the Depositary's duty to the Fund. This includes circumstances in which the Depositary or any of its affiliates or connected persons: acts as market maker in the investments of the Fund, provides broking services to the Fund and/or to other funds or companies; acts as financial adviser, banker, derivatives counterparty or otherwise provides services to the issuer of the investments of the Fund; acts in the same transaction as agent for more than one client; has a material interest in the issue of the investments of the Fund; or earns profits from or has a financial or business interest in any of these activities.

The group-wide conflict of interest policy provides that Citi manages conflicts through various policies, procedures and/or processes, which may, depending upon the conflict, include prevention or avoidance of conflicts, or appropriate disclosures, establishing information barriers, restructuring transactions, products or processes, and/or changing compensation incentives.

The Depositary has a conflict of interest policy in place to identify, manage and monitor on an on-going basis any actual or potential conflict of interest. The Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks. The system of internal controls, the different reporting lines, the allocation of tasks and the management reporting allow potential conflicts of interest and the Depositary issues to be properly identified, managed and monitored.

Up-to-date information on delegations and sub-delegations and related conflicts of interest may be requested from the Depositary by Shareholders.

### **Termination of the Depositary Agreement**

The Depositary Agreement provides that it will continue in force unless and until terminated by either party giving not less than 90 days' prior written notice to the other, although termination may be immediate in certain circumstances, such as the insolvency of the Depositary. Upon an (envisaged) removal or resignation of the Depositary, the Fund shall with due observance of the applicable requirements of the CSSF and in accordance with applicable law, rules and regulations, appoint a successor depositary. The Depositary may not be replaced without the approval of the CSSF.

#### **Liability of the Depositary**

The Depositary is liable to the Fund or to the Shareholders for the loss by the Depositary or a third party to whom the custody of financial instruments that can be held in custody has been delegated. In the case of such a loss of a financial instrument held in custody, the Depositary shall return a financial instrument of identical type or the corresponding amount to the Fund without undue delay. The Depositary is not liable if it can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

The Depositary is also liable to the Fund or the Shareholders for all losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations. Shareholders may invoke the liability of the Depositary directly or indirectly through the Fund. Other provisions of the Depositary Agreement.

The Depositary Agreement is governed by the laws of Luxembourg and the courts of Luxembourg shall have exclusive jurisdiction to hear any disputes or claims arising out of or in connection with the Depositary Agreement.

#### **X. DOMICILIARY AND CORPORATE AGENT, ADMINISTRATIVE AGENT, REGISTRAR AND TRANSFER AGENT**

The Management Company acts as the domiciliary and corporate agent (the "Domiciliary and Corporate Agent") for the Fund in accordance with the domiciliation agreement.

The Management Company has delegated, under its control and responsibility, its other central administration functions consisting of administrative and registrar and transfer agency functions in accordance with the provisions of article 110 of the Law of 2010.

The Management Company has appointed Citibank Europe Plc, Luxembourg Branch as the administrative agent (the "Administrative Agent") for the Fund. In such capacity, it will be responsible for all administrative duties required by Luxembourg law, and in particular for the bookkeeping and the calculation of the Net Asset Value per Share of any Class within the Fund.

The Management Company has also appointed Citibank Europe Plc, Luxembourg Branch as the registrar (the "Registrar") and transfer agent (the "Transfer Agent") for the Fund. In such capacity, it will be responsible for handling the processing of subscriptions for Shares, dealing with requests for redemptions and accepting transfers of funds, for the safekeeping of the register of shareholders of the Fund.

## XI. INVESTMENT MANAGER AND INVESTMENT ADVISOR

The Management Company is responsible for the management of the Sub-Funds. However, in order to carry out the investment policy of any Sub-Fund, the Management Company may appoint investment managers for each Sub-Fund (the "Investment Manager").

For the Sub-Fund MAZE UCITS – Tikehau Strategic Focus High Yield Fund, the Management Company has appointed Tikehau Capital North America LLC having its registered office at 412 West 15th St, 18th Floor, New York, NY 10011, as investment manager in accordance with the provisions of article 110 of the Law of 2010.

Tikehau Capital North America LLC is a private investment management company regulated by the US regulator, the Securities Exchange Commission. Tikehau Capital North America LLC is a subsidiary of Tikehau Capital, an asset management and investment group that invests in various asset classes (private debt, real estate, private equity and liquid strategies), including through its asset management subsidiaries, on behalf of institutional and private investors. Tikehau Capital is controlled by its managers, alongside leading institutional partners.

In addition, the Management Company and/or the Investment Manager(s) (if any) may be assisted by one or several investment advisors for each Sub-Fund (individually the "Investment Advisor" and collectively the "Investment Advisors"). An Investment Advisor may so be designated to provide investment advice on any particular category of assets of any Sub-Fund when it is considered that such an investment advisor has specific knowledge and skills in the contemplated assets. Neither the Management Company nor the Investment Manager(s) as the case may be, will be bound by the advice provided by the Investment Advisor as the case may be.

## XII. DISTRIBUTORS

The Management Company may decide to appoint distributors/nominees or capital/business introducers for the purpose of assisting it in the distribution of the Shares provided that they are duly licensed (if necessary) to carry out the relevant services in any relevant jurisdiction.

The distributor will carry out activities of marketing, placement and sale of Shares of the Fund. The distributor may intervene in the relationship between the investors and the Fund in collecting subscription orders for Shares. Subject to the provisions of the relevant distribution agreement, such distributor may be authorised to receive the subscription, redemption and conversion orders from the investors for the account of the Fund, and to offer Shares at a price based on the applicable Net Asset Value per Share increased, as the case may be, by a sales charge. The distributor will transmit to the Registrar and Transfer Agent any application for subscription, redemption and conversion of Shares. The distributor may also be entitled to receive and execute the payment of the issue, redemption and conversion orders of Shares.

If the distributor acts as nominee, it will be recorded in the register of shareholders instead of the clients who have invested in the Fund. The terms and conditions of the distribution agreement will stipulate, amongst other things, that a client who has invested in the Fund via a nominee may, at any time, require that the Shares thus subscribed be transferred to his/her/its name, as a result of which the client will be registered under his/her/its own name in the register of shareholders with effect from the date on which the transfer instructions are received from the nominee.

Investors may subscribe for Shares by applying directly to the Fund without having to subscribe through one of the distributors/nominees, unless a nominee's services are essential or mandatory under the applicable laws or regulations or for practical reasons.

Distributors may, at their own expense, control, supervision and ultimate responsibility, but always subject to prior authorisation of the Management Company, appoint sub-distributors for the purpose of distributing Shares.

### XIII. AUDITORS

Deloitte Audit has been appointed as the Fund's approved statutory auditor and shall fulfil all duties prescribed by the Law of 2010.

### XIV. TAXATION

The following information is based on the laws, regulations, decisions and practice currently in force in Luxembourg and is subject to changes therein, possibly with retrospective effect. This summary does not purport to be a comprehensive description of all Luxembourg tax laws and Luxembourg tax considerations that may be relevant to a decision to invest in, own, hold, or dispose of shares and is not intended as tax advice to any particular investor or potential investor. Prospective Investors should consult their own professional advisers as to the implications of buying, holding or disposing of Shares and to the provisions of the laws of the jurisdiction in which they are subject to tax. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Luxembourg.

#### **Taxation of the Fund**

The Fund is not subject to taxation in Luxembourg on its income, profits or gains.

The Fund is not subject to net wealth tax in Luxembourg.

A EUR 75.- registration tax is to be paid upon incorporation and each time the Articles of the Fund are amended. No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the shares of the Fund.

The Fund is however subject to a subscription tax (*taxe d'abonnement*) levied at the rate of 0.05% per annum based on its Net Asset Value at the end of the relevant quarter, calculated and paid quarterly.

A reduced subscription tax rate of 0.01% *per annum* is applicable to Luxembourg UCITS whose exclusive object is the collective investment in money market instruments, the placing of deposits with credit institutions, or both.

A reduced subscription tax rate of 0.01% per annum is applicable to UCITS individual compartments of UCITS with multiple compartments, as well as for individual classes of securities issued within a UCITS or within a compartment of a UCITS with multiple compartments, provided that the securities of such compartments or classes are reserved to one or more institutional investors.

Subscription tax exemption applies to:

- (i) investments in a Luxembourg UCI subject itself to the subscription tax;
- (ii) UCIs, compartments thereof or dedicated classes reserved to retirement pension schemes;
- (iii) any Sub-Fund (i) whose securities are only held by Institutional Investor(s), and (ii) whose sole object is the collective investment in money market instruments and the placing of deposits with credit institutions, and (iii) whose weighted residual portfolio maturity does not exceed 90 days, and (iv) that have obtained the highest possible rating from a recognised rating agency. If several Classes/Categories are in issue in the relevant Sub-Fund meeting (ii) to (iv) above, only those Classes/Categories meeting (i) above will benefit from this exemption;
- (iv) UCITS and UCIs subject to the part II of the 2010 Law qualifying as exchange traded funds; and
- (v) UCIs and individual compartments thereof with multiple compartments whose main objective is the investment in microfinance institutions.

### **Withholding tax**

Interest and dividend income received by the Fund may be subject to non-recoverable withholding tax in the source countries. The Fund may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin. The Fund may benefit from double tax treaties entered into by Luxembourg, which may provide for exemption from withholding tax or reduction of withholding tax rate.

Distributions made by the Fund are not subject to withholding tax in Luxembourg.

### **Taxation of the Shareholders**

#### **Luxembourg resident individuals**

Capital gains realised on the sale of the Shares by Luxembourg resident Individuals Investors who hold the Shares in their personal portfolios (and not as business assets) are generally not subject to Luxembourg income tax except if:

- (i) the Shares are sold within 6 months from their subscription or purchase; or
- (ii) if the Shares held in the private portfolio constitute a substantial shareholding. A shareholding is considered as substantial when the seller holds or has held, alone or with his/her spouse and underage children, either directly or indirectly at any time during the five years preceding the date of the disposal, more than 10% of the share capital of the Fund.

Distributions made by the Fund will be subject to income tax. Luxembourg personal income tax is levied following a progressive income tax scale, and increased by the solidarity surcharge (*contribution au fonds pour l'emploi*) giving an effective maximum marginal tax rate of 45.78%.

### **Luxembourg resident corporate**

Luxembourg resident corporate Investors will be subject to corporate taxation at the rate of 26.01% (in 2018 for entities having the registered office in Luxembourg-City) on capital gains realised upon disposal of Shares and on the distributions received from the Fund.

Luxembourg corporate resident Investors who benefit from a special tax regime, such as, for example, (i) an UCI subject to the 2010 Law, (ii) specialised investment funds subject to the amended law of 13 February 2007 on specialised investment funds, (iii) reserved alternative investments funds subject to the law of 23 July 2016 on reserved alternative investment funds or (iv) family wealth management companies subject to the amended law of 11 May 2007 related to family wealth management companies, are exempt from income tax in Luxembourg, but instead subject to an annual subscription tax (*taxe d'abonnement*) and thus income derived from the Shares, as well as gains realised thereon, are not subject to Luxembourg income taxes.

The Shares shall be part of the taxable net wealth of the Luxembourg resident corporate Investors except if the holder of the Shares is (i) an UCI subject to the 2010 Law, (ii) a vehicle governed by the amended law of 22 March 2004 on securitisation, (iii) an investment company governed by the amended law of 15 June 2004 on the investment company in risk capital, (iv) a specialised investment fund subject to the law of 13 February 2007 on specialised investment funds, (v) reserved alternative investments funds subject to the law of 23 July 2016 on reserved alternative investment funds or (vi) a family wealth management company subject to the amended law of 11 May 2007 related to family wealth management companies. The taxable net wealth is subject to tax on a yearly basis at the rate of 0.5%. A reduced tax rate of 0.05% is due for the portion of the net wealth tax exceeding EUR 500 million.

### **Non Luxembourg residents**

Non resident individuals or collective entities who do not have a permanent establishment in Luxembourg to which the Shares are attributable, are not subject to Luxembourg taxation on capital gains realised upon disposal of the Shares nor on the distribution received from the Fund and the Shares will not be subject to net wealth tax.

### **Automatic Exchange of Information**

The Organisation for Economic Co-operation and Development ("OECD") has developed the CRS to achieve a comprehensive and multilateral automatic exchange of information (AEOI) on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted in order to implement the CRS among the Member States.

The Euro-CRS Directive was implemented into Luxembourg law by the law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("CRS Law"). The CRS Law requires Luxembourg financial institutions to identify financial assets holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement. Luxembourg financial institutions will then report financial account information of the asset holder to the Luxembourg tax authorities, which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis.

Accordingly, the Fund may require its Investors to provide information in relation to the identity and fiscal residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status and report information regarding a shareholder and his/her/its account to the Luxembourg tax authorities (*Administration des Contributions Directes*), if such account is deemed a CRS reportable account under the CRS Law. The Fund shall communicate any information to the Investor according to which (i) the Fund is responsible for the treatment of the personal data provided for in the CRS Law; (ii) the personal data will *inter alia* be used for the purposes of the CRS Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*); (iv) responding to CRS-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the Investor has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

Under the CRS Law, the first exchange of information will be applied by 30 September 2017 for information related to the calendar year 2016. Under the Euro-CRS Directive, the first AEOI must be applied by 30 September 2017 to the local tax authorities of the Member States for the data relating to the calendar year 2016.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement ("Multilateral Agreement") to automatically exchange information under the CRS. The Multilateral Agreement aims to implement the CRS among non-Member States; it requires agreements on a country-by-country basis.

The Fund reserves the right to refuse any application for Shares if the information provided or not provided does not satisfy the requirements under the CRS Law.

Investors should consult their professional advisors on the possible tax and other consequences with respect to the implementation of the CRS.

The Fund shall communicate any information to the Investor according to which (i) the Fund is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will *inter alia* be used for the purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*); (iv) responding to FATCA-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the Investor has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

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

## XV. GENERAL INFORMATION

### A. Corporate Information

The Fund was incorporated for an unlimited period of time in Luxembourg on 21 December 2001 under the name of "Target Asia Fund (Luxembourg)" in the form of a stand-alone investment company with variable capital. On 19 March 2018, the articles of incorporation of the Fund (the "Articles") were amended in order to change the name of the Fund into "MAZE UCITS" and to allow the creation of one or several separate sub-funds. The Fund is governed by the Luxembourg law of 10 August 1915 on commercial companies, as amended, and by the Law of 2010.

The registered office of the Fund is established at 4, rue Jean Monnet, L-2180 Luxembourg.

The Fund is registered at the "*Registre de Commerce et des Sociétés*" of Luxembourg under the number B 85256.

The Articles are deposited with the *Registre de Commerce et des Sociétés* where copies of the most recent version may be obtained and are pending publication in the "*Recueil Electronique des Sociétés et Associations*" as of the date of this Prospectus.

The minimum capital of the Fund as provided by law, which must be achieved within 6 months from the date on which the Fund has been authorised as an undertaking for collective investment under Luxembourg law, is EUR 1,250,000.-. The capital of the Fund is represented by fully paid-up Shares of no par value.

The Fund is open-ended which means that it may, at any time on the request of the shareholders, redeem its Shares at prices based on the applicable Net Asset Value per Share.

In accordance with the Articles, the Board of Directors may issue Shares in each Sub-Fund. A separate portfolio of assets is maintained for each Sub-Fund and is invested in accordance with the investment objectives applicable to the relevant Sub-Fund. As a result, the Fund is an "umbrella fund" enabling investors to choose between one or more investment objectives by investing in one or more Sub-Funds.

The Board of Directors of the Fund may from time to time decide to create further Sub-Funds; in that event, the Prospectus will be updated and amended so as to include detailed information on the new Sub-Funds.

The share capital of the Fund will be equal, at any time, to the total value of the net assets of all the Sub-Funds.

### B. Meetings of, and Reports to, shareholders

Notice of any general meeting of shareholders (including those considering amendments to the Articles or the dissolution and liquidation of the Fund) shall be mailed to each registered shareholder at least eight days prior to the meeting and shall be published to the extent required by Luxembourg law in the RESA and in any Luxembourg and other newspaper(s) that the Board of Directors may determine. Such notices will indicate the date and time of the meeting as well as the agenda, the quorum requirements and the conditions of admission.

If all the Shares are only issued in registered form, convening notices may be mailed by registered mail to each registered shareholder without any further publication.

The Fund publishes annually a detailed audited report on its activities and on the management of its assets; such report shall include, inter alia, the combined accounts relating to all the Sub-Funds, a detailed description of the assets of each Sub-Fund and a report from the Auditors.

The Fund shall further publish semi-annual unaudited reports, including, inter alia, a description of the investments underlying the portfolio of each Sub-Fund and the number of Shares issued and redeemed since the last publication.

The aforementioned documents will be available within four months for the annual reports and two months for the semi-annual reports of the date thereof and copies may be obtained free of charge by any person at the registered office of the Fund.

The accounting year of the Fund commences on the first of January and terminates on the thirty first of December of the same year.

The annual general meeting of shareholders takes place in Luxembourg City at a place and time as decided by the board of directors but no later than within 6 months from the end of the Fund's previous accounting year.

The shareholders of any Sub-Fund, Class or Category may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund, Class or Category.

In accordance with the conditions laid down in the Luxembourg laws and regulations, the convening notice to any general meeting of shareholders of the Fund may provide that the quorum and the majority requirements applicable to the general meeting shall be determined according to the Shares issued and outstanding at a certain date and a certain time prior to the date set for the general meeting (the "Record Date"). The right of a shareholder to attend a meeting and to exercise the voting rights attaching to its Shares is determined in accordance with the Shares held by this shareholder at the Record Date.

The combined accounts of the Fund shall be maintained in USD being the currency of the Fund. The financial statements relating to the various separate Sub-Funds shall also be expressed in the relevant Currency for the relevant Classes/Categories or in the currency of the relevant Sub-Funds.

## **C. Dissolution and Liquidation of the Fund**

### **1. Introduction**

The Fund may be dissolved on a compulsory or voluntary basis.

The Fund shall, after the dissolution, be deemed to exist for the purpose of liquidation. In case of a voluntary liquidation, the Fund remains subject to the supervision of the CSSF.

After the close of liquidation, the sums and assets not claimed by a shareholder will be deposited in escrow at the *Caisse de Consignation* on behalf of the persons entitled thereto.

Amounts not claimed from escrow within the statute of limitation period shall be liable to be forfeited in accordance with the provisions of Luxembourg law.

## **2. Voluntary liquidation**

Should the Fund be voluntarily liquidated, its liquidation will be carried out in accordance with the provisions of the Law of 2010 and the Luxembourg law of 10 August 1915 on commercial companies, as amended. These laws specify the procedure to be followed and the steps to be taken.

The Fund may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements applicable for amendments to the Articles.

Moreover, if the capital of the Fund falls below two-thirds of the minimum required capital, i.e. currently EUR 1,250,000.-, the Board of Directors must submit the question of the dissolution of the Fund to the general meeting of shareholders for which no quorum will be required and which will decide by a simple majority of the votes of the Shares present or represented at the meeting. If the capital of the Fund falls below one-fourth of the required minimum, the Board of Directors must submit the question of the dissolution of the Fund to the general meeting of shareholders for which no quorum will be required; dissolution may be decided by the shareholders holding one-fourth of the votes of the Shares present or represented at the meeting. The meeting must be convened so that it is held within a period of forty days as from ascertainment that the net assets have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

Liquidation shall be carried out by one or several liquidators who may be physical persons or legal entities duly approved by the CSSF and appointed by the general meeting of shareholders which shall determine their powers and their compensation.

## **3. Compulsory liquidation**

Should the Fund be compulsorily liquidated, its liquidation will be carried out exclusively in accordance with the provisions of the Luxembourg commercial code, which specifies the procedure to be followed and the steps to be taken.

### **D. Liquidation, Merger and Split of Sub-Funds, Classes or Categories**

#### **1. Liquidation of Sub-Funds, Classes or Categories**

The Board of Directors may decide to liquidate a Sub-Fund or a Class/Category by carrying out a compulsory redemption of all the Shares issued in such Sub-Fund or such Class/Category at the Net Asset Value per Share (taking into account actual realization prices of investments, realization expenses and the costs of liquidation) applicable on the Valuation Day at which such decision shall take effect if the net assets of the said Sub-Fund or the said Class/Category have decreased to, or have not reached, an amount under which the Sub-Fund can no longer be managed efficiently or if a change in the economic or political situation relating to the Sub-Fund or the Class/Category concerned has an influence on that Sub-Fund or that Class/Category, justifying such a liquidation in order to proceed to an economic rationalization, or if the interests of the shareholders so justify.

Such a liquidation decision shall be published and notified to the shareholders of the Sub-Fund or of the Class/Category before the effective date for the compulsory redemption. The notice shall indicate the reasons for, and the procedure of the liquidation. Owners of registered Shares shall be notified in writing and the Fund shall inform holders of dematerialised Shares by publication of a notice in one or more Luxembourg newspapers and in one or more national newspapers in the countries where the Shares are distributed, as determined by the Board of Directors. Unless the Board of Directors decides otherwise in the interest of shareholders or to ensure an equitable treatment between them, the shareholders of the Sub-Fund or of the Class/Category concerned may continue to request the redemption or conversion of their Shares, free of charge, before the liquidation coming into force on the basis of the applicable Net Asset Value per Share, taking into account an estimation of the liquidation costs.

The Fund shall reimburse each shareholder proportionally to the number of Shares held in the Sub-Fund or in the Class/Category.

Liquidation proceeds which may not be distributed to their beneficiaries upon the implementation of the liquidation will be deposited with the Depositary for a period of nine months as from the date of the decision on liquidation; after such period, the assets shall be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

## **2. Merger of Sub-Funds, Classes or Categories**

The Board of Directors may decide to allocate the assets of any Sub-Fund to those of another existing Sub-Fund within the Fund (the 'new Sub-Fund') and to re-designate the Shares of the Classes concerned as Shares of the new Sub-Fund. The Board of Directors may also decide to allocate the assets of any Sub-Fund to another undertaking for collective investment organised under the provisions of Part I of the Law of 2010 or under the legislation of a Member State of the European Union, or of the European Economic Area, implementing the UCITS Directive.

The Board of Directors may also decide to submit the decision for a merger to a meeting of shareholders of the Sub-Fund concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast.

In case of a merger of one or more Sub-Fund(s) where, as a result, the Fund ceases to exist, the merger shall be decided by a meeting of shareholders for which no quorum is required and that may decide with a simple majority of votes cast. In addition the provisions on mergers of UCITS set forth in the Law of 2010 and any implementing regulation (relating in particular to the notification to the shareholders concerned) shall apply.

## **3. Split of Sub-Funds, Classes or Categories**

Any split or consolidation of a Sub-Fund/Class of shares shall be decided by the Board of Directors unless the Directors decide to submit the decision for a split/consolidation to a meeting of shareholders of the Sub-Fund (or Class as the case may be) concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast.

**PART B - SPECIFIC INFORMATION**

*This specific Part B describes the particularities of the Sub-Funds of MAZE UCITS. It is part of the Prospectus. Therefore, all information given herein should be considered in connection with the Prospectus and its Part A.*

**I. MAZE UCITS – Tikehau Strategic Focus High Yield Fund**

**Investment Objective and Policy**

The investment objective of the Sub-Fund is to generate high levels of income together with capital enhancement through investments in primarily U.S.-listed non-investment grade corporate bonds and floating rate notes issued by small to mid-cap companies.

The Sub-Fund seeks to achieve its investment objective by following the investment strategy as described below. There can be no assurance that the investment objective of the Sub-Fund will be achieved.

**Investment Strategy**

The investment strategy of the Sub-Fund is to invest mainly in high yield bond securities primarily in the United States.

The Sub-Fund will normally seek to be invested in bonds and related securities issued by small to mid-sized American corporations.

The Sub-Fund seeks to maximise risk-adjusted returns in the portfolio by focussing on the B and CCC rated credits issued by small and mid-sized corporations typically overlooked by larger asset managers while including select BB names. The Sub-Fund will seek out securities that offer a premium level of yield and the prospect for capital appreciation whilst offering credit metrics (leverage and interest cover) which are similar or superior to larger, lower yielding equivalents.

Analysis of the bonds for the Sub-Fund will be undertaken on the basis that the bonds may be held to maturity, although the bonds may be sold prior to maturity. The Sub-Fund will invest in a diversified portfolio of medium to long term investments. Particular care will be taken to tilt the Sub-Fund towards particular duration or redemption periods which offer attractive levels of yield and/or total return at any stage of the market cycle.

The Sub-Fund may use financial derivative instruments for efficient portfolio management purposes, for investment/speculative purposes, and for hedging purposes as long as it remains in the best interest of the shareholders.

The Sub-Fund may also invest in units of UCITS including ETFs, that invest in high yield bonds.

The Sub-Fund shall not invest more than 10% of its assets in units of UCITS or other UCIs, including ETFs.

Notwithstanding the above provisions and if justified by exceptional market conditions, the Sub-Fund may invest up to 100% of its net assets in cash and cash equivalents, term deposits, debt securities and money market instruments dealt in on a Regulated Market and whose maturity does not exceed 12 months, monetary UCITS and UCIs. In general terms, the Sub-Fund will comply with the investment restrictions and the principle of risk spreading set forth under Part A of the Prospectus. There is no restriction so as to the currency of these securities.

### **Share Class hedging**

The Sub-Fund may also use financial derivative instruments, such as currency futures options and forwards in order to hedge against currency fluctuation risks associated with Classes of Shares denominated in a currency other than the reference currency of the Sub-Fund. While it is not the intention of the Sub-Fund, temporary over-hedging or under-hedging of a Class may arise due to factors outside the control of the Sub-Fund. However, the relevant hedged Class will be re-weighted on at least a monthly basis. In no event will over-hedged positions be carried forward.

### **Classes of Shares**

The Sub-Fund actually offers the following Classes of Shares:

- Class A1 (distributing): Shares denominated in USD and intended for founder investors only which will distribute the bulk of income received;
- Class B1 (distributing): Shares denominated in USD and intended for founder investors only which will distribute the bulk of income received;
- Class C1 (hedged/distributing): Shares denominated in GBP and intended for founder investors only which will distribute the bulk of income received;
- Class D1 (accumulating): shares denominated in USD and intended for founder investors only which accumulate the bulk of income received;
- Class GD (hedged/distributing): Shares denominated in GBP and intended for all types of investors which will distribute the bulk of income received;
- Class ED (hedged/distributing): Shares denominated in EUR and intended for all types of investors which will distribute the bulk of income received;
- Class UD (distributing): Shares denominated in USD and intended for all types of investors which will distribute the bulk of income received;
- Class UA (accumulating): Shares denominated in USD and intended for all types of investors which accumulate the bulk of income received;
- Class L accumulating: Shares denominated in USD and intended for institutional investors which will accumulate the bulk of income received.

Subject to the discretion of the Board of Directors, the Founder Classes will be offered only to existing shareholders as well as any new shareholders falling into the category of Founder investors and meeting the eligibility requirements set by the Board of Directors, on a case by case basis.

Subject to the discretion of the Board of Directors, the minimum investment of Class A1 will be USD 1 million (or equivalent).

The Class GD will be launched as from 1<sup>st</sup> July 2019.

The Classes L, ED, UD and UA will be launched at a later stage when the Board of Directors deems it opportune.

Future Classes may be offered in various currencies and for either institutional and/or retail investors at a future time when the Board of Directors deems it opportune.

### **Distribution Policy**

The distribution of dividends for distributing Classes may be proposed by the Board of Directors to the annual general meeting of shareholders. Accumulating Classes will not distribute income.

### **Risk Factors**

No guarantee can be given that the Sub-Fund's objective will be achieved and that investors will recover the amount of their initial investment.

### **Specific Risk Considerations**

The main risks to which the Sub-Fund may be exposed are as follows:

#### *Corporate Bond Risk*

The Sub-Fund may make investments in debt securities which are rated in the lower rating categories by the various credit rating agencies. The Sub-Fund may therefore represent a higher credit risk than funds which do not invest in such securities. It should also be noted that investment in securities issued by corporations may represent a higher credit risk than investment in securities issued by governments.

#### *Hedged Unit Currency Risk*

A Class of a Sub-Fund denominated in a currency other than the reference currency of the Sub-Fund may be hedged against currency fluctuation risks. The Sub-Fund will try to mitigate the risk of depreciation by using financial instruments such as options and forward currency exchange contracts, in principle not exceeding approximately 105% of the Net Asset Value attributable to the relevant hedged Class of the Sub-Fund provided that the relevant hedged Class is re-weighted on at least a monthly basis. In no event will over-hedged positions be carried forward. Investors should be aware that this strategy may substantially limit shareholders of the relevant hedged Class from benefiting if the Class currency falls against the reference currency or the currency in which investments of the Sub-Fund may be held. In such circumstances, shareholders of the hedged Class of the Sub-Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/losses on and the costs of the relevant financial instruments.

#### *Liquidity Risk*

Where a Sub-Fund invests in below investment grade securities liquidity in relation to these securities may be low. That means that such securities may not be liquidated according to a desired timetable and/or at a fair price, which has an effect on the Sub-Fund's value if its investments have to be liquidated at an inopportune time.

### *Credit and Default Risk*

Credit and default risk means that the issuers may not be able to repay the instruments as established. Investment in below investment grade securities may represent a higher credit and default risk than investment in investment grade securities.

### *Derivatives and Techniques and Instruments Risk*

The prices of derivative instruments, including futures and options prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly markets in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The use of techniques and instruments also involves certain special risks, including (1) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates, (2) imperfect correlation between the hedging instruments and the securities or market sectors being hedged, (3) the fact that skills needed to use these instruments are different from those needed to select the Sub-Fund's securities and (4) the possible absence of a liquid market for any particular instrument at any particular time, and (5) possible impediments to Effective Portfolio Management or the ability to meet redemptions.

The Sub-Fund will be exposed to a credit risk on parties with whom it trades and may also bear the risk of settlement default. The Sub-Fund may be exposed to legal risk, particularly in the context of OTC derivatives. Legal risk is the risk of loss due to the unexpected application of a law or regulation, or because contracts are not legally enforceable or documented correctly.

This Sub-Fund is consolidated in USD, but may have exposure to other currencies.

Furthermore, before making an investment decision with respect to this Sub-Fund, potential investors should carefully consider the risks of investing set out in Part A of the Prospectus under chapter I, section A, sub-section 4 "Risk Factors".

Past performance is not an indicator for future results or performance.

### **SFDR**

The Investment Manager decides not to currently consider the adverse effects of investment decisions on sustainability factors for the Sub-Fund as defined in Article 7 (2) of the SFDR Regulation.

As per the current investment strategy and the composition of the portfolio, the Investment Manager assesses that such impact deems not to be relevant and does not currently have the capabilities for collecting ESG elements for determining and weight with more accuracy the negative sustainability effects.

### **Typical Investor's Profile**

The Sub-Fund is intended primarily for institutional investors but may be offered to retail investors at a future time. The Sub-Fund may be suitable for investors looking for a higher risk income strategy to complement an existing core portfolio, or looking to potentially enhance

long-term returns and who are comfortable with the extra risks inherent in the Sub-Fund. The Sub-Fund may be suitable for investors with at least a 5-year investment horizon.

### **Reference Currency and Currencies of the Relevant Classes/Categories**

The Sub-Fund is consolidated in USD.

The Net Asset Value of the Class A1, B1, D1, UD and UA is expressed in USD.

The Net Asset Value of the Class C1 and Class GD is expressed in GBP.

The Net Asset Value of the Class ED is expressed in EUR.

The Net Asset Value of the Class L is expressed in USD

### **Initial Offer and Initial Price**

The Shares of Class GD will be initially offered to investors from 24 June 2019 to 28 June 2019 or any other period as determined by the Board of Directors.

Applications for initial offer must be received by the Registrar and Transfer Agent no later than 3 p.m., Luxembourg Time, on 28 June 2019.

Shares of Class GD will be issued at an initial price of GBP 100 unless otherwise decided by the Board of Directors.

Shares subscribed during the initial offer shall be paid to the Depositary at the latest on 5 July 2019. The initial Net Asset Value will be dated as of 2 July 2019. The first calculated Net Asset Value will be dated as of 3 July 2019.

The Board of Directors of the Fund reserves the right to close the initial offer before the scheduled date. If no subscription has been received on the closing of the initial offer, the launch date will be the next Business Day on which the first subscriptions for the relevant Class(es) will have been accepted at the relevant initial price defined here above. The Board of Directors of the Fund at its own discretion may establish an extension of the initial offer and/or a change of the launch date.

No subscription fee will be applied in respect of subscriptions received during the initial offer.

### **Frequency of the Net Asset Value per Share (NAV) calculation and Valuation Day**

The "Valuation Day" is each Business Day. In respect of each Valuation Day, the Net Asset Value per Share will be dated as of that Valuation Day and calculated and published on the following Luxembourg bank business day(s) after that Valuation Day.

### **Publication of the NAV**

The Net Asset Values and the issue and redemption prices of the Shares will be available at the registered office of the Fund.

### **Listing on the Luxembourg Stock Exchange**

The Shares of the Sub-Fund are not actually admitted to official listing on the Luxembourg Stock Exchange.

**Procedures for Subscription, Redemption and Conversion (if any)**

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, duly completed and signed subscription, redemption or conversion forms must be received by the Registrar and Transfer Agent in Luxembourg no later than 5.00 p.m., Luxembourg time, on the Business Day preceding such Valuation Day and must be accepted. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Subscription monies are payable to the Depositary in the Fund's Reference Currency. Application in any major freely convertible currency will be accepted but, in such case, the conversion costs will be borne by the shareholder.

The corresponding Shares will be issued only upon receipt of the duly completed and signed subscription forms and payment of the Subscription Price. Written confirmations of shareholding will be sent to shareholders.

All subscriptions, conversions or redemptions will be handled on the basis of an unknown Net Asset Value. The Net Asset Value will be published on the Business Day after the Valuation Day on the basis of the closing price of the Valuation Day

Applications for the shares of the Sub-Fund received after the relevant cut-off time shall be deemed to have been received on the following Valuation Day, unless otherwise decided by the Board in compliance with the principle of equal treatment of shareholders.

Payment for subscriptions shall be received no later than four Business Days following the applicable Valuation Day for the account of the Fund referencing the Sub-Fund and the relevant Class, unless otherwise decided by the Board in compliance with the principle of equal treatment of shareholders. The corresponding Shares will be issued only upon receipt of the payment.

Subscriptions will be accepted for amounts to be invested and for numbers of Shares.

Payments for redemptions shall be made within five (5) Business Days following the relevant Valuation Day, provided that the Fund has received all the required documents, unless otherwise decided by the Board in compliance with the principle of equal treatment of shareholders.

The Board of Directors may, in their absolute discretion, refuse to redeem Shares when the redemption request relate to more than 10% of the Net Asset Value of the Sub-Fund on any applicable Valuation Day. In this event, the limitation will apply pro rata so that all shareholders wishing to have their Shares redeemed on that Valuation Day redeem the same proportion of such Shares, and Shares not redeemed will be carried forward for redemption on the next applicable Valuation Day and all following applicable Valuation Days until the original request has been satisfied in full. If requests for redemption are so carried forward, the Administrative Agent will inform the shareholders affected. Redemption requests carried forward will have priority over redemption requests received in respect of subsequent applicable Valuation Day, still subject to the aforementioned 10% limit.

### **Subscription, Redemption and Conversion Fees**

Subscription fee: no subscription fee will be levied.

Redemption fee: no redemption fee will be levied.

Conversion fee: no conversion fee will be levied.

### **Management Company Fee**

The Management Company is entitled to a fee of 0.125% per annum on the average net assets of the Sub-Fund during the relevant quarter, it being specified that in respect of Class L the Management Company is entitled to a fee of 0,25% per annum on the average net assets of the Sub-Fund in that Class L during the relevant quarter. The Management Company Fee is accrued on each Valuation Day and payable quarterly in arrears.

### **Investment Management Fee**

The Investment Manager is entitled to the following investment management fee per annum of the average net assets of the relevant Class during the relevant month payable monthly:

- Up to 0.5% for Classes A1, B1, C1 and D1.
- Up to 0.65% for Classes GD, ED, UD, UA and L.

### **Distribution Fee**

The Management Company is entitled to a fee of 0,75% per annum on the average net assets of the Sub-Fund during the relevant quarter in respect of Class L. The Distribution Fee is accrued on each Valuation Day and payable quarterly in arrears.

### **Registration in the United Kingdom**

The Sub-Fund has applied for recognition under section 264 of the UK Financial Services and Market Act 2000, as amended or re-enacted from time to time ("FSMA"). The Sub-Fund will maintain the facilities required of a recognised scheme by the rules contained in the Financial Services Authority's Collective Investment Schemes Sourcebook at the offices of Financial Express Limited, 3rd Floor, Hollywood House, Church East Street, Woking, Surrey, GU21 6HJ, United Kingdom. Accordingly, the Sub-Fund will be marketed to the general public in the United Kingdom (the "UK"). Certain rules made under FSMA for the protection of private customers will not apply to investments in the Sub-Fund (for example those conferring rights to cancel or withdraw from certain investments). Compensation under the Financial Services Compensation Scheme will generally not be available in connection with investments in the Sub-Fund.

Such facilities enable, among other things (during normal business hours in the UK), the following documents to be inspected and obtained from the address of the UK Facilities Agent:

1. the Articles;
2. any instrument amending the instrument constituting the scheme;
3. the latest Prospectus;
4. the relevant Key Investor Information Documents; and
5. the latest annual and semi-annual reports.

### **Registration in Spain**

The Sub-Fund is authorized for distribution in Spain.

### **Distribution to qualified investors in Switzerland**

The Sub-Fund may only be distributed in Switzerland to qualified investors within the meaning of art. 10 para. 3, 3bis and 3ter CISA.

### Representative

The Representative in Switzerland is ACOLIN Fund Services AG, Leutschenbachstrasse 50, CH-8050 Zurich.

The following documents can be inspected and obtained free of charge to Swiss qualified investors from the address of the Representative:

1. the Articles;
2. the latest Prospectus;
3. the relevant Key Investor Information Documents; and
4. the latest annual and semi-annual reports.

### Payment Service

The paying agent in Switzerland is NPB Neue Privat Bank AG, Limmatquai 1/am Bellevue, CH-8024 Zurich.

MISCELLANEOUS

**I. DOCUMENTS AVAILABLE**

Copies of the following documents can be obtained by shareholders during office hours on any Business Day from the registered office of the Fund at 4, rue Jean Monnet, L-2180 Luxembourg, Luxembourg:

- (i) the Articles of the Fund;
- (ii) the agreement with the Depositary and Paying Agent;
- (iii) the agreements with the Domiciliary and Corporate Agent, Administrative Agent, Registrar and Transfer Agent;
- (iv) the agreement with the Management Company;
- (v) the latest reports and accounts referred to under the heading "General Information", Section B "Meetings of, and Reports to, shareholders".

Copies of the Prospectus, KIID and latest published annual and semi-annual reports may also be consulted from the following website: [www.andbank.lu](http://www.andbank.lu)

**II. SUBSCRIPTION FORMS**

Subscription forms may be obtained from the Fund's registered office on request.

**III. OFFICIAL LANGUAGE**

The official language of the Prospectus and of the Articles is English. However, the Board of Directors, the Depositary, the Management Company, the Domiciliary and Corporate Agent, the Administrative Agent and the Registrar and Transfer Agent may, on their own behalf and on the Fund's behalf, consider it essential that these documents be translated into the languages of the countries in which the Fund's Shares are offered and sold. Unless contrary to local law in the jurisdiction concerned, in the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English text shall always prevail.