PROSPECTUS

Relating to the permanent offer of shares of the Investment Company with Variable Capital (“SICAV”) under Luxembourg law and with multiple Sub-Funds

PARETURN

MAY 2017

The shares of the various Sub-Funds of the investment Company with variable capital PARETURN (the “Company”) may only be subscribed on the basis of the information contained in the present prospectus and the particulars of each sub-fund as they are mentioned in the present document and giving a descriptive of the different Sub-Funds of the Company.

The present Prospectus may only be distributed together with the latest annual report of the Company and the latest semi-annual report of the Company published after the said annual report.

No other information may be given other than that stated in the present Prospectus and in the relevant key investor information document and in the documents mentioned therein, which are available to the public.
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<table>
<thead>
<tr>
<th>Name of the Sub-Funds</th>
<th>Reference currency</th>
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DISCLOSURE

PARETURN was established in March of 1994, with registered office at 60, avenue J. F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

Prior to considering subscription to shares, prospective investors are recommended to carefully read the present prospectus (the "Prospectus") and examine the last annual report of the Company, copies of which may be obtained from BNP Paribas Securities Services, Luxembourg Branch and from companies ensuring the financial services and the distribution of the shares of the Company. Subscription applications may only be made on the basis of the conditions and methods set out in the present Prospectus. Prior to investing in the Company, prospective investors should request appropriate advice from their own legal and financial advisors.

No other information may be given other than that stated in the present Prospectus and in the documents mentioned therein, which are available to the public.

The Company is authorised as an Undertaking for Collective Investment in Transferable Securities (a "UCITS") in Luxembourg, where its shares may be offered and sold. No step has been undertaken to allow for the public offer of the shares in any other jurisdiction than the countries listed in the "Important Information" section, in which such a step would prove necessary. The present Prospectus is neither an offer nor a solicitation in view of sale. It may not be used for such a purpose in any jurisdiction where this would not be allowed, nor may it be handed to any person not allowed to purchase such shares.

The distribution of the Prospectus and/or the offer and sale of the Shares in certain jurisdictions or to certain investors may be restricted or prohibited by law. No step has been undertaken for the purpose of registering the Company or its shares with the US Securities and Exchange Commission as provided for by the law on the US Investment Company Act from 1940 as subsequently amended, or with any regulation on transferable securities. Consequently, this document has not been approved by the above-mentioned authority. As a result, the present document may not be introduced, transmitted nor distributed in the United States of America, their territories or possessions, or handed over to US citizens or residents, nor to companies, associations or other entities registered in the United States of America or governed by the laws of the United States of America (any such person being considered hereunder as a "US Person"). The shares of the Company have not been registered under the US Securities Act of 1933 may not moreover be directly or indirectly offered or sold to US Persons in the United States of America (including its territories and possessions). Any failure to abide by these restrictions may stand as a breach of US laws on transferable securities. The Board of Directors of the Company may demand the immediate redemption of any shares purchased or held by US Persons inclusive any investors who would become US Persons subsequently to their purchase of shares.

Taking into account economic and stock exchange risks, no assurance may be given that the Company shall reach its investment objectives; as a consequence, the value of the shares may decrease as well as increase.
ORGANISATION OF THE COMPANY

REGISTERED OFFICE

60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

BOARD OF DIRECTORS

CHAIRMAN
Mr. Michel Marcel Vareika
8, rue Killebierg
L-5762 Hassel
Grand Duchy of Luxembourg

DIRECTORS

Mr. Carlo Montagna
The Directors Office
19, rue de Bitbourg
L-1273 Luxembourg

Mr. Yves Wagner
The Directors Office
19, rue de Bitbourg
L-1273 Luxembourg

DEPOSITARY

BNP PARIBAS SECURITIES SERVICES, LUXEMBOURG BRANCH
60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

DELEGATE ADMINISTRATIVE AGENT, DELEGATE REGISTRAR AGENT,
DOMICILIATION AND LISTING AGENT

BNP PARIBAS SECURITIES SERVICES, LUXEMBOURG BRANCH
60, avenue J. F. Kennedy,
L-1855 Luxembourg
Grand Duchy of Luxembourg

REPRESENTATIVE AND LOCAL PAYING AGENT IN SWITZERLAND

BNP PARIBAS SECURITIES SERVICES, ZURICH BRANCH
16 Selnaustrasse
CH-8002 Zurich
Switzerland

AUTHORISED AUDITORS

DELOITTE AUDIT S.À R.L.
560 rue de Neудorf
L- 2220 Luxembourg
Grand Duchy of Luxembourg
MANAGEMENT COMPANY
MDO MANAGEMENT COMPANY S.A.
19, rue de Bitbourg,
L-1273 Luxembourg
Grand Duchy of Luxembourg

DELEGATE INVESTMENT ADVISERS – INVESTMENT MANAGERS

For the Sub-Fund PARETURN BEST SELECTION
Massena Partners
1, Place d’Armes
L-1136 Luxembourg
Grand-Duchy of Luxembourg

acting through its French branch
whose office is at 78, avenue Raymond Poincaré, F- 75116 Paris (France)

For the Sub-Funds PARETURN CROISSANCE 2000 and PARETURN - ATAUN
J.P. MORGAN INTERNATIONAL BANK LIMITED
125 London Wall
London EC2Y 5AJ
United Kingdom

For the Sub-Funds PARETURN SECURITE – CROISSANCE and PARETURN DIVERSIFIED FUND
BGL BNP PARIBAS
50, avenue JF Kennedy
L-2951 Luxembourg
Grand-Duchy of Luxembourg

For the Sub-Funds PARETURN CARTESIO EQUITY and PARETURN CARTESIO INCOME
CARTESIO INVERSIONES, S.G.I.I.C., S.A.
Rubén Darío 3
S-28010 Madrid
Spain

For the Sub-Funds PARETURN STAMINA SYSTEMATIC and
STAMINA SYSTEMATIC PLUS
STAMINA ASSET MANAGEMENT
15/19, Avenue de Suffren
F-75007 Paris
France

For the Sub-Funds PARETURN MUTUAFONDO GLOBAL FIXED INCOME and
MUTUAFONDO ESPAÑA LUX
MUTUAUTOS S.A.U., S.G.I.I.C.
Pº de la Castellana, 33
S-28046 Madrid
Spain
For the Sub-Fund PARETURN BARWON LISTED PRIVATE EQUITY
BARWON INVESTMENT PARTNERS PTY LTD
Level 3, 17 Castlereagh Street
Sydney NSW 2000
Australia

For the Sub-Fund PARETURN GLOBAL BALANCED UNCONSTRAINED
SINERGIA ADVISORS 2006 AGENCIA DE VALORES S.A
C/. Velázquez, 47-5° Izquierda
S-28001 Madrid
Spain

For the Sub-Funds PARETURN CERVINO WORLD INVESTMENTS
VARIANZA GESTIÓN, SGIIC, S.A
C/ Zurbano, 23
28010 Madrid
Spain

For the Sub-Funds PARETURN INVALUX FUND
JULIUS BAER GESTIÓN S.G.I.I.C., S.A.
Plz. Pablo Ruiz Picasso 1 Planta 40
Edificio Torre Picasso
S-2820 Madrid
Spain

For the Sub-Fund PARETURN AC FONDEPOSITO and PARETURN IMANTIA USD GLOBAL
HIGH YIELD BOND
Imantia Capital S.G.I.I.C., S.A.
Serrano 45, 3° Planta
S-28001 Madrid
Spain

For the Sub-Fund PARETURN ENTHECA PATRIMOINE
ENTHECA FINANCE S.A.S.
22, rue de Marignan
F-75008 Paris
France

For the Sub-Funds PARETURN SECURITY BRAZIL FUND and SECURITY LATAM
CORPORATE DEBT
ADMINISTRADORA GENERAL DE FONDOS SECURITY S.A.
Avenida Apoquindo 3150, Piso 7, Las Condes,
Santiago,
Chile

For the Sub-Fund PARETURN GLADWYNE ABSOLUTE CREDIT
GLADWYNE INVESTMENTS LLP
29, St Jame’s Place,
SW1A 1 NR London
United Kingdom
For the Sub-Fund PARETURN ETENDAR
SKYLAR FRANCE
71-73 Avenue des Champs-Elysées
F-75008 Paris
France

For the Sub-Funds PARETURN GVC GAESCO PATRIMONIAL FUND, GVC GAESCO EURO SMALL CAPS EQUITY FUND and GVC GAESCO ABSOLUTE RETURN FUND
GVC GAESCO GESTION, SGIIC, S.A.
Doctor Ferrán, 3-5
S-08034-Barcelona
Spain

For the Sub-Fund PARETURN MAPFRE EURO BONDS FUND
MAPFRE INVERSIÓN II, SGIIC, SA
Carretera de Pozuelo, 50-1
S-28222 Majadahonda, Madrid
Spain

For the Sub-Fund PARETURN RIVENDALE
BANQUE PICTET & CIE SA
60 route des Acacias
1211 Geneva 73
Switzerland

For the Sub-Fund PARETURN FIDELIUS GLOBAL
CREDIT SUISSE GESTIÓN SGIIC SA
Calle Ayala 42
S-28001 Madrid
Spain

For the Sub-Fund PARETURN AVIVA ESPABOLSA (Luxembourg)
AVIVA GESTION SGIIC SA
Camino Fuente de la Mora, 9
28005 Madrid
Spain
IMPORTANT INFORMATION

The Company is registered on the official list of undertakings for collective investment pursuant to the law of 17 December 2010 relating to undertakings for collective investment (the “Law”) and the law of 10 August 1915 on commercial companies, as both may be amended from time to time. It is subject in particular to the provisions of Part I of the Law which relates specifically to undertakings for collective investment as defined by the European Directive of 13 July 2009 (2009/65/EC), as amended or supplemented from time to time. However, such listing does not require any Luxembourg authority to approve or disapprove either the adequacy or the accuracy of this Prospectus or the portfolio of securities held by the Company. Any representation to the contrary would be unauthorised and unlawful.

The Company’s Board of Directors has taken all possible precautions to ensure that the facts indicated in this Prospectus are exact and precise and that no point of any importance has been omitted which could render erroneous any of the statements set forth herein. All of the directors accept their responsibility in this matter.

Any information or representation not contained in the present Prospectus and in the relevant key investor information document, in the particulars of each sub-fund (the "Particulars") or in the reports that form an integral part hereof, must be regarded as unauthorised. Neither the remittance of this Prospectus of the relevant key investor information document nor the offer, issue or sale of shares of the Company shall constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date of the prospectuses. In order to take account of important changes such as the opening of a new sub-fund of shares, new categories and/or new classes of shares, this Prospectus as well as its Particulars shall be updated at the appropriate time. Subscribers are therefore advised to contact the Company in order to establish whether any later Prospectus and/or key investor information document has been published. Prospective subscribers and purchasers of shares of the Company are thus advised to enquire as to the possible tax consequences, legal controls, foreign exchange restrictions and controls they may face in the countries of their domicile or of which they are national or resident, which may regulate the subscription, purchase, holding or sale of Company shares.

References to the terms or abbreviations set out below designate the following currencies:

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<th>Abbreviation</th>
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<tr>
<td>EUR</td>
<td>Euro</td>
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<tr>
<td>USD</td>
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<td>CHF</td>
<td>Swiss Franc</td>
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<tr>
<td>GBP</td>
<td>Pound Sterling</td>
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Working day means a bank working day in Luxembourg.
P R O S P E C T U S

relating to the permanent offer of shares
in the Investment Company with Variable Capital

“PARETURN”

(“the Company”)

I. GENERAL DESCRIPTION

1. INTRODUCTION

PARETURN is a public limited company (“société anonyme”) qualifying as an investment Company with variable capital (“Company”) comprising various Sub-Funds of shares, each of which holds a portfolio of separate assets made up of transferable securities denominated in different currencies. The characteristics and investment policy of each sub-fund are listed in the Particulars appended to the present Prospectus.

The capital of the Company is divided into several Sub-Funds each of which can offer several categories as defined for each of the Sub-Funds hereinafter: some categories can offer one or more classes of shares as defined in Chapter IV hereinafter.

The Company may create new Sub-Funds and/or new categories and/or new classes of shares. Whenever new Sub-Funds, categories and/or classes of shares are set up the present Prospectus shall be updated accordingly.

The effective opening of any new sub-fund, of any category or class of shares of a sub-fund mentioned in the Prospectus shall be subject to a decision of the Board of Directors which shall in particular determine the price and period/date of initial subscription as well as the date of payment of such initial subscription.

The Company may also create further Sub-Funds which may be, in particular, set up when some of the Underlying Funds (i) are in the process of being liquidated, have set up "side-pockets", have suspended redemptions or have taken any other similar measures, and/or (ii) are affected by fraud, which results in the assets corresponding to these Underlying Funds being illiquid or difficult to price.

Any one of such Sub-Funds (the "Side-Pocket Sub-Fund") will therefore hold certain illiquid or difficult-to-price assets which will be transferred at the discretion of the Board of Directors from one of the existing Sub-Funds to the Side-Pocket Sub-Fund where Shareholders of the existing Sub-Fund will hold Shares of the Side-Pocket Sub-Fund pro rata to their holding in the existing Sub-Fund.

Side-Pocket Sub-Funds will in principle be closed to applications for subscriptions and conversions during the suspension of the net asset value calculation.

For each sub-fund, the management objective shall be to combine a maximisation of growth and capital return.

The shares of each sub-fund, category or class of shares of the Company shall be issued and redeemed at a price to be determined in Luxembourg according to such frequency as may be indicated in the Particulars (a day set for such calculation being hereafter called a "Valuation Day").

For each sub-fund, category or class of shares of the Company, the price shall be based on the Net Asset Value per share.
The Net Asset Value of each sub-fund, category or class of shares of the Company shall be expressed in the reference currency of that sub-fund or in a certain number of other currencies, as indicated in the Particulars.

As a matter of principle, switching from one sub-fund, category or class of shares of the Company to another sub-fund, category or class of shares may be done each Valuation Day by converting shares of one sub-fund, category or class of shares of the Company into shares of another sub-fund, category or class of shares of the Company subject to payment of a conversion commission, as mentioned in the Particulars.

2. THE COMPANY

The Company was incorporated in Luxembourg on 25 March 1994 and for an unlimited period under the name “PARETURN”.

The capital subscribed must reach the equivalent of one million two hundred fifty thousand Euro (EUR 1,250,000) within a period of six (6) months following the authorisation of the Company.

Variations in the capital are effected "ipso jure" and without compliance with measures regarding publication and entry in the Register of Companies prescribed for increases and decreases of capital of public limited companies.

The Company’s articles of incorporation (the “Articles of Incorporation”) were filed on 1st April 1994 with the Registrar of the District Court of and in Luxembourg, and were published in the Mémorial, Recueil Spécial des Sociétés et Associations on 29th April 1994. Following an Extraordinary General Meeting, the Company on 18 December 2015 has modified its articles of incorporation. These amendments were published in the Mémorial C, Recueil Spécial des Sociétés et Associations of the Grand Duchy of Luxembourg. Copies thereof may be obtained from the Register of Companies in Luxembourg upon payment of the Registrar’s costs.

The Company is entered in the Register of Companies in Luxembourg under number B 47.104. The Legal Notice has been filed on 20th April 1994 with the Registrar of the District Court of and in Luxembourg where it may be inspected and where copies may be obtained against payment of the Registrar’s duties.

II. MANAGEMENT AND ADMINISTRATION

1. BOARD OF DIRECTORS

The Company’s Board of Directors is responsible for the administration and management of the Company and of the assets of each sub-fund. It may carry out all acts of management and administration on behalf of the Company; in particular it may purchase, sell, subscribe or exchange any transferable securities and exercise all rights directly or indirectly attached to the Company’s assets.

The list of the members of the Board of Directors as well as of the other administrating bodies in operation may be found in this Prospectus and in the periodic reports.
2. MANAGEMENT COMPANY – ADMINISTRATIVE AGENT – REGISTRAR AND TRANSFER AGENT – PRINCIPAL DISTRIBUTOR

MDO Management Company S.A. (the "MDO Management Company" or the “Management Company”) has been appointed as management company of the Company. MDO Management Company SA has been incorporated under the name of TDO Management Company S.A. on May 4, 2007. On 3 September 2013, MDO Services S.A. absorbed MDO Management Company S.A. and changed its name into MDO Management Company S.A. MDO Management Company) is incorporated as a société anonyme under Luxembourg law for an indeterminate period and is registered with the Luxembourg Trade Register (RCS) under number B 96.744. Its registered seat is at 19, rue de Bitbourg, L-1273 Luxembourg. The last consolidated version of the articles of incorporation of the Management Company was filed with the RCS on 8 April 2014, mention of the filing was published in the Mémorial C, Récueil des Sociétés et Associations ("Mémorial"), the official gazette of the Grand Duchy of Luxembourg on 7 June 2014.

The corporate purpose of the Management Company consists in the launch and management of investment funds under Luxembourg law.

The Company has appointed the Management Company by a management company services agreement (“Management Company Services Agreement”) effective on 8th July 2009 as management Company to provide it with investment management, administration and marketing services (the “Services”). The Management Company Services Agreement has been concluded for an unlimited period and can be terminated by either party upon giving to the other party not less than three months written notice. The responsibilities of the Company remain unchanged further to the appointment of the Management Company.

In the provision of the Services, the Management Company is authorised, in order to conduct its business efficiently, to delegate with the consent of the Company and the Luxembourg supervisory authority, under its responsibility and control, part or all of its functions and duties to any third party.

In particular, the investment management service includes the following tasks:

- to give all opinions or recommendations as to the investments to be made,
- to conclude contracts, to purchase, sell, exchange and deliver all transferable securities and all other assets,
- on behalf of the Company, to exercise all voting rights attached to the transferable securities constituting the Company’s assets.

In particular, the administration service includes (i) calculation and publication of the Net Asset Value of the shares of each sub-fund in accordance with the Law and the Company’s Articles of Incorporation and (ii) the provision, on behalf of the Company, of all the administrative and accounting services necessitated by its management.

As keeper of the register and transfer agent, MDO Management Company is responsible for processing subscription, redemption and conversion applications regarding shares of the Company and for keeping the register of shareholders of the Company in accordance with the provisions described in more detail in the Management Company Services Agreement.

The marketing service includes the marketing of the shares of the Company in Luxembourg and/or abroad.

The rights and obligations of MDO Management Company are governed by agreements concluded for an indefinite term.
In accordance with the Laws and regulations in force and with the prior consent of the Board of Directors of the Company, MDO Management Company is authorised, at its own cost, to delegate its functions and powers or part thereof to any person or company it deems appropriate (hereinafter called the “delegate/s”), provided the prospectus is updated in advance and MDO Management Company retains full liability for acts committed by its delegate/s.

At the present time, the functions of investment management, administration and marketing agent are delegated.


The remuneration policy sets out principles applicable to the remunerations of the senior management, all staff members having a material impact on the risk profile of the financial undertakings as well as all staff members carrying out independent control functions.

In particular, the remuneration policy complies with the following principles in a way and to the extent that is appropriate to the size, internal organisation and the nature, scope and complexity of the activities of the Management Company:

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

The remuneration policy is determined and reviewed at least on annual basis by a remuneration committee.

The details of 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 the persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee, are available on http://www.mdo-manco.com/our-clients, a paper copy will be made available free of charge upon request.

A complete list of the UCITS managed by the Management Company is available at: http://www.mdo-manco.com/our-clients.

3. DEPOSITARY

BNP Paribas Securities Services, Luxembourg Branch has been appointed depositary of the Company under the terms of a written agreement dated 28 October 2016 between BNP Paribas Securities Services, Luxembourg Branch, the Management Company and the Company (the “Depositary”).
BNP Paribas Securities Services Luxembourg is a branch of BNP Paribas Securities Services SCA, a wholly-owned subsidiary of BNP Paribas SA. BNP Paribas Securities Services SCA is a licensed bank incorporated in France as a Société en Commandite par Actions (partnership limited by shares) under No.552 108 011, authorised by the Autorité de Contrôle Prudentiel et de Résolution (ACPR) and supervised by the Autorité des Marchés Financiers (AMF), with its registered address at 3 rue d’Antin, 75002 Paris, acting through its Luxembourg Branch, whose office is at 60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duchy of Luxembourg, and is supervised by the Commission de Surveillance du Secteur Financier (the “CSSF”).

The Depositary performs three types of functions, namely (i) the oversight duties (as defined in Art 34(1) of the 2010 Law), (ii) the monitoring of the cash flows of the Company (as set out in Art 34(2) of the 2010 Law) and (iii) the safekeeping of the Company’s assets (as set out in Art 34(3) of the 2010 Law).

Under its oversight duties, the Depositary is required to:

(1) ensure that the sale, issue, repurchase, redemption and cancellation of shares effected on behalf of the Company are carried out in accordance with the 2010 Law or with the Company’s Articles of Incorporation,
(2) ensure that the value of shares is calculated in accordance with the 2010 Law and the Company’s Articles of Incorporation,
(3) carry out the instructions of the Company, unless they conflict with the 2010 Law or the Company’s Articles of Incorporation,
(4) ensure that in transactions involving the Company’s assets, the consideration is remitted to the Company within the usual time limits;
(5) ensure that the Company’s revenues are allocated in accordance with the 2010 Law and its Articles of Incorporation.

The overriding objective of the Depositary is to protect the interests of the shareholders of the Company, which always prevail over any commercial interests.

Conflicts of interest may arise if and when the Management Company or the Company maintains other business relationships with BNP Paribas Securities Services, Luxembourg Branch in parallel with an appointment of BNP Paribas Securities Services, Luxembourg Branch acting as Depositary.

Such other business may cover services in relation to:

- Outsourcing/delegation of middle or back office functions (e.g. trade processing, position keeping, post trade investment compliance monitoring, collateral management, OTC valuation, fund administration inclusive of net asset value calculation, transfer agency, fund dealing services) where BNP Paribas Securities Services or its affiliates act as agent of the Company or the Management Company, or
- Selection of BNP Paribas Securities Services or its affiliates as counterparty or ancillary service provider for matters such as foreign exchange execution, securities lending, bridge financing.

The Depositary is required to ensure that any transaction relating to such business relationships between the Depositary and an entity within the same group as the Depositary is conducted at arm’s length and is in the best interests of shareholders.

In order to address any situations of conflicts of interest, the Depositary has implemented and maintains a management of conflicts of interest policy, aiming namely at:

- Identifying and analysing potential situations of conflicts of interest;
- Recording, managing and monitoring the conflict of interest situations either in:
  o Relying on the permanent measures in place to address conflicts of interest such as segregation of duties, separation of reporting lines, insider lists for staff members;
  o Implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall, (i.e. by separating functionally and hierarchically the performance of its Depositary duties from other activities), making sure that operations are carried out at arm’s length and/or informing the concerned shareholders of the Company, or (ii) refuse to carry out the activity giving rise to the conflict of interest;
  o Implementing a deontological policy;
  o recording of a cartography of conflict of interests permitting to create an inventory of the permanent measures put in place to protect the Company’s interests; or
  o setting up internal procedures in relation to, for instance (i) the appointment of service providers which may generate conflicts of interests, (ii) new products/activities of the Depositary in order to assess any situation entailing a conflict of interest.

In the event that such conflicts of interest do arise, the Depositary will undertake to use its reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its respective obligations and duties) and to ensure that the Company and the shareholders are fairly treated.

The Depositary may delegate to third parties the safe-keeping of the Company’s assets subject to the conditions laid down in the applicable laws and regulations and the provisions of the Depositary Agreement. The process of appointing such delegates and their continuing oversight follows the highest quality standards, including the management of any potential conflict of interest that should arise from such an appointment. Such delegates must be subject to effective prudential regulation (including minimum capital requirements, supervision in the jurisdiction concerned and external periodic audit) for the custody of financial instruments. The Depositary’s liability shall not be affected by any such delegation.

A potential risk of conflicts of interest may occur in situations where the delegates may enter into or have a separate commercial and/or business relationships with the Depositary in parallel to the custody delegation relationship.

In order to prevent such potential conflicts of interest from crystallizing, the Depositary has implemented and maintains an internal organisation whereby such separate commercial and / or business relationships have no bearings on the choice of the delegate or the monitoring of the delegates’ performance under the delegation agreement.

A list of these delegates and sub-delegates (hereafter the “Sub-Custodians”) for its safekeeping duties is available in the website http://securities.bnpparibas.com/files/live/sites/portal/files/contributed/files/Regulatory/Ucits_delegates_EN.pdf.

Such list may be updated from time to time. Updated information on the Depositary’s custody duties, a list of delegations and sub-delegations and conflicts of interest that may arise, may be obtained, free of charge and upon request, from the Depositary.

Updated information on the Depositary’s duties and the conflict of interests that may arise are available to investors upon request.

The Company or the Management Company may release the Depositary from its duties with ninety (90) days written notice to the Depositary. Likewise, the Depositary may resign from its duties with ninety (90) days written notice to the Company and the Management Company. In that case, a new depositary must be designated to carry out the duties and assume the responsibilities of the
Depositary, as defined in the agreement signed to this effect. The replacement of the Depositary shall happen within two months.

4. **DELEGATE REGISTRAR AGENT, DOMICILIATION AND LISTING AGENT**

BNP Paribas Securities Services, Luxembourg Branch was appointed Domiciliation and Listing Agent under the terms of an agreement dated 22 August 2005 between BNP Paribas Securities Services, Luxembourg Branch and the Company, and Delegate Registrar and Transfer Agent under the terms of an agreement between MDO Management Company, the Company and BNP Paribas Securities Services, Luxembourg Branch dated 8th July 2009.

Each agreement may be terminated by each of the parties by means of prior notice of ninety (90) days (as stipulated in the applicable contractual provisions).

In its capacity as domiciliary and listing agent, it will be responsible for all corporate agency duties required by Luxembourg law, and in particular for providing and supervising the mailing of statements, reports, notices and other documents to the Shareholders, in compliance with the provisions of, and as more fully described in, the agreement mentioned hereinafter.

As Delegate Registrar Agent, it takes responsibility in particular for keeping the register of Shares. It is also responsible for the process of subscription and applications for the redemption of Shares and, if applicable, applications for the conversion of Shares as well as acceptance of such transfers of funds. Moreover, it must deliver Share confirmations and accept Share confirmations submitted for replacement and if this should be the case for redemption or conversion.

5. **DELEGATE ADMINISTRATIVE AGENT**

BNP Paribas Securities Services, Luxembourg Branch performs the functions of delegate administrative agent, by virtue of an agreement between MDO Management Company, the Company and BNP Paribas Securities Services, Luxembourg Branch dated 8th July 2009.

In this context, BNP Paribas Securities Services, Luxembourg Branch performs the administrative functions required by the Law such as the bookkeeping of the Company and calculation of the Net Asset Value per share. The administrative agent supervises all submissions of declarations, reports, notices and other documents to shareholders.

Furthermore, as remuneration for its services, the administrative agent shall be entitled to the payment of a maximum commission of 1% per annum (including costs).

6. **INVESTMENT ADVISORS AND INVESTMENT MANAGERS**

MDO Management Company may be assisted by one or more delegate investment advisors and/or investment managers as specified in the Particulars. The control and final responsibility of the activities of the investment advisor(s) and/or investment manager(s) shall rest with the Board of Directors of the Company. The name of the investment advisor(s) and/or investment manager(s) shall be indicated in the Particulars of each sub-fund. The investment advisor(s) and/or investment manager(s) shall be entitled to receive the payment of an advisory and/or a Delegate Manager’s Fee which rates and methods of calculation are mentioned in the Particulars of each sub-fund.

The Board of Directors of the Company, the Depositary, MDO Management Company, their business managers, managers, attorneys in fact or advisors may not directly act as the other party in operations carried out for the account of the Company.
Exception shall be made to this rule regarding subscriptions to issues made by the Depositary or purchased by firm agreement by a syndicate of which it is part. The Board of Directors however considers it as a rule to act independently and with utmost objectivity in the best interest of the Company's shareholders.

7. DISTRIBUTORS AND NOMINEES

MDO Management Company may decide to appoint nominees and distributors for the purpose of assisting in the distribution of the shares of the Company in the countries in which they shall be sold. Distribution and nominee agreements shall be concluded between the Company, MDO Management Company and the various nominees / distributors.

In accordance with these distribution and nominee agreements, the name of the nominee, rather than that of the clients investing in the Company, shall be recorded in the registrar of shareholders. The terms and conditions of the distribution and nominee agreements shall stipulate, among others, that a client who has invested in the Company via a nominee may request at any time that the shares be re-registered under his/her own name. In this case the client’s name shall be entered in the registrar of shareholders as soon as the Company receives the transfer instructions from the nominee.

Prospective shareholders may subscribe for shares by applying directly to the Company, without having to act through one of the nominees/distributors.

Copies of the distribution and nominee agreements may be consulted by the shareholders at the Company’s registered office as well as at the administration agent’s registered office and at the registered offices of the nominees/distributors during normal office hours.

8. AUDITING OF THE COMPANY'S OPERATIONS

The auditing of the Company’s accounts and annual financial statements is entrusted to Deloitte Audit S.à r.l., 560 rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg, in its capacity as auditor of the Company.

III. INVESTMENT POLICIES

The main objective of the Company is to offer shareholders the opportunity to participate in the professional management of portfolios of transferable securities or short-term instruments similar to transferable securities within the meaning of Article 41. (1) of the Law as defined in the investment policy of each sub-fund of the Company (cf. Particulars).

1. INVESTMENT POLICIES - GENERAL PROVISIONS

The specific investment policy of each sub-fund as detailed in the Particulars of the Sub-Funds has been defined by the Board of Directors.

The Company allows shareholders to modify the trend of their investments, and as the case may be, to change investment currencies through the conversion of shares held in a sub-fund, category or class of shares of the Company into shares of another sub-fund, category or class of shares of the Company.
The objective sought by each sub-fund is the maximum appreciation of the assets invested. The Company may take such amount of risk as it deems reasonable in view of reaching its objectives; it cannot however guarantee that it shall reach such objective due to stock exchange fluctuations and other risks incurred by investments made in transferable securities.

Unless otherwise specified in each sub-fund’s investment policy, no guarantee can be given on the realization of the investment objectives of the Sub-Funds and past performance is not an indicator of future performances.

2. SPECIAL REGULATIONS AND INVESTMENT RESTRICTIONS

The general provisions hereunder shall apply to all the Sub-Funds of the Company unless otherwise provided in the specific investment objectives of a sub-fund. In such case the Particulars of that sub-fund shall list the specific restrictions intended to take over the present general provisions.

2.1 The Company’s investments may consist of:

A. In order to achieve this, the Board of Directors may decide to place its assets in:

1) Transferable securities and money market instruments admitted to or dealt in on a regulated market within the meaning of the directive 2004/39/EC.

2) Transferable securities and money market instruments dealt in on another market of a European Union (hereinafter only the “EU”) Member State which is regulated, operates regularly and is open to the public.

3) Transferable securities and money market instruments admitted to official listing on a stock exchange in the EU, or dealt in on another market in a non-Member State of the EU which is regulated, operates regularly and is recognised and open to the public in any other country in Eastern and Western Europe, the American continent, Asia, Oceania and Africa.

4) Transferable securities and money market instruments, newly issued provided that:
   - the terms governing the issue include the provision that application shall be made for official listing on a stock exchange or on another regulated market which operates regularly, and is recognized and open to the public and
   - such listing is secured within one (1) year of issue.

5) Shares of the UCITS and/or other UCIs in the sense of Article 1, paragraph (2), points a) and b) of Directive 2009/65/EC, whether or not established in a Member State of the EU, provided that:
   - Such other UCIs are authorized under laws which provide that they are subject to supervision considered by the Regulation Authority to be equivalent to that laid down in EU law and that the cooperation between authorities is sufficiently guaranteed;
   - The level of protection of shareholders in the other UCIs is equivalent to the level of protection of shareholders of a UCITS and in particular the provisions for separate management of the Company’s assets, borrowing, credit allocation and short selling of securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC;
   - That the business activity of the other UCI is subject to semi-annual and annual reports that permit an valuation of the assets and the liabilities, the profits and the operations in the period in question;
   - The proportion of assets of UCITS or of these other UCIs regarding which the acquisition is being considered and which may be invested globally in shares of other UCITS or of other UCIs pursuant to their articles of incorporation, does not exceed 10%.

6) Sight deposits or callable deposits with a maximum term of twelve (12) months, with credit institutions, provided the credit institution in question has its registered office in
EU Member State or if the registered office of the credit institution is in a third state, provided it is subject to supervisory provisions that the CSSF holds to be equivalent to those of EU Law.

7) Financial derivative instruments including similar instruments giving rise to a settlement in cash, which are traded on a regulated market of the type referred to in points (1), (2) and (3) above, and/or financial derivatives instruments traded over-the-counter (“over-the-counter derivatives”) provided that:
- the underlying assets are instruments within the meaning of this section title A financial indices, interest rates, foreign exchange rates or currencies in which the Company may invest according to its investment objectives;
- with regard to transactions involving OTC derivatives are institutions from categories subject to official supervision which is approved by Luxembourg supervisory authorities; and
- OTC derivatives are subject to reliable and examinable valuation on a daily basis and can at an appropriate time on the initiative of the Company be disposed of, liquidated or realized by a counter-transaction at any time and at their fair value;

In no case will these operations lead the Company to depart from its investment objectives.

In particular, the Company may in particular intervene in transactions relating to options, future contracts on financial instruments and options on such contracts.

8) Money-market instruments that are not traded on a regulated market, provided that the issue or the issuer of such instruments are subject to provisions concerning deposits and investor protection, and provided they are:
- issued or guaranteed by a central state, regional or local body or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a third state or in the case of a federal state, by a Member state of the federation or an international public law institution which at least belongs to a Member State of the EU; or
- issued by a company the securities of which are traded on the regulated markets indicated in points 1), 2) and 3) above; or
- issued or guaranteed by establishment subject to prudential supervision pursuant to the criteria defined by EU law, or by an establishment which is subject to and abides by prudential rules considered by the CSSF to be at least as strict as those imposed by EU legislation; or
- issued by other issues which belong to a category approved by the CSSF, provided that for the investments in these instruments there are provisions for investor protection which are equivalent to the first, second or third point and provided that the issuer is either a with equity capital and reserves of at least ten million euros (EUR 10,000,000), which draws up and publishes its annual reports in accordance with the provisions of the Directive 2013/34/EU, or a legal entity which a group of companies with one or more listed companies is responsible for the financing of the group or a legal entity where the security is backing of liabilities will be financed by use of a line of credit granted by a bank.

B. Moreover the Company may for each sub-fund:

- invest up to 10% of the net assets of the sub-fund in transferable securities or money market instruments other than those referred to in A, (1) to (4) and (8).
- retain, as collateral, liquid assets and other instruments convertible into liquid.
- borrow up to 10% of the net assets of the sub-fund, insofar as these are temporary borrowings.
Commitments in relation to option contracts, purchases and sales of futures contracts are not considered borrowing for the calculation of the investment limit.
- acquire currency through type of face-to-face loan.
C. The Company may acquire movable and immovable property which is essential for the direct pursuit of its business.

D. Irrespective of the foregoing conditions, each Sub-Fund may, pursuant to the risk distribution principle, invest up to 100% of its assets in securities and money market instruments of different issues, brought out or guaranteed by an EU Member State or its member corporations or by an OECD Member State, by another G20 Member States, Hong Kong or Singapore or by public international organisations in which one or more EU Member States are members, provided that (i) said securities are brought out under at least six different issues, and (ii) securities from one and the same issue may not exceed 30% of the net assets of the relevant Sub-Fund.

E. Moreover, a sub-fund of the Company may subscribe, acquire and/or hold securities to be issued or issued by one or more other sub-funds of the Company, in accordance with the provisions set forth in the sales documents of the Company and with the restrictions set forth in the 2010 Law.

F. Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company:

(i) creates any sub-fund and/or class of shares qualifying either as a feeder UCITS or as a master UCITS,
(ii) converts any existing sub-fund and/or class of shares into a feeder UCITS sub-fund and/or class of shares or
(iii) changes the master UCITS of any of its feeder UCITS sub-fund and/or class of shares.

By way of derogation from Article 46 of the 2010 Law, the Company or any of its sub-funds which acts as a feeder (the “Feeder”) of a master-fund shall invest at least 85% of its assets in another UCITS or in a sub-fund of such UCITS (the “Master”).

The Feeder may not invest more than 15% of its assets in the following elements:

(i) ancillary liquid assets in accordance with Article 41, paragraph (2), second sub-paragraph of the 2010 Law;
(ii) financial derivative instruments which may be used only for hedging purposes, in accordance with Article 41 first paragraph, point g) and Article 42 second and third paragraphs of the 2010 Law;
(iii) movable and immovable property which is essential for the direct pursuit of the Company’ business.

2.2 Furthermore, as regards the net assets of each sub-fund, the Company shall observe the following investment restrictions per issuer:

(1) Rules as to distribution of risks

For calculation of the limits described in points (1) to (5) and (8) above, companies included in the same group of companies shall be considered a single issuer.

To the extent that an issuer is a legal entity with multiple Sub-Funds where the assets of one sub-fund respond exclusively to the rights of investors in relation to that sub-fund and those of the creditors whose claims arise out of the incorporation, operation or liquidation of that sub-fund, each sub-fund shall be considered a separate issuer for application of the rules as to the distribution of risks.
Transferable Securities and Money Market Instruments

(1) A sub-fund may not acquire additional transferable securities and money market instruments from one and the same issuer if, as a consequence of that acquisition:

a. more than 10% of its net assets correspond to transferable securities or money market instruments issued by that entity.

b. the total value of the transferable securities and money market instruments held of issuers in each of which it invests more than 5% exceeds 40% of the value of its net assets. That limit is not applicable to deposits with financial establishments subject to prudential surveillance and to over-the-counter (“OTC”) transactions on derivatives with those establishments.

(2) The limit of 10% fixed in point (1)(a) is raised to 20% if the transferable securities and money market instruments are issued by the same group of companies.

(3) The maximum limit of 10% indicated in section (1) (a) may be increased to a maximum 35% if the securities or money market instruments are issued or guaranteed by a Member State of the EU or its regional bodies, by a third state or by international public law institutions which at least belong to an EU Member State.

(4) The maximum limit of 10% indicated in section (1) (a) may be increased to a maximum 25% for specific bonds, if these are issued by a credit institution with registered office in a Member State of the EU, and which is subject to specific official supervision on the basis of the legal provisions for the protection of holder of those bonds. In particular, the proceeds from the issue of these bonds must in accordance with legal provisions be invested in assets which during the entire term of the bonds adequately cover the liabilities arising therefrom and which are allocated for the due repayment of capital and the payment of interest in the event of the default of the issuer. If a sub-fund invests more than 5% of its net assets in such bonds that are issued by one and the same issuer, then the total value of those investments may not exceed 80% of the value of the net assets of the Sub-Fund.

(5) The securities and money-market instruments mentioned in sections (3) and (4) above are not included when applying the investment limit of 40% provided in section (1) (b).

(6) Irrespective of the foregoing conditions, each sub-fund may, pursuant to the risk distribution principle, invest up to 100% of its assets in securities and money market instruments of different issues, brought out or guaranteed by an EU Member State or its member corporations or by an OECD Member State such as the United States or international public law organisations to which belong one or more EU Member States, provided that (i) said securities are brought out under at least six different issues, and (ii) securities from one and the same issue may not exceed 30% of the net assets of the relevant Sub-Fund.

(7) Notwithstanding the limits imposed in section (b) hereinafter, the limits mentioned under point (1) are increased to a maximum 20% for investments in shares and/or bonds issued by the same entity, when the Company’s investment policy aims to reproduce the composition of a specific share or bond index recognised by the CSSF, on the following bases:

(i) the composition of the index is sufficiently diversified,

(ii) the index constitutes a representative benchmark for the market to which it relates,

(iii) it is subject to the appropriate publication.
The limit of 20% amounts to 35% provided this is justified on the basis of extraordinary market circumstances, in particular on regulated markets on which certain securities or money market instruments are extremely dominant. An investment up to this maximum limit is only possible with a single issuer.

- **Bank deposits**

  (8) The Company may not invest more than 20% of the net assets of each sub-fund in deposits placed with the same entity.

- **Derivatives**

  (9) The default risk of the counterparty in transactions with OTC derivatives may not exceed 10% of the net assets of the sub-fund, if the counterparty is a credit institution as described in A (6) above. For other cases, the limit is up to a maximum of 5% of the net assets.

  (10) Investments may be made in derivatives insofar as, globally, the risks to which the underlying assets are exposed do not exceed the investment limits fixed in points (1) to (5), (8), (9), (13) and (14). When the Company invests in derivatives based on an index, those investments are not necessarily combined to the limits fixed in points (1) to (5), (8), (9), (13) and (14).

  (11) When a transferable security or money market instrument contains a derivative, the latter must be taken into account in applying the provisions of Section 2.2, point (14) and Section 2.3, point (1) as well as for assessing the risks associated with derivatives transactions, insofar as the overall risk associated with derivatives does not exceed the total Net Asset Value ("NAV") of the assets.

- **Shares in open funds**

  (12) The Company may not invest more than 20% of the net assets of each sub-fund in the shares of the same UCITS or other UCI, as defined in Section A, point (5).

- **Combined limits**

  (13) Notwithstanding the individual limits fixed in points (1), (8) and (9) above, a sub-fund may not combine:

    - investments in transferable securities or money market instruments issued by the same entity,
    - deposits with the same entity, and/or
    - risks arising from over-the-counter derivatives transactions with a single entity, which are greater than 20% of its net assets.

  (14) The limits provided in points (1), (3), (4), (8), (9) and (13) above may not be combined. As a consequence, the investments of each sub-fund in transferable securities or money market instruments issued by the same entity, in deposits with that entity or in derivatives traded with that entity in accordance with points (1), (3), (4), (8), (9) and (13) may not exceed a total 35% of the net assets of that sub-fund.

(2) **Limitations as to control.**
The Company may not acquire any voting shares that would enable it to exercise a considerable influence on the management of the issuer.

The Company may not acquire (i) more than 10% of non-voting equities of one and the same issuer; (ii) more than 10% of the bonds of one and the same issuer; (iii) more than 10% of the money market instruments of one and the same issuer; or (iv) more than 25% of the shares of the same UCITS and/or other UCI.

The limits provided under points (ii) to (iv) need not to be respected on acquisition if the gross amount of the bonds or money market instruments, or the net amount of the issued securities cannot be calculated at the time of acquisition.

The provisions under points (15) and (16) are not applicable to:

- securities and money market instruments issued or guaranteed by an EU Member State or its regional bodies;
- securities and money market instruments issued or guaranteed by a third state;
- securities and money market instruments issued or guaranteed by international public law organisations, to which belong one or more EU Member States;
- shares held in the capital of a Company from a third state, under the provisions that (i) the Company invests its assets essentially in securities of issuers who are residents in said third state, (ii) owing to the legal regulations of that third state, such a stake represents the only possibility to invest in securities of issuers of that third state, and (iii) in its investment policy the Company observes the rules of diversification of risk and limitations as to control indicated in Section C, point (1), (3), (4), (8), (9), (12), (13), (14), (15) and (16) and in Section 2.3, point (2);
- shares held in the capital of subsidiaries carrying on any management, advisory or marketing activities solely for the exclusive benefit of the Company in the country where the subsidiary is located as regards the redemption of shares on the application of shareholders.

Moreover, the Company must observe the investment restrictions for the following instruments:

(1) Each sub-fund shall ensure that the overall risk associated with derivatives does not exceed the total net value of its portfolio.

Risks are calculated taking account of the current value of the underlying assets, counterparty risk, foreseeable market evolution and the time available to liquidate positions.

(2) Investments in the shares of UCI other than UCITS may not in total exceed 30% of the net assets of the Company.

Global Exposure and Risk Measurement

The Company may use derivative instruments, whose underlying assets may be transferable securities or money market instruments, both for hedging and for trading purposes.

If the aforesaid transactions involve the use of derivative instruments, these conditions and limits must correspond to the provisions of the Prospectus.

If a Sub-Fund uses derivative instruments for investment (trading) purposes, it may use such instruments only within the limits of its investment policy.
2.4.1. Determination of the global exposure

The Sub-Fund’s global exposure must be calculated accordingly to CSSF Circular 11/512. The limits on global exposure must be complied with on an ongoing basis. It is the responsibility of the Management Company to select an appropriate methodology to calculate the global exposure. More specifically, the selection should be based on the self-assessment by the Management Company of the Sub-Fund’s risk profile resulting from its investment policy (including its use of financial derivative instruments).

2.4.2. Risk measurement methodology according to the Sub-Fund’s risk profile

The Sub-Funds are classified after a self-assessment of their risk profile resulting from their investments policy including their inherent derivative investment strategy that determines two risk measurements methodologies:

- The advanced risk measurement methodology such as the Value-at-Risk (VaR) approach to calculate global exposure where:
  (a) the Sub-Fund engages in complex investment strategies which represent more than a negligible part of the Sub-Funds’ investment policy;
  (b) the Sub-Fund has more than a negligible exposure to exotic derivatives; or
  (c) the commitment approach doesn’t adequately capture the market risk of the portfolio.

- The commitment approach methodology

2.4.3. Calculation of the global exposure

2.4.3.1. For Sub-Funds that use the commitment approach methodology:

- The commitment conversion methodology for standard derivatives is always the market value of the equivalent position in the underlying asset. This may be replaced by the notional value or the price of the futures contract where this is more conservative;
- For non-standard derivatives, an alternative approach may be used provided that the total amount of the derivatives represents a negligible portion of the Sub-Fund’s portfolio;
- For structured Sub-Funds, the calculation method is described in the ESMA/2011/112 guidelines.

A financial derivative instrument is not taken into account when calculating the commitment if it meets both of the following conditions:

(a) The combined holding by the Sub-Fund of a financial derivative instrument relating to a financial asset and cash which is invested in risk free assets is equivalent to holding a cash position in the given financial asset.
(b) The financial derivative instrument is not considered to generate any incremental exposure and leverage or market risk.

The Sub-Fund’s total commitment to derivative financial instruments, limited to 100 % of the portfolio’s total net value, is quantified as the sum, as an absolute value, of the individual commitments, after possible netting and hedging arrangements.

2.4.3.2. For Sub-Funds that use the VaR (Value at Risk) methodology:

The global exposure is determined on a daily basis by calculating, the maximum potential loss at a given confidence level over a specific time period under normal market conditions. Given the Sub-Fund’s risk profile and investment strategy, the relative VaR approach or the absolute VaR approach can be used:
In the relative VaR approach, a leverage free reference portfolio reflecting the investment strategy is defined and the Sub-Fund’s VaR cannot be greater than twice the reference portfolio VaR.

The absolute VaR approach concerns Sub-Funds investing in multi-asset classes and that do not define any investment target in relation to a benchmark but rather as an absolute return target; the level of the absolute VaR is strictly limited to 20%.

The VaR limits should always be set according to the defined risk profile.

To calculate VaR, the following parameters must be used: a 99% degree of confidence, a holding period of one month (20 days), an actual (historical) observation period for risk factors of at least 1 year (250 days). The Management Company carries out a monthly back testing program and reports on a quarterly basis the excessive number of outlier to the senior management.

The Management Company calculates stress tests on a monthly basis in order to facilitate the management of risks associated with possible abnormal movements of the market.

In principle, the Sub-Funds should employ the commitment approach to calculate their global exposure. In the case whereby the VaR approach should be used, it will be clearly disclosed in the relevant Sub-Fund’s schedule.

2.5 Finally, the Company shall ensure that the investments of each sub-fund comply with the following rules:

(1) The Company may not acquire commodities, precious metals or even certificates representing them, it being understood that transactions relating to currencies, financial instruments, indices or securities and likewise future contracts, option contracts and swap contracts relating thereto are not considered transactions relating to merchandise within the meaning of this restriction.

(2) The Company may not acquire real estate, unless such acquisitions are indispensable in the direct exercise of its activity.

(3) The Company may not use its assets to guarantee securities.

(4) The Company may not issue warrants or other instruments conferring a right to acquire shares of the fund.

(5) Without prejudice to the possibility for the Company to acquire bonds and other debt securities and to hold bank deposits, the Company may not grant loans or act as guarantor on behalf of third parties. This restriction is not an obstacle to the acquisition of transferable securities, money market instruments or other financial instruments not fully paid up.

(6) The Company may not make short sales of transferable securities, money market instruments or other financial instruments mentioned in Section A points (5), (7) and (8).

2.6 Notwithstanding all the aforementioned provisions:

(1) The limits fixed previously may not be respected in the exercise of subscription rights relating to transferable securities or money market instruments which are part of the assets of the sub-fund concerned.
(2) If limits are exceeded irrespectively of the desire of the Company or as a consequence of the exercise of subscription rights, the Company must, in its sale transactions, regularise the situation in the best interests of the shareholders.

The Board of Directors shall be entitled to determine other investment restrictions to the extent that those limits are necessary to comply with the Law and regulations of the country in which the shares of the Company shall be offered or sold.

3. FINANCIAL TECHNIQUES AND INSTRUMENTS

A. General provisions

For efficient management of the portfolio and/or with the aim of protecting its assets and liabilities, in each sub-fund the Company may use techniques and instruments which have transferable securities or money market instruments.

To that end, each sub-fund or category is authorised in particular to carry out transactions which have as their object the sale or purchase of future foreign exchange contracts, the sale or purchase of future contracts on currencies and the sale of call options and the purchase of put options on currencies, with the aim of protecting its assets against exchange rate fluctuations or of optimising its return, for efficient management of the portfolio.

A Sub-Fund may also invest in OTC financial derivative instruments including but not limited to non-deliverable forwards, total return swaps, interest rate swaps, currency swaps, swaptions, credit default swaps, and credit linked note for either investment or for hedging purposes and may employ techniques and instruments relating to Transferable Securities and Money Market Instruments (including but not limited to securities lending and borrowing, repurchase and reverse repurchase agreements) for investment purpose and efficient portfolio management.

In doing so, the Sub-Fund shall comply with applicable restrictions and in particular with ESMA guidelines on ETFs and other UCITS issues as described in CSSF circular 14/592. Furthermore, for the avoidance of doubt, ETFs will be understood within the definition and meaning of the aforementioned ESMA Guidelines.

The risk exposures to a counterparty arising from OTC financial derivative transactions and efficient portfolio management techniques should be combined when calculating the counterparty risk limits of Article 52 of Directive 2009/65/EC.

When these transactions relate to the use of derivatives, the conditions and limits fixed previously in section A, point (7), in Section 2.2, points (1), (9), (10), (11), (13) and (14) and in Section 2.3, point (1) must be respected.

In no case the use of financial derivatives instruments or other financial techniques and financial instruments may lead the Company to diverge from its investment objectives as expressed in the Prospectus.

In its financial reports, the Company must disclose:
* the underlying exposure obtained through OTC financial derivative instruments;
* the identity of the counterparty(ies) to these OTC financial derivative transactions; and
* the type and amount of collateral received by the UCITS to reduce counterparty exposure.

All revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs and fees, will be returned to the Company. In particular, fees and cost may be paid to agents of the Company and other intermediaries providing services in connection with efficient portfolio management.
management techniques as normal compensation of their services. Such fees may be calculated as a percentage of gross revenues earned by the Company through the use of such techniques. Information on direct and indirect operational costs and fees that may be incurred in this respect as well as the identity of the entities to which such costs and fees are paid – as well as any relationship they may have with the Depositary, the Management Company or the Investment Manager – will be available in the annual report of the Company.

B. Risks - Warning

With a view to optimising the return on their portfolio, all the Sub-Funds are authorised to use the derivative techniques and instruments described above (in particular swap contracts on rates, currencies and other financial instruments, future contracts, options on transferable securities, on rates or on future contracts), observing the conditions mentioned above.

Investors’ attention is drawn to the fact that market conditions and the regulations in force may restrict the use to these instruments. No guarantee may be given as to the success of these strategies. The Sub-Funds using these techniques and instruments bear risks and costs associated with such investments which they might not have been borne if they had not followed such strategies. Investors’ attention is further drawn to the increased risk of volatility arising from Sub-Funds using these techniques and instruments other than for hedging purposes. If the forecasts of managers and delegate managers as to the movements of markets in securities, currencies and interest rates prove to be inaccurate, the sub-fund affected might find itself in a worse situation that if those strategies had not been followed.

When using derivatives, each sub-fund may carry out over-the-counter transactions on future and cash contracts on indices or other financial instruments as well as on swaps on indices or other financial instruments with first-class banks or stockbrokers specialising in this matter acting as counterparts. Although the corresponding markets are not necessarily deemed more volatile than other futures markets, operators are less well protected against insolvency in their transactions on these markets since the contracts traded there are not guaranteed by a clearing house.

C. Securities lending operations (efficient portfolio management techniques)

The Company may enter into securities lending transactions provided it complies with the following regulations:

(1) The Company may only participate in securities lending transactions within a standardised lending system organised by a recognised securities clearing institution or by a highly rated financial institution specialising in this type of transactions.

(2) In the context of its lending transactions, the Company must receive a guarantee of which the value at conclusion and during the life of the contract must be at least equal to the total value of the securities lent.

This guarantee must be given in the form of liquid assets and/or securities issued or guaranteed by a member state of the OECD or its local authorities or by supranational institutions and organisations at a community, regional or world-wide level, and must be blocked in favour of the Company until the expiry of the loan contract.

Such a guarantee shall not be required if the securities loan is carried out via CLEARSTREAM or EUROCLEAR or any other institution guaranteeing the lender reimbursement of the value of the securities loaned by way of guarantee or otherwise.
Securities lending transactions cannot be extended beyond a period of thirty (30) days or exceed 50% of the overall value of the securities in the portfolio of each sub-fund. This limitation does not apply where the Company is entitled at all times to terminate the contract and demand the return of the securities lent.

All assets received by the Company in the context of efficient portfolio management techniques should be considered as collateral. The collateral which must comply with the conditions set forth below under “collateral management”.

The Company may not dispose of the securities it has borrowed during the entire term of the loan unless there is cover by means of financial instruments which enable the Company to restore the securities borrowed at the end of the transaction.

Securities borrowing transactions cannot be extended beyond a period of thirty (30) days or exceed 50% of the overall value of the securities in the portfolio of each sub-fund.

The Company may only enter into securities borrowing transactions in the following exceptional circumstances: (x) when the Company is committed to sale of securities in its portfolio at a time when those securities are in the process of being registered with a government authority and are therefore not available; (y) when the securities which have been loaned are not restored at the correct time; and (z) in order to avoid a promised delivery of securities not taking place in the case where the Depositary might fail in its obligation to deliver the securities in question.

With respect to securities lending, the Company will generally require the borrower to post collateral representing, at any time during the lifetime of the agreement, at least the total value of the securities lent (interest, dividends and other potential rights included). Repurchase agreement and reverse repurchase agreements will generally be collateralised, at any time during the lifetime of the agreement, at least their notional amount.

In its financial reports, the Company must disclose:

* the exposure obtained through efficient portfolio management techniques;
* the identity of the counterparty(ies) to these efficient portfolio management techniques;
* the type and amount of collateral received by the UCITS to reduce counterparty exposure;
* the revenues arising from efficient portfolio management techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred.

(i) the Company ensures that it is able at any time to recall any security that has been lent or terminate any securities lending transaction into which it has entered; and

(ii) the Company ensures 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 UCITS. The Company should also 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.

The net exposures (i.e. the exposures of the Company less the collateral, if any, received by the Company) to a counterparty arising from the use of efficient portfolio management techniques will be
taken into account in the 20% limit provided for in Article 43(2) of the Law of 2010 pursuant to point 2 of Box 27 of ESMA Guidelines 2014/937.

Any direct and indirect operational costs and fees arising from efficient portfolio management techniques will be deducted from the revenue delivered to the Company. These costs and fees will not include hidden revenue. Positive returns arising from the use of efficient portfolio management techniques will be solely for the benefit of the relevant Sub-Fund(s). Any direct and indirect operational costs and fees incurred and the identity of the counterparty(ies) to these efficient portfolio management techniques will be disclosed in the annual report of the Company.

Before a Sub-Fund enters into any arrangement regarding efficient portfolio management techniques, the Management Company or, where applicable, the Investment Manager will be required to (a) carefully estimate the expected costs and fees and to compare them with the applicable market standard (if any) and (b) evaluate whether the use of the efficient portfolio management techniques is in the best interest of the Shareholders of the relevant Sub-Fund(s).

Specific risks linked to securities lending and repurchase transactions

In relation to repurchase transactions, investors must notably be aware that (A) in the event of the failure of the counterparty with which cash of a Fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) (i) locking cash in transactions of excessive size or duration, (ii) delays in recovering cash placed out, or (iii) difficulty in realising collateral may restrict the ability of the Fund to meet redemption requests, security purchases or, more generally, reinvestment; and that (C) repurchase transactions will, as the case may be, further expose a Fund to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described in other sections of this prospectus.

In relation to securities lending transactions, investors must notably be aware that (A) if the borrower of securities lent by a Fund fail to return these there is the risk that the collateral received may realise less than the value of the securities lent out, whether due to inaccurate pricing, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) in case of reinvestment of cash collateral such reinvestment may (i) create leverage with corresponding risks and risk of losses and volatility, (ii) introduce market exposures inconsistent with the objectives of the Fund, or (iii) yield a sum less than the amount of collateral to be returned; and that (C) delays in the return of securities on loans may restrict the ability of a Fund to meet delivery obligations under security sales

D. Repurchase agreements (efficient portfolio management techniques)

A Sub-Fund may, if provided in the relevant Appendix, enter into sale with right of repurchases transactions (“achat de titres à réméré”) as well as reverse repurchase transactions (“opérations de prise en pension”) and repurchase agreement transactions (“vente de titres à réméré”) in accordance with the provisions of Circular 08/356, Circular 14/592 and ESMA Guidelines 2014/937.

The Company may act as either purchaser or seller in repurchase transactions. However, its involvement in such agreements is subject to the following regulations:

1. The Company may not buy or sell securities using a repurchase transaction unless the contracting partner in such transactions is a first-class financial institution that has specialised in this type of transactions.
(2) During the term of a repurchase contract, the Company may only sell the securities which are the object of the contract if the contracting partner agrees to a premature repurchase of the securities, or the repurchase term has expired.

(3) In its financial reports, the Company must disclose:
   * the exposure obtained through efficient portfolio management techniques;
   * the identity of the counterparty(ies) to these efficient portfolio management techniques;
   * the type and amount of collateral received by the UCITS to reduce counterparty exposure;
   * the revenues arising from efficient portfolio management techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred.

The Company must 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 must be used for the calculation of the Net Asset Value of the relevant Sub-Funds.

The Company must further 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.

(4) Fixed-term repurchase and reverse repurchase agreements that do not exceed seven (7) days are to be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.

E. Collateral Management and Policy

General

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

Eligible collateral

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

1. **Liquidity** – any collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of Article 56 of the Directive 2009/65/EC reflected under indent (15) to (16) of the sub-section “SPECIAL REGULATIONS AND INVESTMENT RESTRICTIONS: Part C.2” herein.
2. **Valuation** – the collateral received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.

3. **Issuer credit quality** – the collateral received should be of high quality.

4. **Correlation** – the collateral received by the Company should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.

5. **Collateral diversification (asset concentration)** – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Company receives from a counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When the Company is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

By way of derogation from this sub-paragraph, the Company 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. The Company should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Company’s net asset value. The Company that intend to be fully collateralised in securities issued or guaranteed by a Member State should disclose this fact in its prospectus. The Company should also identify the Member States, local authorities, or public international bodies issuing or guaranteeing securities which they are able to accept as collateral for more than 20% of their Net Asset Value.

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

7. Where there is a title transfer, the collateral received should be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

8. The Collateral received should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

Subject to the abovementioned conditions, collateral received by the Company may consist of:
- Cash and cash equivalents, including short-term bank certificates and Money Market Instruments,
- Bonds issued or guaranteed by a member state of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope,
- Shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent,
- Shares or units issued by UCITS investing mainly in bonds/shares mentioned in the two points below,
- Bonds issued or guaranteed by first class issuers offering adequate liquidity, or
- Shares admitted to or dealt in on a Regulated Market of a Member State or on a stock exchange of a member state of the OECD, on the condition that these shares are included in a main index.
Where there is a title transfer, collateral received will be held by the Depositary (or a sub-custodian thereof) on behalf of the Company. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

Level of collateral

The Company will determine the required level of collateral for OTC financial derivatives transactions and efficient portfolio management techniques by reference to the applicable counterparty risk limits set out in this Prospectus and taking into account the nature and characteristics of transactions, the creditworthiness and identity of counterparties and prevailing market conditions.

Haircut policy

Collateral will be valued, on a daily basis, using available market prices and taking into account appropriate discounts which will be determined by the Company for each asset class based on its haircut policy. The policy takes into account a variety of factors, depending on the nature of the collateral received, such as the issuer’s credit standing, the maturity, currency, price volatility of the assets and, where applicable, the outcome of liquidity stress tests carried out by the Company under normal and exceptional liquidity conditions. No haircut will generally be applied to cash collateral.

Considering that, as of the date of this Prospectus, the Company has not received any collateral aimed at reducing its counterparty risk in the context of OTC financial derivatives transactions and efficient portfolio management techniques; no haircut is currently being applied in practice. Appropriate discounts applicable to the relevant type of collateral to be received by the Company shall however be disclosed accordingly in this Prospectus as soon as applicable.

Reinvestment of collateral

Non-cash collateral received should not be sold, re-invested or pledged.

Cash collateral received should only be:
- placed on deposit with entities prescribed in Article 50 (f) of the Directive 2009/65/EC reflected under indent (6) of the sub-section “SPECIAL REGULATIONS AND INVESTMENT RESTRICTIONS: Part A” herein;
- invested in high-quality government bonds;
- used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

The re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral as set out above.

The Sub-Fund may incur a loss in reinvesting the cash collateral it receives. Such a loss may arise due to a decline in the value of the investment made with cash collateral received. A decline in the value of such investment of the cash collateral would reduce the amount of collateral available to be returned by the Sub-Fund to the counterparty at the conclusion of the transaction. The Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Sub-Fund.
The above provisions apply subject to any further guidelines issued from time to time by ESMA amending and/or supplementing ESMA Guidelines 2014/937 on ETFs and other UCITS issues and/or any additional guidance issued from time to time by the Regulatory Authority in relation to the above.

4. RISKS WARNINGS

A. Custody Risk

The assets owned by the Company are held in custody for account of the Company by a depositary that is also regulated by the CSSF. The Depositary may entrust the safekeeping of the Company’s assets to Sub-Custodians in the markets where the Company invests. Luxembourg law provides that the Depositary’s liability shall not be affected by the fact that it has entrusted the assets of the Company to third parties. The CSSF requires that the Depositary ensures that there is legal separation of non-cash assets held under custody and that records are maintained that clearly identify the nature and amount of all assets under custody, the ownership of each asset and where the documents of title to that asset are located. Where the Depositary engages a Sub-Custodian, the CSSF requires that the Depositary ensures that the Sub-Custodian maintains these standards and the liability of the Depositary will not be affected by the fact that it has entrusted to a Sub-Custodian some or all of the assets of the Company.

However, certain jurisdictions have different rules regarding the ownership and custody of assets generally and the recognition of the interests of a beneficial owner such as a Sub-Fund. There is a risk that in the event the Depositary or Sub-Custodian becomes insolvent, the relevant Sub-Fund’s beneficial ownership of assets may not be recognised in foreign jurisdictions and creditors of the Depositary or Sub-Custodian may seek to have recourse to the Sub-Fund’s assets. In jurisdictions where the relevant Sub-Fund’s beneficial ownership is ultimately recognised, the Sub-Fund may suffer a delay in recovering its assets, pending the resolution of the relevant insolvency or bankruptcy proceedings. In respect of cash assets, the general position is that any cash accounts will be designated to the order of the Depositary for the benefit of the relevant Sub-Fund. However, due to the fungible nature of cash, it will be held on the balance sheet of the bank with whom such cash accounts are held (whether a Sub-Custodian or a third party bank), and will not be protected from the bankruptcy of such bank. A Sub-Fund will therefore have counterparty exposure risk to such bank. Subject to any applicable government guarantee or insurance arrangements in respect of bank deposits or cash deposits, where a Sub-Custodian or third party bank holds cash assets and subsequently becomes insolvent, the Sub-Fund would be required to prove the debt along with other unsecured creditors. The Sub-Fund will monitor its exposure in respect of such cash assets on an ongoing basis.

Securities held with a local agent or clearing/settlement system or securities correspondent ("Securities System") may not be as well protected as those held within the Depositary in Luxembourg. In particular, losses may be incurred as a consequence of the insolvency of the local correspondent or Securities System. In some markets, the segregation or separate identification of a beneficial owner’s securities may not be possible or the practices of segregation or separate identification may differ from practices in more developed markets.

B. Conflicts of interest

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

**Interested dealings**

The Management Company, the Distributor(s), the Investment Manager and/or the Investment Advisor, the Depositary and the Administrative Agent and any of their respective subsidiaries, affiliates, associates, agents, directors, officers, employees or delegates (together the Interested Parties and, each, an Interested Party) may:

- contract or enter into any financial, banking or other transaction with one another or with the Company including, without limitation, investment by the Company, in securities in any company or body any of whose investments or obligations form part of the assets of the Company or any Sub-Fund, or be interested in any such contracts or transactions;
- invest in and deal with Shares, securities, assets or any property of the kind included in the property of the Company for their respective individual accounts or for the account of a third party; and
- deal as agent or principal in the sale, issue or purchase of securities and other investments to, or from, the Company through, or with, the Investment Manager or the Depositary or any subsidiary, affiliate, associate, agent or delegate thereof. Any assets of the Company in the form of cash may be invested in certificates of deposit or banking investments issued by any Interested Party. Banking or similar transactions may also be undertaken with or through an Interested Party (provided it is licensed to carry out this type of activities).

There will be no obligation on the part of any Interested Party to account to Shareholders for any benefits so arising and any such benefits may be retained by the relevant party. Any such transactions must be carried out as if effected on normal commercial terms negotiated at arm's length.

**Conflicts of interest of the Investment Manager in case of securities lending**

The Investment Manager may also be appointed as the lending agent of the Company under the terms of a securities lending management agreement. Under the terms of such an agreement, the lending agent is appointed to manage the Company's securities lending activities and is entitled to receive a fee which is in addition to its fee as investment manager. The income earned from stock lending will be allocated between the Company and the Investment Manager and the fee paid to the Investment Manager will be at normal commercial rates. Full financial details of the amounts earned and expenses incurred with respect to stock lending for the Company, including fees paid or payable, will be included in the annual and semi-annual financial statements. The Company will, at least annually, review the stock lending arrangements and associated costs.

The Investment Manager may execute trades through their affiliates on both a principal and agency basis, as may be permitted under applicable law. As a result of these business relationships, the Investment Manager's affiliates will receive, among other benefits, commissions and mark-ups/mark-downs, and revenues associated with providing prime brokerage and other services. Certain conflicts of interest may arise from the fact that affiliates of the Investment Manager and/or the Investment Advisor or the Management Company may act as sub-distributors of interests in respect of the Company or certain Sub-Funds. Such entities may also enter into arrangements under which they or their affiliates will issue and distribute notes or other securities the performance of which will be linked to the relevant Sub-Fund.
Where a commission (including a rebated commission) is received by the Investment Manager by virtue of an investment by a Sub-Fund in the units of another collective investment scheme, this commission must be paid into that Sub-Fund.

C. Market risk

Market risk is understood as the risk of loss for a Sub-Fund resulting from fluctuation in the market value of positions in its portfolio attributable to changes in market variables, such as general economic conditions, interest rates, foreign exchange rates, or the creditworthiness of the issuer of a financial instrument. This is a general risk that applies to all investments, meaning that the value of a particular investment may go down as well as up in response to changes in market variables. Although it is intended that each Sub-Fund will be diversified with a view to reducing market risk, the investments of a Sub-Fund will remain subject to fluctuations in market variables and the risks inherent in investing in financial markets.

D. Economic risk

The value of investments held by a Sub-Fund may decline in value due to factors affecting financial markets generally, such as real or perceived adverse economic conditions, changes in the general outlook for revenues or corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally. The value of investments may also decline due to factors affecting a particular, industry, area or sector, such as changes in production costs and competitive conditions. During a general downturn in the economy, multiple asset classes may decline in value simultaneously. Economic downturn can be difficult to predict. When the economy performs well, there can be no assurance that investments held by a Sub-Fund will benefit from the advance.

E. Interest rate risk

The performance of a Sub-Fund may be influenced by changes in the general level of interest rates. Generally, the value of a Sub-Fund may decline in value due to factors affecting financial markets generally, such as real or perceived adverse economic conditions, changes in the general outlook for revenues or corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally. The value of investments may also decline due to factors affecting a particular, industry, area or sector, such as changes in production costs and competitive conditions. During a general downturn in the economy, multiple asset classes may decline in value simultaneously. Economic downturn can be difficult to predict. When the economy performs well, there can be no assurance that investments held by a Sub-Fund will benefit from the advance.

F. Foreign exchange risk

Each Sub-Fund investing in securities denominated in currencies other than its Reference Currency may be subject to foreign exchange risk. As the assets of each Sub-Fund are valued in its Reference Currency, changes in the value of the Reference Currency compared to other currencies will affect the value, in the Reference Currency, of any securities denominated in such other currencies. Foreign exchange exposure may increase the volatility of investments relative to investments denominated in the Reference Currency. In accordance with its investment objective and policy, a Sub-Fund may attempt to hedge or reduce foreign exchange risk, generally through the use of derivatives. However, it may not be possible or practical to hedge or reduce such risk at all times.
G. Credit risk

Sub-Funds investing in fixed income instruments will be exposed to the creditworthiness of the issuers of the instruments and their ability to make principal and interest payments when due in accordance with the terms and conditions of the instruments. The creditworthiness or perceived creditworthiness of an issuer may affect the market value of fixed income instruments. Issuers with higher credit risk typically offer higher yields for this added risk, whereas issuers with lower credit risk typically offer lower yields. Generally, government debt is considered to be the safest in terms of credit risk, while corporate debt involves a higher credit risk. Related to that is the risk of downgrade by a rating agency. Rating agencies are private undertakings providing ratings for a variety of fixed income instruments based on the creditworthiness of their issuers. The agencies may change the rating of issuers or instruments from time to time due to financial, economic, political, or other factors, which, if the change represents a downgrade, can adversely impact the market value of the affected instruments.

H. Volatility risk

The volatility of a financial instrument is a measure of the variations in the price of that instrument over time. A higher volatility means that the price of the instrument can change significantly over a short time period in either direction. Each Sub-Fund may make investments in instruments or markets that are likely to experience high levels of volatility. This may cause the Net Asset Value per Share to experience significant increases or decreases in value over short periods of time.

I. Liquidity risk

Liquidity refers to the speed and ease with which investments can be sold or liquidated or a position closed. On the asset side, liquidity risk refers to the inability of a Sub-Fund to dispose of investments at a price equal or close to their estimated value within a reasonable period of time. On the liability side, liquidity risk refers to the inability of a Sub-Fund to raise sufficient cash to meet a redemption request due to its inability to dispose of investments. In principle, each Sub-Fund will only make investments for which a liquid market exists or which can otherwise be sold, liquidated or closed at any time within a reasonable period of time. However, in certain circumstances, investments may become less liquid or illiquid due to a variety of factors including adverse conditions affecting a particular issuer, counterparty, or the market generally, and legal, regulatory or contractual restrictions on the sale of certain instruments. In addition, a Sub-Fund may invest in financial instruments traded over-the-counter, which generally tend to be less liquid than instruments that are listed and traded on exchanges. Market quotations for less liquid or illiquid instruments may be more volatile than for liquid instruments and/or subject to larger spreads between bid and ask prices. Difficulties in disposing of investments may result in a loss for a Sub-Fund and/or compromise the ability of the Sub-Fund to meet a redemption request.

J. Counterparty risk

Counterparty risk refers to the risk of loss for a Sub-Fund resulting from the fact that the counterparty to a transaction entered into by the Sub-Fund may default on its contractual obligations. There can be no assurance that an issuer or counterparty will not be subject to credit or other difficulties leading to a default on its contractual obligations and the loss of all or part of the amounts due to the Sub-Fund. This risk may arise at any time the assets of a Sub-Fund are deposited, extended, committed, invested or otherwise exposed through actual or implied contractual agreements. For instance, counterparty risk may arise when a Sub-Fund has deposited cash with a financial institution, invests into debt securities and other fixed income instruments, enters into OTC financial derivative instruments, or enters into securities lending, repurchase and reverse repurchase agreements.
K. Operational risk

Operational risk means the risk of loss for the Company resulting from inadequate internal processes and failures in relation to people and systems of the Company, the Management Company and/or its agents and service providers, or from external events, and includes legal and documentation risk and risk resulting from the trading, settlement and valuation procedures operated on behalf of the Company.

L. Valuation risk

Certain Sub-Funds may hold investments for which market prices or quotations are not available or representative, or which are not quoted, listed or traded on an exchange or regulated market. In addition, in certain circumstances, investments may become less liquid or illiquid. Such investments will be valued at their probable realisation value estimated with care and in good faith by the Board of Directors using any valuation method approved by the Board of Directors. Such investments are inherently difficult to value and are the subject of substantial uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sales or liquidation prices of investments.

M. Laws and regulations risk

The Company may be subject to a number of legal and regulatory risks, including contradictory interpretations or applications of laws, incomplete, unclear and changing laws, restrictions on general public access to regulations, practices and customs, ignorance or breaches of laws on the part of counterparties and other market participants, incomplete or incorrect transaction documents, lack of established or effective avenues for legal redress, inadequate investor protection, or lack of enforcement of existing laws. Difficulties in asserting, protecting and enforcing rights may have a material adverse effect on the Sub-Funds and their operations.

N. Duplication of fees

There shall be duplication of management fees and other operating fund related expenses, each time the Company invests in other UCIs and/or UCITS. The maximum proportion of management fees charged both to the Company itself and to the UCIs and/or UCITS in which the Company invests shall be disclosed in the Annual Report.

O. Credit Default Swaps (“CDS”)

When these transactions are used in order to eliminate a credit risk in respect of the issuer of a security, they imply that the Company bears a counterparty risk in respect of the protection seller.

This risk is, however, mitigated by the fact that the Company will only enter into CDS transactions with highly rated financial institutions.

CDS used for a purpose other than hedging, such as for efficient portfolio management purposes or if disclosed in relation to any Sub-Fund, as part of the principal investment policy, may present a risk of liquidity if the position must be liquidated before its maturity for any reason. The Company will mitigate this risk by limiting in an appropriate manner the use of this type of transaction. Furthermore, the valuation of CDS may give rise to difficulties which traditionally occur in connection with the valuation of OTC contracts.

Insofar as the Sub-Fund(s) use CDS for efficient portfolio management or hedging purposes, investors should note that such instruments are designed to transfer credit exposure of fixed income products between the buyer and seller.
The Sub-Fund(s) would typically buy a CDS to protect against the risk of default of an underlying investment, known as the reference entity and would typically sell a CDS for which it receives payment for effectively guaranteeing the creditworthiness of the reference entity to the buyer. In the latter case, the Sub-Fund(s) would incur exposure to the creditworthiness of the reference entity but without any legal recourse to such reference entity. In addition, as with all OTC derivatives, CDS expose the buyer and seller to counterparty risk and a Sub-Fund may suffer losses in the event of a default by the counterparty of its obligations under the transaction and/or disputes as to whether a credit event has occurred, which could mean the Sub-Fund cannot realize the full value of the CDS.

P. Contingent capital securities (CoCos)

The Company may invest in contingent securities structured as Contingent Convertible Securities also known as CoCos. A contingent convertible security is a hybrid debt security either convertible into equity at a predetermined share price, written down or written off in value based on the specific terms of the individual security if a pre-specified trigger event occurs. Contingent convertible securities are subject to the risks associated with bonds and equities, and to the risks specific to convertible securities in general. Contingent convertible securities are also subject to additional risks specific to their structure including:

Conversion risk
In some cases, the issuer may cause a convertible security to convert to common stock. If a convertible security converts to common stock, a Sub-Fund may hold such common stock in its portfolio even if it does not ordinarily invest in common stock.

Trigger level risk
Trigger levels differ and determine exposure to conversion risk depending on the distance of the capital ratio to the trigger level. It might be difficult for the Investment Adviser of the relevant Sub-Fund to anticipate the triggering events that would require the debt to convert into equity.

Capital structure inversion risk
Contingent convertible securities are typically structurally subordinated to traditional convertible bonds in the issuer’s capital structure. In certain scenarios, investors in contingent convertible securities may suffer a loss of capital ahead of equity holders or when equity holders do not.

Written down risk
In some cases, the issuer may cause a convertible security to be written down in value based on the specific terms of the individual security if a pre-specified trigger event occurs. There is no guarantee that a Sub-Fund will receive return of principal on contingent convertible securities.

Yield/Valuation risk
The valuation of contingent convertible securities is influenced by many unpredictable factors such as:
(i) the creditworthiness of the issuer and the fluctuations in the issuer’s capital ratios;
(ii) the supply and demand for contingent convertible securities;
(iii) the general market conditions and available liquidity; and
(iv) the economic, financial and political events that affect the issuer, the market it is operating in or the financial markets in general.

Liquidity risk
Convertible securities are subject to liquidity risk.

Coupon cancellation risk
In addition, coupon payments on contingent convertible securities are discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time. The discretionary cancellation of payments is not an event of default and there are no possibilities to require re-
instatement of coupon payments or payment of any passed missed payments. Coupon payments may also be subject to approval by the issuer’s regulator and may be suspended in the event there are insufficient distributable reserves. As a result of uncertainty surrounding coupon payments, contingent convertible securities may be volatile and their price may decline rapidly in the event that coupon payments are suspended.

**Call extension risk**
Contingent convertible securities are subject to extension risk. Contingent convertible securities are perpetual instruments and may only be callable at predetermined dates upon approval of the applicable regulatory authority. There is no guarantee that a Sub-Fund will receive return of principal on contingent convertible securities.

**Unknown risk**
Convertible contingent securities are a newer form of instrument and the market and regulatory environment for these instruments is still evolving. As a result it is uncertain how the overall market for contingent convertible securities would react to a trigger event or coupon suspension applicable to one issuer.

**Q. Emerging Markets**

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

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

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

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

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

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

IV. SHARES OF THE COMPANY

The local offering documentation of the Company may provide the possibility for investors to adhere to regular savings plans.

In case a regular savings plan is terminated before the agreed final date, the amount of subscription fees payable by the relevant Shareholders may be greater than it would have been in the case of standard subscriptions.

1. THE SHARES

The Company’s capital is represented by the assets of its various Sub-Funds. Subscriptions are invested in the assets of the respective sub-fund.

Within a sub-fund, the Board of Directors may establish categories and/or classes of shares corresponding (i) to a specific distribution policy, for instance giving a right to distributions (“Distribution Shares”) or not giving a right to distributions (“Capitalisation Shares”), and/or (ii) to a specific structure for issue or redemption costs, a specific structure for costs payable to distributors or to the Company, and/or (iii) to a specific structure for management costs or those for or investment advice, and/or (iv) to a particular reference currency as well as a hedge policy or not regarding exchange risks; and/or (v) to any other specific feature applicable to a category/class of shares.

Shareholders may request the conversion of all or part of their shares into shares of one or more different Sub-Funds, categories or classes of shares of the Company (see item 4 of this section).

Under the provisions set out in the Particulars, any individual or corporate entity may acquire shares in the various Sub-Funds, categories or classes of shares of the Company that comprise the net assets of the Company by paying the subscription price determined in accordance with item 2 of this section.

The shares of each sub-fund are of no par value and convey no preferential or pre-emptive rights of subscription upon the issue of new shares. Each share is entitled to one vote at the General Meeting of shareholders, regardless of its Net Asset Value.

All shares in the Company must be fully paid-up.

The shares shall at the option of the shareholder be issued as dematerialised or registered shares, regardless of the respective sub-fund. Fractions of shares up to three (3) decimal points may be issued for registered or dematerialised shares.

Registered shares may be converted into dematerialised shares and vice versa, at the request and expense of the shareholder.
Share transfer forms for the transfer of registered shares are available at the registered office of the Company and from the Depositary.

2. ISSUE AND SUBSCRIPTION PRICE OF SHARES

Applications for shares may be submitted on any business day to the Transfer Agent offices or to the offices of other establishments designated by it, where Prospectuses containing application forms are available.

The shares of each sub-fund, category or class of shares of the Company are issued at the issue price determined on the first Valuation Day following receipt of the completed subscription application. Subscription lists shall be closed on the days and at the times provided for in the Particulars.

The subscription price corresponds to the Net Asset Value per sub-fund, category or class of shares determined in accordance with Chapter V, increased by a commission the rate of which may differ according to the sub-fund, category or class of shares in which the subscription is made, as indicated in the Particulars. Payment for shares subscribed is made in the reference currency of each sub-fund, category or class of shares or in a certain number of other currencies and within the deadlines as specified in the Particulars.

The Company may agree to issue shares in consideration of a contribution in kind of transferable securities, for example in the case of a merger with an external sub-fund, to the extent that those transferable securities are in accordance with the objectives and the investment policy of the sub-fund concerned and in accordance with the provisions of the Luxembourg law, on the number of which one will note the obligation to submit a valuation report drawn up by the authorised Auditor approved by the Company, which may be consulted at the Company’s registered office. All the costs associated with the contribution in kind of transferable securities shall be borne by the shareholders concerned.

Any changes in the maximum rate of the fees listed in the Particulars of the relevant sub-fund shall require the approval of the Company’s Board of Directors. These changes shall be communicated in the annual report and in the Particulars.

Any taxes or brokerage fees which may be payable in relation to the subscription are paid by the subscriber. Under no circumstances may these costs exceed the maximum authorised by the laws, ordinances or general banking practices of the countries in which the Shares are acquired.

The Board of Directors may suspend or interrupt the issue of shares of one of the Company’s Sub-Funds, category or class of Shares at any time. Moreover, without having to justify its actions, it also has the right to:

- reject any subscription of Shares;
- proceed at any time to the compulsory redemption of Shares in the Company which have been wrongfully subscribed or held.

When, following suspension of the issue of Shares of one or more Sub-Funds, the Board of Directors decides to resume the issue, all pending subscriptions shall be processed on the basis of the Net Asset Value determined once the issue has been resumed.

Within the framework of the fight against money laundering, all physical persons must attach a copy of the subscriber's passport which has been legally certified for example by an Embassy, Consulate, notary's office or police commissioner, to the subscription form; in the case of legal entities, a copy of the articles of incorporation must be attached. This applies in the following instances:

1. direct subscriptions with the Company;
2. subscriptions through a provider of financial services who is resident in a country in which there is no identification obligation which fulfils the Luxembourg specifications intended to combat the use of the financial system for money laundering purposes;

3. subscriptions through a subsidiary or branch office of a parent Company which is subject to an identification obligation which fulfils the provisions of Luxembourg law, if the law which applies to the parent Company does not require it to ensure that its subsidiaries and branch offices also comply with the legal stipulations.

This obligation is mandatory, unless:

a) the subscription form is submitted to the Company by one of its Distributor Agents situated in a country which has ratified the conclusions of the report of the Financial Action Task Force (“FATF”) on money laundering, or

b) the subscription form is sent directly to the Company and the subscription is settled either by:
   - a bank transfer from a financial institution residing in an FATF country, or
   - a cheque drawn on the personal account of the subscriber with a bank residing in a FATF country or a bank cheque issued by a bank residing in a FATF country.

In addition, the Company has to identify the provenance of money from financial institutions that are not subject to an obligation of identification that fulfils the provisions of Luxembourg law. Subscriptions may be temporarily blocked until the provenance of the monies has been identified.

The Board of Directors shall not, knowingly, authorise any practice associated with market timing and late trading and shall reserve the right to refuse orders for subscription, redemption or conversion of shares originating from investors which the Board of Directors might suspect of employing such practices or associated practices and if necessary to take the measures necessary to protect the other investors in the Company.

Market timing is understood to be the technique of arbitrage by which an investor subscribes to and systematically repurchases or redeems shares of the Company within a short lapse of time by exploiting discrepancies of timing and/or imperfections or deficiencies in the system for determining the Net Asset Value of shares of the Company.

Late trading is understood to be the acceptance of an order for subscription, redemption or conversion of shares received after the deadline for acceptance of orders on Valuation Day and its execution at the price based on the Net Asset Value applicable on Valuation Day.

3. **REDEMPTION AND/OR REPURCHASE OF SHARES**

Shareholders may request the redemption in cash of all or a portion of their shareholdings at any time. Redemption requests, considered as irrevocable, may be sent to the Transfer Agent or to the other offices designated by the Company, or to the registered office of the Company. Such applications shall include the following information: the exact identity and exact address of the person applying for the redemption together with the number of shares to be redeemed, the sub-fund, category or class of shares of the Company of which such shares are part, whether they are registered or dematerialised shares, as well as the reference currency of the sub-fund.

Redemption lists shall be closed on the days and at the times provided for in the Particulars. Redemption applications registered after the deadline shall automatically be considered as redemption applications received for the next following bank business day. The redemption price of the shares shall be paid out in the currency, as indicated in the Particular of the relevant Sub-Fund.
For each share presented, the amount reimbursed to the shareholder is equal to the Net Asset Value for the sub-fund, category or class of shares of the Company concerned, determined on the first calculation date for Net Asset Value following receipt of the application, if necessary after deduction of a commission in favour of the Company and/or financial intermediaries, the rate of which appears in the Particulars.

The redemption value may be equal to, higher than, or lower than the acquisition price paid.

Redemption proceeds shall be paid within such time limits as are indicated in the Particulars.

Redemption proceeds shall only be paid out after receipt of the confirmation representing the shares to be redeemed, and of the statement of transfer for registered shares. With the express written agreement of the shareholders concerned, and if the principle of their equal treatment is observed, the Company may proceed with total or partial redemptions of its shares, by way of payment in kind in accordance with the conditions established by the Company (including, and without limitation, the presentation of an independent valuation report from the Company’s authorised Auditor).

Suspension of the calculation of the Net Asset Value of the Company’s shares automatically leads not only to the suspension of share issues but also of redemption and conversion operations. Notification of any suspension of redemption operations shall be made in accordance with section V (B) of the present Prospectus, by all appropriate means, to shareholders who have presented requests for the redemption of their shares, whereby the processing of these requests shall be delayed or suspended accordingly.

If the Board of Directors is unable to process the settlement of redemption applications made if the net total of the redemption applications received relates to more than 10% of the Sub-Fund’s assets, it may decide that all or some of the redemption applications presented are reduced and deferred on a prorata basis, so as to reduce the number of shares redeemed that day to 10% of the assets during a period of time which it shall determine and not exceeding thirty (30) calendar days.

Neither the Company’s Board of Directors nor the Depositary may be held responsible for any default of payment resulting from possible exchange restrictions, or other circumstances beyond their control which may limit or render impossible the transfer to other countries of the redemption proceeds.

4. CONVERSION OF SHARES INTO SHARES OF OTHER SUB-FUNDS, CATEGORIES OR CLASSES OF SHARES

Shareholders may request the conversion of all or part of their shares into shares of another sub-fund, category or class of shares of the Company by notifying the Transfer Agent and/or other offices designated by the Company (as the case may be), in writing or by telex or fax, giving the name of the sub-fund into which the shares should be converted and specifying whether the shares to be converted and the shares of the new sub-fund, category or class of shares of the Company to be issued should be registered or dematerialised shares. Failure to specify the required class of shares shall lead to conversion into shares of the same category and/or class of shares. Conversion lists shall be closed at the same time as issue and redemption lists, as defined in the Particulars of each sub-fund.

Exceptionally, only shareholders who can be qualified as “Institutional Investors” may apply for conversion of the shares into shares of the “Institutional” category as the shares of that category are exclusively reserved for Institutional Investors.

Conversion requests are to be accompanied, as the case may be, by the dematerialised share confirmation(s) or by the confirmation(s) representing registered shares. Subject to a suspension of the calculation of the Net Asset Value, the conversion of shares may be carried out on every
Valuation Day following receipt of the conversion application by reference to the Net Asset Value of the shares of the Sub-Funds concerned for that Valuation Day.

The conversion may not take place if the calculation of Net Asset Value of one of the Sub-Funds, categories or classes of shares concerned is suspended. In the case of significant applications it may also be delayed under the same conditions which may be applied to redemptions. The number of shares allocated in the new sub-fund, the new category or the new class of shares shall be established according to the following formula:

\[ A = \frac{B \times C}{D} \]

where:

A is the number of shares allocated in the new sub-fund, the new category or the new class of shares;

B is the number of shares presented for conversion;

C is the Net Asset Value of a share in the sub-fund, category or class of shares in which the shares are presented for conversion on transaction day;

D is the Net Asset Value of a share in the new sub-fund, the new category or the new class of shares on transaction day.

Following conversion, the Transfer Agent shall inform the shareholder as to the number of shares held in the new sub-fund and the corresponding price.

If actual registered and un-certificated or dematerialised share confirmations have been issued, fractional shares that may result from the conversion shall not be allocated and the shareholder shall be deemed to have requested their redemption. In that case the shareholder shall be repaid the amount of any possible difference between the Net Asset Values of the shares thus exchanged unless such difference is lower than EUR 10.- or as the case may be their equivalent in another currency. Undistributed fractions shall be aggregated and shall be paid back into the concerned sub-fund.

Conversions of shares of one sub-fund, category or class of shares of the Company into shares of another sub-fund, category or class of shares of the Company (a "switch") are subject to the commissions or fees listed in the Particulars.

5. STOCK EXCHANGE LISTING

As set forth in the Particulars of each sub-fund, the shares of each sub-fund of the Company may upon decision of the Board of Directors be admitted to official listing on the Luxembourg Stock Exchange.
1. **GENERAL**

The net asset value per share of each sub-fund, category or class of shares of the Company as well as the issue and redemption prices shall be defined by the Company at a frequency to be stipulated by the Board of Directors, however at least twice a month.

The accounts of each sub-fund or category or class of shares shall be held separately. The net asset value shall be calculated for each sub-fund or category or class of shares and shall be expressed in the reference currency. The net asset value of the shares of each sub-fund or category or class of shares shall be defined by dividing the net assets of each sub-fund or category or class of shares by the total number of shares of each sub-fund or category or class of shares in circulation. The net assets of each sub-fund or category or class of shares correspond to the difference between the assets and the liabilities of each of the sub-funds or categories or class of shares.

The day on which the net asset value shall be defined is stipulated in the present Articles of Incorporation as the “Valuation Day”.

The Board of Directors of the Company shall establish separate pool of net assets for each sub-fund. In contacts among the shareholders, this pool shall be attributed only to the shares issued in respect to the sub-fund in question, taking account, if applicable of the distribution of this pool between the different categories and/or classes of shares of that sub-fund.

In respect to third parties, and notwithstanding Article 2093 of the Civil Code, the assets of one defined sub-fund only cover the debts, commitments and liabilities relating to that sub-fund.

The valuation of the assets and liabilities of each sub-fund of the Company shall be performed pursuant to the following principles.

In order to establish separate pools of assets corresponding to a sub-fund or to two or more categories and/or classes of shares of a given sub-fund, the following rules shall apply:

a) If two or more categories/classes of shares relate to a single defined sub-fund, the assets attributed to those categories and/or classes of shares shall be invested together pursuant to the investment policy of the sub-fund in question, subject to the specific conditions applying to those categories and/or classes of shares;

b) The proceeds resulting from an issue of shares relating to a single category and/or class of shares shall be attributed in the books of the Company to the sub-fund that offers that category and/or class of shares, on the understanding that if more than one category and/or class of shares are issued in relation to that sub-fund, the corresponding value shall increase the proportion of the net assets of that sub-fund attributable to the category and/or class of shares to be issued;

c) The assets, liabilities, revenues and costs relating to a sub-fund shall be attributed to the category(ies) and/or class(ies) of shares corresponding to that sub-fund;

d) In the event one asset results from another asset, that asset shall be attributed, in the books of the Company, to the same sub-fund or the same category and/or class of shares to which the asset from which it results belongs, and for each new valuation of an asset, the increase or the decrease in the value shall be attributed to the corresponding sub-fund or the category and/or class of shares;

e) If the Company has a liability that is attributable to an asset of a defined sub-fund or a category and/or class of shares, or to an operation performed in relation to an asset of a defined sub-fund or a category and/or class of shares, that liability shall be attributed to that sub-fund or category and/or class of shares;
f) In the event an asset or a liability of the Company cannot be attributed to a defined sub-fund, that asset or liability shall be attributed to all the sub-funds in proportion to the net asset value of the categories and/or classes of shares in question or in another manner that the Board of Directors shall determine in good faith;

g) After distributions made to the holders of shares of one category and/or class, the net asset value of that category and/or class of shares shall be reduced by the value of those distributions.

A. Valuation of assets

Unless otherwise provided in the Particulars, the assets and liabilities of each of the Company’s individual Sub-Funds shall be valued on the basis of the following principles:

The valuation of assets and liabilities of each sub-fund of the Company shall be performed, unless given otherwise in the Prospectus, according to the following principles:

a) The value of the cash in hand or deposits, securities and bills payable on demand, advance payments, dividends and interests that have fallen due but are not yet collected, shall be calculated using the nominal value of those assets, unless it appears improbable that the asset in question can be collected. In such a case, the value shall be defined with the deduction of a specific amount that appears reasonable in order to reflect the real value of those assets;

b) The valuation of securities officially listed or negotiated on a regulated market that is functioning normally, recognised and open to the public, is based on the last rate known and if that security is traded on more than one market, based on the last rate known on the principle market for that security. If the last rate known is not representative, the valuation shall be based on the probable sale value estimated using the principles of prudence and good faith;

c) Securities that are not quoted or are not negotiable on a stock market or on a regulated market, functioning normally, recognised and open to the public, shall be valued on the basis of the probable sale value estimated using the principles of prudence and good faith;

d) Securities expressed in a different currency than that of the sub-fund in question shall be converted using the last exchange rate known;

e) The liquidation value of futures contracts and option contracts that are not negotiated on regulated markets shall equal their net liquidation value defined pursuant to the policies established by the Board of Directors, on a basis applied coherently for each type of contract. The liquidation value of futures contracts or option contracts negotiated on regulated markets shall be based on the last available settlement price for these contracts on the regulated markets on which these futures contracts or option contracts are negotiated by the Company; in the event a futures contract or option contract cannot be liquidated on the day on which the net assets are evaluated, the base that shall be used to determine the liquidation value of that contract shall be defined by the Board of Directors in a fair and reasonable manner;

f) If procedures so permit, liquid assets, money market instruments and all other instruments may be valued using the last closing rate known or according to the linear depreciation method. In the event of linear depreciation, the portfolio positions shall be regularly reviewed under the direction of the Board of Directors in order to establish whether there is a difference between the valuation according to the last closing rate known method and according to the linear depreciation method. If there is a difference that could lead to a consequent dilution or damage to the shareholders, appropriate corrective measures may be taken, including if necessary a calculation of the net asset value using the last closing rate known;

units of UCITS and/or other UCI shall be valued at their last known net asset value per share;
h) Interest rate swaps shall be valued at their market value established by reference to the applicable rate curve. Swaps on financial indexes or instruments shall be valued at their market value established by reference to the financial index or instrument in question. The valuation of the swap contracts relative to the financial indexes or instruments shall be based on the market value of these swap operations according to the procedures established by the Board of Directors;

i) All other securities and assets shall be valued at their market value defined in good faith, in compliance with the procedures established by the Board of Directors;

j) All other holdings shall be valued on the basis of their probable realisation value, which must be estimated with prudence and in good faith.

The appropriate deductions shall be performed for the costs incurred by the Company, by each sub-fund or by each category and/or class of shares, calculated on a regular base, and any eventual liabilities of the Company, of each sub-fund and of each category and/or class of shares shall be taken into account by a fair valuation.


Irrespective of the legal causes of suspension, the Company may at any moment suspend the valuation of the net value of the shares in a sub-fund, a category or class of shares of the Company as well as the issue and redemption and conversion of these shares in the following cases:

a) during any period when any of principal stock exchanges or any other regulated market on which any substantial portion of the Company’s investments of the relevant class for the time being are quoted, is closed or during which dealings are restricted or suspended;

b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of investments of the relevant class by the Company is impracticable;

c) during any breakdown in the means of communication normally employed in determining the price or value of any of the Company's investments or the current prices or values on any market or stock exchange;

d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of such shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of such shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange;

e) further to the publication of a convening notice to a general meeting of shareholders in order to resolve the winding up or the liquidation of the Company;

f) if the Board of Directors has determined that there has been a material change in the valuations of a substantial proportion of the investments of the Company attributable to a particular class of shares in the preparation or use of a valuation or the carrying out of a later or subsequent valuation; and/or

g) during any other circumstance or circumstances where a failure to do so might result in the Company or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or any other detriment which the Company or its shareholders might so otherwise have suffered;

h) when a Sub-Fund merges with another sub-fund or with another UCITS (or a Sub-Fund of such other UCITS) provided any such suspension is justified by the protection of the Shareholders;

i) when a class of shares or a sub-fund is a Feeder of another UCITS, if the net asset value calculation of the Master UCITS or sub-fund or class of shares is suspended.
In the absence of bad faith, grave negligence and clear error, any decision taken by the Board of Directors or by a person delegated by the Board of Directors in relation to the calculation of the net asset value, shall be definitive and obligatory for the Company as well as for the shareholders.

Any such suspension shall be published, if appropriate, by the Company and 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, category and/or class of shares shall have no effect on the calculation of the net asset value per share, the issuance, redemption and conversion of shares of any other Sub-Fund, category and/or class of shares.

VI. DIVIDENDS

1. DIVIDEND DISTRIBUTION POLICY

Further to the proposition of the Board of Directors, the General Meeting of shareholders shall decide on the use to be made of the annual net profits as shown in the accounts as at 30 September of each calendar year.

The General Meeting reserves the right to distribute the net assets of each of the Company’s Sub-Funds to such an extent that only the minimum legal capital remains. The nature of the distribution (net investment income or capital) shall be recorded in the Company’s financial statements.

Any decision of the General Meeting of shareholders to distribute dividends to the shareholders of a particular sub-fund, category or class of shares of the Company requires the prior approval of the shareholders of that sub-fund, category or class of shares, voting at the same majority requirement as indicated in the Articles of Incorporation of the Company.

The Board of Directors of the Company may pay interim dividends.

2. PAYMENT

Dividends and interim dividends attributed to Class A shares shall be paid on the date and at the place designated by the Board of Directors.

Dividends and interim dividends to be paid out and which fail to be collected by the shareholders entitled thereto within five years from the payment date shall lapse and revert to the concerned sub-fund.

No interest shall be paid on unclaimed dividends or interim dividends that are held by the Company, up to the expiry date, in the name of the shareholders to whom these amounts are due.

Income distribution payments are due only to the extent that the applicable foreign exchange regulations permit such distribution in the beneficiary’s country of residence.
VII. COSTS TO BE BORNE BY THE COMPANY

The Company assumes liability for the following costs:

- the costs incurred in connection with the formation of the Company, including the cost of services rendered in the formation of the Company, in obtaining official listing on the stock exchange and in obtaining the approval of the competent authorities;
- all compensation, fees and expenses to be paid to the Management Company, to the Depositary, to the Administrative Agent (including remuneration for the function as Registrar and Transfer of the Company), to the distributors and to the Investment Advisors and Investment Managers and, where appropriate, to the correspondent banks;
- the costs and fees of the Auditors;
- the directors’ percentage of profits and reimbursement of their costs;
- the costs of printing and publishing information intended for the shareholders and, in particular, the costs of printing and distributing periodical reports as well as Prospectuses, Articles of Incorporation, KIIDs and brochures;
- brokerage fees and any other fees and commissions arising from transactions involving securities and investment instruments in the portfolio;
- taxes and deductions which may be payable on the Company’s income;
- the capital duty (cf Point IX 1A) as well as the duties to be paid to supervisory authorities and the costs relating to the distribution of dividends;
- the costs of advisory services and other expenses in connection with extraordinary measures, in particular those arising from the consultation of experts and other such procedures intended to protect the shareholders’ interests (including tax-related costs and expenses);
- membership fees paid to professional associations and stock market organisations which the Company decides to join in its own interest and in the interest of its shareholders.
- the costs of preparation and/or deposit of statutory documents and all other documents concerning the Company including any registration declaration, prospectus and explanatory note for any authorities (assimilated to those authorities are official associations of exchange agents) with competence over the Company and offers to issue shares of the Company; the costs of preparation, in the languages required in the interest of the shareholders, of sending and distributing annual and semi-annual reports, and all other reports and documents necessary under the applicable Laws or regulations of the authorities indicated above (with the exception of the costs of advertising and all other costs incurred directly by the offer or distribution of the shares of the Company including the costs of printing, of copying the documents listed above or the reports used by distributors of the shares within the context of their commercial activity);
- the costs of preparation, publication and sending of notices for the attention of shareholders; the fees, costs and expenses of local representatives appointed in accordance with the regulations of those authorities, the cost of amending statutory documents, the cost incurred to enable the Company to conform with the legislation and official regulations or in order to obtain and to maintain a stock market listing for the shares, provided that those expenses are incurred principally in the interest of the shareholders.

These costs and expenses shall be paid out of the assets of the different Sub-Funds pro rata to their net assets. Fixed costs shall be divided between each sub-fund in proportion to the assets of that sub-fund in the Company, and costs specific to each sub-fund, category or class of shares shall be taken from that sub-fund, category or class of shares which incurred them.

All general recurrent costs shall be deducted in the first instance from current income and, if that is insufficient, from realised capital gains.
The costs associated with the creation of any new Sub-Fund shall be borne by the said Sub-Fund and may be depreciated over such period as is determined by the Board of Directors, except the Side-Pocket Sub-Funds. The formation expenses of any Side-Pocket Sub-Fund will be borne by the Sub-Fund from which the illiquid or difficult-to-price assets will be transferred to it.

Costs related to the establishment of any new Sub-Fund will be borne by such new Sub-Fund and amortised over a period of 1 (one) year from the date of establishment of such Sub-Fund or over any other period as the Board of Directors may determine, with a maximum of 5 (five) years starting on the date of the Sub-Fund’s establishment.

When a Sub-Fund is liquidated, any setting-up costs that have not yet been amortised will be charged to the Sub-Fund being liquidated.

1. **Depositary and Administration fees**

   As remuneration for its activity as depositary to the Company, the Depositary shall receive a quarterly commission from the Company, calculated on the average Net Asset Values of the assets of the different Sub-Funds of the Company for the quarter considered, to a maximum of 0.5% per annum.

   In addition, any reasonable disbursements and expenses incurred by the Depositary within the framework of its mandate, including (without this list being exhaustive) telephone, telex, fax, electronic transmission and postage expenses as well as correspondents’ costs, shall be borne by the relevant sub-fund of the Company. The Depositary may charge the depositary fee in the Grand Duchy of Luxembourg for services rendered in its capacity as Paying Agent.

   As remuneration for its activity as administrative agent and the administrative services (accounts, bookkeeping, calculation of Net Asset Value, registrar functions, secretariat) it provides the Company with, the Delegate Administrative Agent shall receive a quarterly commission from the Company calculated on the average Net Asset Values of the assets of the different Sub-Funds of the Company for the quarter considered, to a maximum of 1.0% per annum.

   Moreover, all reasonable expenses and costs advanced, including but without the list being limitative, the costs of telephone, telex, fax, electronic transmissions and postage incurred by the Administrative Agent within the context of its functions as well as the costs of correspondents, shall be borne by the sub-fund of the Company concerned.

2. **Directors’ fees**

   The Directors may each receive an annual fee out of the assets of the Company, which shall be approved by the Shareholders. The unaudited half-yearly and audited annual reports of the Company will include a statement detailing the current expenses policy of the Directors for that accounting period.

   All Directors may be compensated, within reasonable limits, for travel, hotel and other expenses incurred for the purpose of attending meetings of the Board of Directors or General Meetings of the Company.
3. **Management Company’s fees**

The Management Company is entitled to receive out of the assets of the Company a fee amounting to a maximum annual percentage of 0.04% subject to a minimum annual fee amounting to EUR 15,000 per Sub-Fund. This fee will be calculated quarterly as the average of the month-end Net Asset Value of the previous quarter and shall be paid quarterly in arrears.

Moreover, the Management Company shall be entitled to receive out of the assets of the Company additional fees corresponding to the provision of additional services, as agreed from time to time, allowing the Company to comply with any new regulatory requirements impacting the Company.

Additional fees and other costs charged to the relevant Sub-Fund in relation to other additional services including but not limited to risk management, investment compliance and valuation services, as may be agreed from time to time, are disclosed in the relevant Sub-Funds Appendix.

In addition, the Management Company shall be entitled to receive from the Company, if any, reimbursement for its reasonable disbursements included, but not limited to, reasonable out-of-pocket expenses, incurred in the performance of its duties.

Moreover, where applicable, any value added tax (“VAT”) associated with the above fees and reimbursements will be charged to the Sub-Funds.

Under the terms of the agreements entered into by MDO Management Company with the Investment Advisor(s) and/or Manager(s), the Company shall pay the relevant advisory and/or management and/or performance fee, to be calculated as stipulated in the Particulars.

4. **Co-operation Agreements**

The Global Distributors/Distributors may reallocate a portion of their fees to distributors, dealers, other intermediaries or entities, with whom they have a distribution agreement, or to or for the benefit of a holder or prospective holder of Shares.

The Global Distributors/Distributors may also on a negotiated basis enter into private arrangements (so called "co-operation agreements" with the Investment Manager being a party to such agreements) with a distributor, dealer, other intermediary, entity, holder or prospective holder of Shares (or an agent thereof) under which the Global Distributors/Distributors are authorized to make payments to or for the benefit of such distributor, dealer, other intermediary, entity, holder or prospective holder of Shares which represent a retrocession of or a rebate on all or part of the fees paid by the Company to the Investment Manager.

Additionally, the Investment Manager may reallocate a portion of its management fees to global distributors, distributors, dealers, other intermediaries or entities that assist the Investment Manager in the performance of its duties or provide services, directly or indirectly, to the Sub-Funds or their shareholders.

**VIII. COSTS BORNE BY THE SHAREHOLDER**

a) **Current subscription**: shares are issued at a price corresponding to the Net Asset Value per share, without subscription fees, without contrary mention stipulated in each sub-fund’s descriptive Particulars.
b) **Redemption procedure:** the redemption price of shares of the Company may be higher or lower than the purchase price paid by the shareholder at the time of subscription, depending upon whether the Net Asset Value has risen or fallen, without redemption fees, without contrary mention stipulated in each sub-fund descriptive Particulars

c) **Conversion of shares:** the basis for conversion is linked to the respective Net Asset Values per share of the two Sub-Funds or categories or classes concerned, without conversion fees, without contrary mention stipulated in each sub-fund descriptive Particulars.

### IX. TAXATION – LEGAL REGIME - OFFICIAL LANGUAGE

#### 1. TAX REGIME

The following is a summary of certain material Luxembourg tax consequences of purchasing, owning and disposing of Shares. It does not purport to be a complete analysis of all possible tax situations that may be relevant to a decision to purchase, own or sell Shares. It is included herein solely for preliminary information purposes. It is not intended to be, nor should it be construed to be, legal or tax advice. This summary does not allow any conclusion to be drawn with respect to issues not specifically addressed. The following description of Luxembourg tax law is based on the Luxembourg law and regulations in effect and as interpreted by the Luxembourg tax authorities on the date of the Prospectus. These laws and interpretations are subject to change that may occur after such date, even with retroactive or retrospective effect.

**A. Taxation of the company**

The Company is governed by Luxembourg tax laws.

In accordance with current legislation, the Company is liable to an annual registration tax of 0.05% (to the exception of the Sub-Funds liable to benefit from the lower 0.01% rate per annum, as mentioned in the Particulars), calculated and payable quarterly on the basis of the Company’s net assets at the end of the relevant quarter.

No fees or taxes are payable in Luxembourg on the issue of shares of the Company, with the exception of a fixed capital duty which is due at the time of incorporation and relates to the capital contribution. It amounts to EUR 1,250.- or their equivalent in another currency.

Income received by the Company on foreign investments may be liable to withholding taxes on dividends and interest as well as on capital gains in the country of origin and is collected by the Company after deduction of the relevant tax. Withholding taxes are neither recoverable nor refundable. As the Company itself is exempt from income tax, withholding tax levied at source, if any, is not creditable/refundable in Luxembourg. It is not certain whether the Company itself would be able to benefit from Luxembourg's double tax treaties network. Whether the Company may benefit from a double tax treaty concluded by Luxembourg must be analysed on a case-by-case basis. Indeed, as the Company is structured as an investment company, certain double tax treaties signed by Luxembourg may directly be applicable to the Company. The Company may be subject to certain other foreign taxes.

At present, no tax or stamp duty is payable in Luxembourg on the issue of shares of the Company.
B. Taxation of the shareholders

Under current legislation and practice, Shareholders are not subject to any capital gains, income, inheritance or other taxes in Luxembourg (except for shareholders domiciled, resident or having a permanent establishment in Luxembourg and for certain former residents of Luxembourg as foreseen by the law).

EU Tax considerations – Exchange of information

Under certain conditions, Shareholders may be subject to withholding tax. The Luxembourg law of June 21, 2005, entered into force on July 1, 2005, has implemented Council Directive 2003/48/CE on taxation of savings income in the form of interest payments (the “EU Savings Directive”). This law has introduced a withholding tax system on savings income in the form of interest payments for beneficial owners, who are individual residents in an EU Member State other than Luxembourg.


Under the law of 18 December 2015 implementing the EU Council Directive 2014/107/UE on administrative cooperation in the field of direct taxation (the “DAC Directive”) and the OECD Common Reporting Standard (the “CRS”) (the “DAC Law”), since 1 January 2016, except for Austria which will benefit from a transitional period until January 1st 2017, the financial institutions of an EU Member State or a jurisdiction participating to the CRS are required to provide to the fiscal authorities of other EU Member States and jurisdictions participating to the CRS details of payments of interest, dividends and similar type of income, gross proceeds from the sale of financial assets and other income, and account balances held on reportable accounts, as defined in the DAC Directive and the CRS, of account holders residents of, or established in, an EU Member State and certain dependent and associated territories of EU Member States or in a jurisdiction which has introduced the CRS in its domestic law.

Payment of interest and other income derived from the Shares will fall into the scope of the DAC Directive and the CRS and are therefore subject to reporting obligations.

The foregoing is only a summary based on the current interpretation of the said legal texts and does not purport to be complete in all aspects. It does not constitute investment or tax advice.

Prospective investors should consult their own tax advisor with respect to the application of the DAC Directive and the CRS to such investor in light of such investors' individual circumstances. Investors are further invited to request information regarding applicable laws and regulations (i.e. any particular tax aspects or exchange regulations) of the countries of which they are citizens, or in which they are domiciled or resident and which may concern the subscription, purchase, holding and redemption of the Shares.

C. Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance Act ("FATCA") is part of the Hiring Incentives to Restore Employment Act enacted on 18 March 2010 by the Congress of the United States of America ("USA"). The aim of FATCA is to avoid tax evasion of US persons and to encourage international tax cooperation between the USA and other countries. FATCA provisions impose on financial institutions
outside USA ("Foreign Financial Institutions" or "FFI") to provide the US Internal Revenue Service ("IRS") with reporting containing information about financial accounts held directly or indirectly by US Persons outside the USA. Failure to provide the requested information could lead to a 30% withholding tax applying to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends.

In order to facilitate the transposition of the FATCA provisions, the governments of the Grand-Duchy of Luxembourg and USA entered into an intergovernmental agreement ("IGA") on 28 March, 2014 and a memorandum of understanding in respect thereof. The IGA was transposed into Luxembourg law on 24 July 2015 (the “FATCA Law”). The Company intends to comply with the provisions of FATCA and notably the IGA, FATCA Law and related regulations and circulars. According to the IGA and the FATCA Law, the Company shall collect information for the identification of its direct and indirect Shareholders that are US persons and shall report specific information in relation to their accounts to the Luxembourg tax authorities ("Administration des Contributions Directes"). The Luxembourg tax authorities will then exchange this specific information on reportable accounts on an automatic basis with the IRS.

To ensure compliance with FATCA, the IGA and the FATCA Law in accordance with the foregoing, the Company shall have the right to:

- Request from the Shareholder or beneficial owner of the Shares to promptly furnish information or documentation, including but not limited to W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other evidence of a Shareholder’s FATCA registration with the IRS or a corresponding exemption, in order to ascertain such Shareholder’s FATCA status;

- Report to the Luxembourg tax authorities (“Administration des Contributions Directes”) (i) information concerning a Shareholder or beneficial owner of the Shares and his account holding in the Company if such account is deemed a US reportable account under the IGA and the FATCA Law and/or (ii) information concerning payments to account holders with FATCA status of non-participating FFI, as the case may be;

- Deduct from the payment of any dividend or redemption proceeds to a Shareholder by or on behalf of the Company, a withholding tax in accordance with FATCA, the IGA and the FATCA Law.

In addition the Company will comply with the IGA and Luxembourg laws, regulations and circulars implementing FATCA provisions as a “Reporting Luxembourg Financial Institution” (as such term is defined under the IGA) and that it may register and certify compliance with FATCA with obtaining a GIIN ("Global Intermediary Identification Number"). From this point the Company will furthermore only deal with professional financial intermediaries which are FATCA compliant.

The Company communicates to the Shareholder that (i) the Company is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will only be used for the purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities; (iv) responding to FATCA-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the Shareholder has a right of access to and rectification of the data communicated to the Luxembourg tax authorities.

The Company 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.

Shareholders should consult their own tax advisors regarding the FATCA requirements with respect to their own situation. In particular, Shareholders who hold their shares through intermediaries should confirm the FATCA compliance status of those intermediaries to ensure that they do not suffer US withholding tax on their investment returns.
2. LEGAL REGIME

Any dispute arising between shareholders and the Company shall be settled through arbitration proceedings. The one or more arbitrators shall decide in accordance with Luxembourg law; their decision shall be final.

3. OFFICIAL LANGUAGE

The official language of the present Prospectus and of the Articles of Incorporation is the English language; the Board of Directors of the Company and the Depositary however may for their own account and that of the Company consider that translation into the languages of the countries where the shares of the Company are offered and sold shall be mandatory. In the case of any discrepancy between the English original and a foreign language version into which the Prospectus is translated, the English version shall prevail.

X. FINANCIAL YEAR - MEETINGS – PERIODICAL REPORTS

1. FINANCIAL YEAR

The financial year starts on 1st October and ends on 30th September of each calendar year.

2. MEETINGS

The Ordinary General Meeting of Shareholders of the Company shall represent, when properly constituted, all the shareholders of the Company. It shall enjoy the broadest powers for ordering, performing or ratifying all acts relating to the operations of the Company.

The Annual General Meeting of Shareholders shall be held at the registered office of the Company or at any other location in the Grand Duchy of Luxembourg that shall be stipulated in the convocation, the 3rd Friday in the month of January at 11:00. In the event that this day is a public holiday or a bank holiday in Luxembourg, the Annual General Meeting shall be held the first subsequent day that banks are open. The Annual General Meeting may be held abroad if the Board of Directors states without appeal that exceptional circumstances require such a move.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the Annual General Meeting of Shareholders may be held at another date, time or place than those set forth in the preceding paragraph, which date, time and place are to be decided by the Board of Directors.

Decisions concerning the general interests of the shareholders of the Company shall be taken during a General Meeting of the Shareholders and the decisions concerning specific rights of shareholders of a sub-fund or of a category/class of shares shall be taken during a General Meeting of the Shareholders of that sub-fund or that category/class of shares.

The General Meetings of Shareholders shall be held on the date, at the time and at the location as specified in the convocation.

The quorums and delays required by law shall meet upon convocation by the Board of Directors or upon the written request of shareholders representing at least one tenth (1/10) of the share capital of
the Company pursuant to a notice setting forth the agenda sent and/or published in accordance with the applicable law.

The Board of Directors may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders. Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may provide that the quorum and the majority applicable for this general meeting will be determined according to the shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a Shareholder to attend a general meeting of Shareholders and to exercise the voting rights attached to his shares will be determined by reference to the shares held by this Shareholder at the Record Date. In case of dematerialised shares (if issued) the right of a holder of such shares to attend a general meeting of Shareholders and to exercise the voting rights attached to such shares will be determined by reference to the shares held by this holder at the time and date provided for by Luxembourg laws and regulations.

Any share of any sub-fund, category or class, whatever its value, provides the right to a single vote.

Every shareholder may take part in General Meetings of Shareholders appointing another person in writing as proxy or by telefax message or any other electronic means capable of evidencing such proxy, who cannot themselves be a shareholder. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders’ meeting.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders or at a class meeting duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes in relation to shares in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or an invalid vote. A shareholder who is a corporation may execute a proxy under the hand of a duly authorized officer.

Shareholders will meet upon call by the Board of Directors, after a notice announcing the agenda is published in compliance with the law.

However, if all the shareholders are present or represented and if they declare that they are aware of the agenda, the General Meeting may proceed without prior notices and/or publications.

The General Meeting of Shareholders may only address the items contained in the agenda.

3. PERIODIC REPORTS

Annual reports as of 30th September, certified by the Auditors, together with uncertified semi-annual reports as at 31st March, shall be available free of charge to shareholders at the office of the Depositary, at other offices designated by it, and at the registered office of the Company. The Company is authorised to publish summary financial reports bearing the mention that the shareholders may obtain a full version of the same from the same offices as above. A full version of these financial reports may however be obtained free of charge from the registered office of the Company, from the Depositary as well as from offices designated by the Company. These reports shall contain information on each sub-fund as well as on the assets of the Company as a whole.

The financial statements of each sub-fund shall be drawn up in the reference currency of the respective sub-fund, while the consolidated accounts shall be expressed in EUR.

The annual reports shall be made available to shareholders within four months after the end of the financial year. The semi-annual reports shall be published and made available to shareholders within two months after the end of the semester.
XI. LIQUIDATION - MERGING OF SUB-FUNDS

1. LIQUIDATION OF THE COMPANY

The liquidation of the Company is governed by the provisions and conditions of the Law.

   A. Minimum assets

   In case the Company’s corporate capital falls below two thirds of the legally required minimum, the Board of Directors must submit the question of the Company’s liquidation to a General Meeting of shareholders for which no quorum shall be prescribed and which shall take its decisions by a simple majority of the shares represented at the meeting.

   In case the Company’s corporate capital falls below one quarter of the required minimum, the Board of Directors must submit the question of the Company’s liquidation to a General Meeting of shareholders for which no quorum shall be prescribed. Liquidation may be resolved by shareholders holding one quarter of the shares represented at the meeting.

   Such meeting must be convened so as to be held within forty days after determining that the net assets have fallen below either two thirds or one quarter of the legal minimum capital. Moreover, the Company may be dissolved by a resolution of a General Meeting of shareholders ruling in accordance with the relevant provisions of the Articles of Incorporation.

   The decisions of the General Meeting or of the law court on the liquidation and winding-up of the Company shall be published in the Recueil Electronique des Sociétés et Associations (RESA) and in newspapers with reasonably wide circulation, of which at least one must be a Luxembourg newspaper. These notices are published on the orders of the liquidator(s).

   B. Voluntary liquidation

   In case the Company is wound-up, the liquidation shall be carried out by one or more liquidators appointed in accordance with the Articles of Incorporation of the Company and the provisions of the Law, whereby the net proceeds of liquidation are to be distributed among the shareholders after deduction of liquidation expenses.

   Amounts which have not been distributed at the close of the liquidation procedure shall be deposited in the name of the entitled person with the Caisse de Consignation in Luxembourg until the respective expiry date.

   Shares shall cease to be issued, redeemed or converted as soon as the resolution to wind-up the Company has been taken.

2. CLOSURE AND MERGER OF SUB-FUNDS

   A. Closure of sub-funds, categories or classes

   If the assets of any sub-fund, category or class fall below a level at which the Board of Directors of the Company considers that its management is too difficult to ensure, it may decide to close that sub-fund, category or class. It may also do so within the framework of a rationalisation of the range of the products it offers to its clientele.
The decision and the methods of closure shall be brought to the knowledge of the shareholders of the sub-fund, category or class in question. A notification relating to the closure of the sub-fund, category or class may also be transmitted to all the registered shareholders of this sub-fund, category or class.

The net assets of the sub-fund, category or class in question shall be distributed among the remaining shareholders of the sub-fund, category or class. Any amounts that have not been distributed at the closure of the liquidation operations of the sub-fund, category or class in question shall be deposited at the public trust office (Caisse de Consignation) in Luxembourg to be held for the benefit of the persons entitled thereto and shall be forfeited after 30 years.

B. Merger of sub-funds, categories or classes

The Board of Directors of the Company may decide, in the interest of the shareholders, to transfer the assets of one sub-fund, category or class of shares to those of another sub-fund, category or class of shares within the Company. Such mergers may be performed for reasons of various economic reasons justifying a merger of sub-funds, categories or classes of shares. The merger decision shall be published and be sent to all registered shareholders of the sub-fund, category or of the concerned class of shares at least one month before the effective date of the merger. The publication in question shall indicate, in addition, the characteristics of the new sub-fund, the new category or class of shares. Every Shareholder of the relevant sub-funds, categories or classes shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost (other than the cost of disinvestment) during a period of a period of at least thirty (30) calendar days before the effective date of the merger it being understood that the effective date of the merger takes place five (5) business days after the expiry of such notice period.

In the same circumstances as described in the previous paragraph and in the interest of the shareholders, the transfer or the merger of assets and liabilities attributable to a sub-fund, category or class of shares to another UCITS or to a sub-fund, category or class of shares within such other UCITS (whether established in Luxembourg or another Member State and whether such UCITS is incorporated as a company or is a contractual type fund) may be decided by the Board of Directors of the Company in accordance with the provisions of the 2010 Law. The Company shall send a notice to the Shareholders of the relevant sub-fund in accordance with the provisions of CSSF Regulation 10-5. Every shareholder of the sub-fund, category or class of shares concerned shall have the possibility to request the redemption or the conversion of his shares without any cost (other than the cost of disinvestment) during a period of at least thirty (30) calendar days before the effective date of the merger, it being understood that the effective date of the merger takes place five (5) business days after the expiry of such notice period.

In the case of a contribution in a different Undertaking for collective investment, of the type “investment or mutual fund”, the contribution shall only involve the shareholders of the sub-fund, the category or the class of shares in question who have expressly approved the contribution. Otherwise, the shares belonging to the other shareholders who have not made a statement regarding that merger shall be reimbursed without any cost. Such mergers may be carried out in various economic circumstances that justify a merger of sub-funds.

In case of a merger of a sub-fund, category or class of shares where, as a result, the Company ceases to exist, the merger needs to be decided by a meeting of shareholders of the sub-fund, category or class of shares concerned, for which no quorum is required and decisions are taken by the simple majority of the votes cast.
1. INFORMATION FOR SHAREHOLDERS

A. Net Asset Value

The Net Asset Values of the shares in each sub-fund, category or class of shares of the Company shall be available on each business day at the registered office of the Company. The Board of Directors may subsequently decide to publish such net assets in newspapers of the countries where the shares of the Company are offered or sold. They shall moreover be posted each business day on Reuters screen. They may also be obtained at the registered office of the Depositary as well as from the banks ensuring financial services.

B. Issue and redemption prices

The issue and redemption prices of the shares of each sub-fund of the Company, category or class of shares of the Company shall be made public daily at the Depositary and from the banks ensuring financial services.

C. Notices to shareholders

Any other information intended for the shareholders shall be published in the Recueil Electronique des Sociétés et Associations (RESA) in Luxembourg, if such publication is prescribed by the Law. Information may also be published in a Luxembourg newspaper.

D. Information to investors

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

E. Data Protection

In accordance with the provisions of the law of 2 August 2002 on the protection of persons with regard to the processing of personal data, as amended, the Company has to inform Shareholders that their personal data is kept by means of a computer system.

The Company collects, stores and processes by electronic or other means the data supplied by Shareholders at the time of their subscription and collected on an ongoing basis for the purpose of fulfilling the services required by the Shareholders and complying with its legal obligations, including foreign regulations such as FATCA.

In case the investor is not a natural person, the Company may collect, store and process data concerning “Controlling Persons” who are natural persons exercising control over the entity investing in Shares of the Company. The concept of Controlling Persons is defined in the IGA and the Luxembourg law implementing Council Directive 2014/107/EU and the CRS and shall be interpreted in a manner consistent with the Financial Action Task Force Recommendations. For instance, in the case of a trust, the settlor(s), the trustee(s), the protector(s), if any, the beneficiary(ies) or class(es) of
beneficiaries, and any other natural person(s) exercising ultimate effective control over the trust may be considered Controlling Persons, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions.

By subscribing for Shares of the Company, the investor expressly authorises the collection, storage and processing of information concerning the investor along with the required supporting documentary evidence (the “Personal Data”), including without limitation:

- name, address, date and place of birth, nationality, profession, including for Controlling Persons in case the investor is not a natural person;
- account statements;
- amount of assets held with the Company;
- amount of revenues and income;
- any other information regarding the relationship between the Company and the investor (and its Controlling Person(s), as the case may be) which may be requested or required by the Luxembourg tax authority (Administration des Contributions Directes – ACD) and/or the U.S. tax authority (Internal Revenue Service – IRS).

Such Personal Data may relate to (i) investors being “Reportable Persons” either within the meaning of the IGA, including Foreign Financial Institutions (“FFIs”) that do not comply with FATCA, or within the meaning of CRS and (ii) Controlling Persons of certain non-financial entities (“NFFEs” or “NFEs”) being themselves Reportable Persons.

The investor may, at his/her/its discretion, refuse to communicate the Personal Data to the Company. In this case, however, the Company may reject his/her/its request for subscription of Shares in the Company or proceed with the compulsory redemption of all Shares already held, as the case may be, under the terms and conditions set forth in the Articles of Incorporation and in the Prospectus.

In particular, the data supplied by Shareholders is processed for the purpose of (i) maintaining the register of Shareholders, (ii) processing subscriptions, redemptions and conversions of Shares and payments of dividends to Shareholders, (iii) performing controls on late trading and market timing practices, (iv) complying with applicable anti-money laundering and anti-terrorism financing rules, as well as with other legal obligations (in particular for tax purposes in accordance with CRS), including foreign regulations such as FATCA.

Personal Data may be shared as required by applicable law and regulations (Luxembourg or otherwise), in particular with the ACD which may exchange that information with foreign tax authorities in accordance with CRS.

The investor undertakes to inform its Controlling Persons, if applicable, of the processing of Personal Data. In particular, Reportable Persons are informed that certain operations they will perform will be reported to them through the issuance of certificates or contact notes, and that part of this information will serve as a basis for reporting to the ACD.

The Company can delegate to another entity (the Management Company, the Administrative Agent and the Registrar and Transfer Agent) (the “Processors”) the processing of the Personal Data, in compliance and within the limits of the applicable laws and regulations. The processing of personal data may be delegated also to the services providers appointed by the Company in the countries of registration of the Company.

Each Shareholder has a right to access his/her/its Personal Data and may ask for a rectification thereof in cases where such data is inaccurate and incomplete. In relation thereto, the Shareholder can ask for a rectification by letter addressed to the Company.

The Shareholder has a right of opposition regarding the use of his/her/its Personal Data for marketing purposes. This opposition can be made by letter addressed to the Company.
The Shareholder’s Personal Data shall not be held for longer than necessary with regard to the purpose of data processing observing legal periods of limitation.

For additional copies of this Prospectus or copies of the relevant KIIDs or of most recent annual and semi-annual financial reports of the Company or the Articles of Incorporation or for any queries Shareholders may have on how to invest, they are invited to write to the Domiciliary Agent at 60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

2. DOCUMENTS AVAILABLE TO THE PUBLIC

The Articles of Incorporation of the Company, the Prospectus and the relevant key investor information documents, the agreements with the Depositary, Administrative and Financial Agent, the Investment Management and Advisor agreements as well as the distribution agreements are available for inspection by the public at the Company’s registered office.

These agreements may be amended by mutual agreement of the parties involved.

3. ADDITIONAL INFORMATION FOR INVESTORS IN THE UK

This document consists of supplementary information provided for investors in the United Kingdom and is intended to be read in conjunction with the latest Prospectus and Key Investor Information Documents of PARETURN.

1. Name and address of the collective investment scheme and the Management Company:

PARETURN a SICAV “Société d’Investissement à Capital Variable” was created under the laws of Luxembourg on 25 March 1994 and has its registered office at 60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

The Company has appointed MDO Management Company S.A., 19, rue de Bitbourg, L-1273 Luxembourg, as its Management Company (www.mdo-manco.com).

2. United Kingdom Facilities Agent

The Company has appointed BNP PARIBAS SECURITIES SERVICES S.C.A., LONDON BRANCH, its principal place of business being 55 Moorgate, London EC2R, as its UK Facilities Agent.

Investors can obtain information about the most recent prices and redemption facilities from the office of the UK Facilities Agent detailed above.

Concerning the nature of the Share classes, please refer to the Section “General Information” for each Sub-Fund in the latest available Prospectus.

UK resident investors should seek their own professional advice as to tax matters and other relevant considerations. Please note that investors making investments in the Company may not receive back their entire investment.

Although the Company is authorised by the Financial Conduct Authority for the purposes of distribution, potential and current investors in the UK are advised that the rules made under
Financial Services and Market Act (FSMA) do not in general apply to the Company in relation to its investment business.

3. **Information to investors**

The following documents and/or information are available for inspection at the office of the UK Facilities, Marketing and Sales Agent:

   a) The latest available full prospectus and key investor information documents,
   b) The latest articles of incorporation of the Company,
   c) The latest available annual and semi-annual financial reports of the Company,
   d) The issue and redemption prices

4. **Written Complaints**

Written complaints about any aspect of the service including the operations of the Company, or requests to obtain a copy of the complaints handling procedure can be addressed to UK Facilities Agent for their further submission to the Company’s head office.

5. **Cancellation Rights**

Please note that the investors have no rights of cancellation in respect of their holding.

6. **Compensation Rights**

Potential investors should be aware that PARETURN is not subject to the rules and regulations made under FSMA for the protection of investors. Investors will not have any protection under the United Kingdom Financial Services Compensation Scheme.

The foregoing is based on the Company's understanding of the law and practice currently in force in the United Kingdom and is subject to changes therein. It should not be taken as constituting legal or tax advice and, Investors should obtain information and, if necessary, should consult their professional advisers on the possible tax or other consequences of buying, holding, transferring or selling the units under the laws of their countries of origin citizenship, residence or domicile. Furthermore the content of this document is for information purposes only, it does not constitute any offer or promotion of sale nor does it make any reference to the suitability of investments referred to herein.
The Sub-Funds aim to achieve reasonably high performances whilst maintaining a prudent policy of preserving capital. The Company takes the risks it deems reasonable in order to achieve the objective set. Nevertheless, it cannot guarantee achieving it in view of the stock market fluctuations and other risks to which investments in transferable securities are exposed.

Unless otherwise specified in each sub-fund’s investment policy, no guaranty can be given on the realisation of the investment objectives of the Sub-Funds and past performance is not an indicator of future performances.

At present the Company may issue the following classes of shares:

(i) **distribution shares (shares of Class “A” or “A” shares)**, which receive an annual dividend, and the Net Asset Value of which is reduced by an amount equal to the distribution made,

(ii) **capitalisation shares (shares of Class “B” or “B” shares)**, which do not receive a dividend, and of which the Net Asset Value remains unchanged (resulting in a percentage increase of the global Net Asset Value attributable to the shares of class B).

At present the Company may issue shares in the following categories:

(i) the “Retail” category, “R” and “P” which is open to all types of Investors.

(ii) the “Institutional”, “I”, “G”, “A” and “U” category which is exclusively reserved for Institutional Investors.

(iii) category “S”, “T”, and “Others” which is subject to any other rate of Delegate Manager’s Fees.

(iv) the “M” category which is reserved for institutional investors like Discretionary Portfolio Managers and Financial Managers of UCITS/UCI.

(v) the “F” category which is reserved for institutional and retails investors.

(vi) the “I1” and “I2” categories are both reserved for institutional investors. These two categories are distinct by different structure fee as specified in the relevant particulars of the Sub-Fund(s).
1. INVESTMENT POLICY

The objective of the Sub-Fund PARETURN BEST SELECTION (denominated in EUR) is to achieve medium-term capital growth.

To achieve that objective, it will invest principally in units of UCITS and/or other UCI which invest principally in transferable securities such as fixed or variable income debt securities, equities and similar securities as well as in money market instruments issued on the markets of the OECD.

The Sub-Fund may also hold up to 30% of its assets in non-coordinated UCI, whether or not from a Member State, implementing, in the case of some of them, non-correlated management techniques subject to fulfilling all the conditions of Article 41(1)e of the Law of 17 December 2010.

The remainder of the assets may be invested directly in the investments provided in Chapter III above. The Sub-Fund may also hold liquidities and term deposits.

In accordance with the investment restrictions provided in Chapter III of the Prospectus and for the purposes of effective capital management, the Sub-Fund may also use financial techniques and instruments.

The Sub-Fund may invest up to 10% if its assets in structured products (such as reverse convertibles, discount certificates etc.) in which the Delegate Manager will have a mandate related to the provision of investment management, structuring or other professional advice remunerated through an upfront fee charged to the issuer or the arranger of the structured product.

For such investments linked to the Sub-Fund as described above, this fee will not exceed 2% of the NAV of the structured product.

In its annual report, the Company shall indicate the ratio: total upfront fees / average NAV of the sub-fund.

Risk profile:
The mixed investment policy of this Sub-Fund, founded both on the bond markets, the international equity markets and on specialist investments in non-correlated management techniques presents the major risks associated with interest rates, credits, equities and currencies.

Investor profile:
This Sub-Fund is suitable for investors who:
- are seeking a diversified investment in units of UCI within one and the same investment
- wish to benefit from an evolving tactical allocation of their assets,
- want a long-term investment whilst tolerating an average level of risk.

Warning:
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.
2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:
For this Sub-Fund, the Company will issue shares:
- in the category “S”;
- in the category “Retail”;
- in the category “Institutional”.

For each of these categories, the Company will only issue capitalisation share in Class “B”;
For this Sub-Fund, the Company will issue registered and dematerialised shares.

Frequency of the Calculation of the Net Asset Value “NAV”:
Weekly. The NAV dated Friday will be calculated on the basis of the Friday closing price, or if not the last known price. If the Friday is a public holiday in Luxembourg, the NAV will be dated the following bank working day.

Delegate Manager:
Under the terms of an agreement concluded on 15 September 2016 (replacing and superseding the agreement concluded 30 May 2006 due to the new domiciliation of Massena Partners SA from France to the Grand-Duchy of Luxembourg) for an indefinite term with at least three (3) months prior notice to termination, Massena Partners, with its registered office at 1, Place d’Armes, L-1136 Luxembourg, performs, through its French Branch, having its office at 78, avenue Raymond Poincaré, F- 75116 Paris (France), the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since 2 March 2015.

Massena Partners SA was a public company under French Law, incorporated in 1990. Its activity consisted of the management of UCITS in accordance with the approval received from the Financial Markets Authority (FMA) on 27 July 1990. Its fully paid-up capital was EUR 750,000.-.

Massena Partners SA transferred its registered office to 1, place d’Armes, L-1136 Luxembourg, Grand Duchy of Luxembourg with effective date as of 2 March 2015 and changed its denomination to Massena Partners. In addition, Massena Partners is now supervised by the CSSF and is inter alia authorised as a management company in accordance with chapter 15 of the 2010 Law.

Delegate Manager’s Fee:
As remuneration for its services, the Delegate Manager will receive a fixed fee, calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, at the end of each quarter and payable quarterly as follows:

Category “S”: maximum 2% p.a.
Category “Retail”: maximum 1.5% p.a.
Category “Institutional”: maximum 1% p.a.

In addition, the Delegate Manager will receive a performance fee equal to 10% of the net annual performance of the Sub-Fund exceeding that of the EONIA capitalised index + 2%. This performance fee will be provisioned on each NAV calculation. In the event of a loss, any provisions will be taken back up to the maximum of the account for previous provisions made to that effect. In the event of share redemptions, if a performance fee is provisioned, the part proportional to the redeemed shares will be taken in favour of the Delegate Manager.

Any payment of the performance fee will be made at the close and on the basis of an NAV calculated on 30 September of each financial year.
Directive 2009/138/EC (the so called “Solvency II Directive”) and reporting

Professional investors subject to the prudential requirements of Directive 2009/138/EC of the European Parliament and of the Council of 25 November 2009 on the taking-up and pursuit of the business of Insurance and Reinsurance and to its implementing regulations may ask the management company and/or the Delegated Manager of the Sub-Fund to be provided with the description of the Sub-Fund’s portfolios of assets in order to fulfil their own legal or regulatory requirements under the Solvency II Directive. Communication of such information shall be managed in accordance with applicable laws and regulations.

Within this context, the Delegate Manager will be reimbursed by Category “Institutional” of all expenses link to the production of the Ampere reports link to the Solvency II Directive

Subscription / Redemption / Conversion:

Minimum initial subscription for the Category “Institutional”: EUR 1,000,000.- subject to dispensation from the Board of Directors.

Subscriptions in the Sub-Fund will only be done in amount and/or in number of shares to be subscribed.

The subscription price corresponds to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus increased by a maximum subscription fee of 5% of the NAV in favour of the Delegate Manager and/or the financial intermediaries.

The redemption price is equal to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus without any redemption fee.

The terms for conversion of shares of one Sub-Fund to another are described in Chapter IV Point 3 of the Prospectus without conversion fee.

Subscription/redemption/conversion lists are closed at the latest at 09.00 on Thursday, or if the Thursday is a public holiday in Luxembourg, on the previous bank working day.

Subscriptions must be settled within a two business days after the NAV date.

Redemptions and conversions must be settled in the Sub-Fund’s reference currency within a deadline of five working days following calculation of the NAV applied.

Listing on the Luxembourg Stock Exchange:
The shares of this Sub-Fund are not listed on the Luxembourg Stock Exchange.

Subscription Tax:
Categories “S” and “Retail”: 0.05% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
Category “Institutional”: 0.01% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.

Specific information:
“The local offering documentation of the Company may provide:

(i) the possibility for investors to adhere to regular savings plans; and
(ii) the faculty for the investors to appoint a distributor or a local paying agent to send orders in its own name on behalf of individual investors and be recorded as holder of the shares on behalf of the effective underlying shareholder (so called nominee), and
(iii) the possibility for local paying agents to charge a fee to investors for its services".
1. INVESTMENT POLICY

The Sub-Fund will seek exposure to a growth portfolio of equity and fixed income securities issued globally, primarily through investments in UCITS and UCIs (including those managed by companies in the JPMorgan Chase & Co. group).

The Sub-Fund may use financial derivative instruments for hedging purposes. Financial derivative instruments which the Sub-Fund may use will consist mainly of FX forward contracts for hedging purposes.

The Sub-Fund may also invest, directly in transferable securities (including equities, equity-linked securities, bonds and convertible bonds and credit-linked instruments), deposits with credit institutions and money market instruments.

Cash and cash equivalents may be held on an ancillary basis. EUR is the reference currency of the Sub-Fund but assets may be denominated in other currencies; however a substantial part of the assets of the Sub-Fund will be denominated in or hedged into EUR.

Techniques and instruments (including, but not limited to, securities lending or repurchase agreements) relating to transferable securities and money market instruments may be used for the purpose of efficient portfolio management.

Risk profile:
This Sub-Fund invests the majority of its assets in UCITS and UCIs which invest in equities and bonds.

(i) The Sub-Fund’s exposure to equities means that investors are exposed to stock market movements and therefore they should expect the value of the Sub-Fund to rise and fall on a daily basis.

(ii) Bond prices can fluctuate significantly depending on not only the global economic and interest rate conditions, but also the general credit market environment and the creditworthiness of the issuer.

Investor profile:
This Sub-Fund is suitable for investors who:
- are seeking a diversified investment in equities, bonds, euro-bonds and certificates as well as other transferable securities and/or UCI within one and the same investment
- wish to benefit from an evolving tactical allocation of their assets,
- want a long-term investment whilst tolerating an average level of risk.

Warning:
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.
2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:
For this Sub-Fund, the Company will only issue capitalisation in Class “B”.
For this Sub-Fund, the Company will issue registered shares.

Frequency of Calculation of the Net Asset Value “NAV”:
Weekly, namely each Monday. If this is a public holiday in Luxembourg, the NAV will be dated the following bank working day.

Delegate Manager:
Under the terms of an agreement concluded on 4th March 2011 for indefinite term with at least three months prior notice to termination, with its corporate object inter alia to provide financial advice and to manage capital, was appointed Delegate Manager of this Sub-Fund. J.P. Morgan International Bank Limited.

In its capacity of Manager, J.P. Morgan International Bank Limited gives the Sub-Fund investment advice and is in charge of the everyday and effective management of the assets of the Sub-Fund under the control and ultimate responsibility of the Board of Directors of the Company.

Delegate Manager’s fee:
As remuneration for services provided, the Delegate Manager will receive a fixed fee, calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, at the end of each quarter and payable quarterly as follows: maximum 1% p.a. The fixed fee of the Delegate Manager is included in the last applicable appendix to the aforementioned Delegate Manager Agreement dated 4th March 2011 signed between J.P. Morgan International Bank Limited and the Company’s management Company.

Subscription / Redemption / Conversion:
The subscription price corresponds to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus increased by a maximum subscription fee of 3% of the NAV in favour of the distributors.

The redemption price is equal to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus without any redemption fee.

The terms for conversion of shares of one Sub-Fund to another are described in Chapter IV Point 3 of the Prospectus. The conversion fee is fixed at 1% and returns to the Sub-Fund in which the shares are redeemed.

Subscription/redemption/conversion lists are closed at the latest at 16.00 on the eve of the date for calculation of the NAV.

Subscriptions, redemptions and conversions must be settled in the Sub-Fund’s reference currency within a deadline of three working days following calculation of the NAV applied.

Listing on the Luxembourg Stock Exchange:
The shares of this Sub-Fund are not listed on the Luxembourg Stock Exchange.

Subscription Tax:
0.05% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
1. INVESTMENT POLICY

The Sub-Fund PARETURN SECURITE - CROISSANCE (denominated in EUR) has the objective of facilitating shareholder access to the international financial markets whilst seeking a high return.

In order to achieve that objective, it will invest principally in fixed income securities. The remainder of the assets may be invested in variable income securities. Investors are not subject to any geographic or monetary restriction.

On a temporary and ancillary basis, the Sub-Fund may invest, within legally authorised limits, in money market instruments.

In accordance with Chapter III of the Prospectus and for the purposes of investing its liquidities, the Sub-Fund may also invest in money market UCI or UCI investing in debt securities with a final or residual maturity not exceeding 12 months, considering the financial instruments related thereto, or debt securities for which the rate is adjusted, considering the instruments associated therewith, at least once per annum.

The Sub-Fund may use future currency sales for the purposes of hedging exchange risks.

**Risk profile:**
The performance-volatility ratio is 3 (1 = very low, 7 = very high). The net asset value of the Sub-Fund will depend on the market value of the shares and bonds in the portfolio.
Share values depend on the outlook for earnings growth as well as the market valuations of the shares in the portfolio. Bond values depend on the fluctuation of interest rates and the way the financial markets perceive risk.

The portfolio risk comes on the one hand from the risks inherent in bond investment and on the other hand from the risks inherent in investments in equities. The risk of an equity investment is considerably higher than in a bond investment.
The correlation between the equity and bond markets means that over the long term the Sub-Fund’s risk is comparable with that of a bond investment.

**Investor profile:**
The investment horizon sought is greater than 3 years.
This Sub-Fund is suitable for investors who are interested in the financial markets and who are seeking a greater return than on a bond investment. The investor must be prepared to accept losses due to fluctuations in market prices.

**Warning:**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.
2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:
For this Sub-Fund, the Company will issue shares in the category “Institutional”. For this category, the Company will only issue capitalisation shares in Class “B”;
For this Sub-Fund, the Company will issue registered and dematerialised shares.

Frequency of the Calculation of the Net Asset Value “NAV”:
Twice monthly, namely the 15th and the last bank working day in Luxembourg (“Valuation Day”). If the Valuation Day is a public holiday in Luxembourg, the NAV will be dated on the following bank working day.

Delegate Manager:
Under the terms of an agreement concluded on 9 July 2007 for an indefinite term but terminable by the parties giving prior notice of a minimum three months, BNP Paribas Luxembourg S.A. (become BGL BNP Paribas due to the merger with effect as of 1 October 2010), with its registered office at 50, avenue JF Kennedy, L-2951 Luxembourg, will perform the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

BGL BNP Paribas was incorporated on 21 June 1935 in the form of a limited Company. Its activity consists inter alia of the management of portfolios of undertakings for collective investment. Its capital is EUR 713,100,000.- as at 31 December 2011

Delegate Manager’s Fee:
As remuneration for services provided, the Delegate Manager will receive a fixed fee, calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, at the end of each quarter and payable quarterly as follows:

Category “Institutional”: maximum 0.30% p.a.

Subscriptions/ Redemptions/ Conversions:
The subscription price corresponds to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus without deduction of any subscription fee.

The redemption price is equal to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus without deduction of any redemption fee.
The terms of conversion of shares of one Sub-Fund to another are described in Chapter IV Point 4 of the Prospectus without deduction of any conversion fee.

Subscription/redemption/conversion lists are closed at the latest at 14.00 on the working day preceding Valuation Day.

Subscriptions, redemptions and conversions must be settled in the reference currency of the Sub-Fund, category or class of shares. Subscriptions must be paid up within a deadline of three bank working days in Luxembourg following calculation of the NAV applied. Redemptions and conversions must be settled within a deadline of five bank working days in Luxembourg following calculation of the NAV applied.

Initial Subscription Date:
Shares of the Sub-Fund may be subscribed initially from 2 July to 9 July 2007 at an initial subscription price of EUR 100.- for shares in category “I”. The first NAV will be calculated on 16 July 2006.
**Listing on the Luxembourg Stock Exchange:**
The shares of this Sub-Fund are not listed on the Luxembourg Stock Exchange.

**Subscription Tax:**
Category “Institutional”: 0.01% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
1. INVESTMENT POLICY

The investment objective of the fund “PARETURN CARTESIO EQUITY” (the “Sub-Fund”) is the long-term capital appreciation through realised gains, offering a substantial protection for its capital. Its objective is to exceed the profitability/risk offered by European equities represented by the MSCI Pan Euro index.

In order to achieve the investment objective, the Sub-Fund will invest principally in equities. The investment levels in equities may vary widely, depending on the market risk, in favour of monetary assets or fixed income. With the aim of reducing the market risk exposure, the Sub-Fund may alternatively enter into derivatives for hedging purposes.

The Sub-Fund will invest in transferable securities listed or traded in recognised markets of member states of the OECD. The Sub-Fund will invest in companies with a view to increasing the value of its assets over the long term with respect to the valuation methods consistent with the manager’s criteria.

The Sub-Fund will invest in listed companies with potential for value appreciation with respect to the valuation methods consistent with the manager’s criteria. The investment period of the will generally consist of more than three years, although the relationship between price and value will always be the principal deciding factor for the duration of any given investment in a Company.

In the event that the market does not recognise or proportionally appreciate the real value of the securities, it is possible for them to not reach an appropriate market appreciation.

The Sub-Fund will invest principally in European equities, or in securities which are classed as such, namely medium to large market capitalisation securities. The Sub-Fund will strictly adhere to and control the minimum diversification criteria established under current legislation.

The investment strategy in a reduced number of companies offers greater potential in achieving the investment objective of the Sub-Fund, but it may also increase the Sub-Fund’s volatility with respect to the market or other diversified funds. If one or other targeted securities suffers a negative performance, the Sub-Fund may sustain higher losses than if it had invested in a larger volume of the targeted securities.

The geographical distribution of the Sub-Fund’s net assets may vary at the manager’s discretion, with a maximum of 40% invested in non-European markets. Holdings in emerging markets will be infrequent and subject to a limit of 20% of the Sub-Fund’s net assets.

The reference currency of the Sub-Fund is EURO (EUR). The Sub-Fund may deal in foreign exchange transactions for hedging as well as non-hedging purposes.

Non-hedged foreign exchange transactions may not exceed a maximum of 20% of the Sub-Fund’s net assets.

The duration of the fixed income portfolio is not predetermined and the will consist of holdings in national debt as well as private fixed income. Investments in issuers with a credit rating inferior to BBB are allowed, if the investments do not exceed 10% of portfolio.

All investments should dispose of adequate liquidity which will avoid any significant alterations to market prices.
The Sub-Fund may invest no more than 10% of its net assets in other UCI assets, which in turn do not invest more than 10% of their net assets in other UCIs, harmonised or otherwise, on the condition that they are subject to similar regulations and legislation governing UCIs. These UCIs may be managed directly or indirectly by the investment manager as well as other non-related investment managers.

The Sub-Fund may invest up to 35% of the assets in transferable securities issued by a Member State of the European Union, by its autonomous regions or its local authorities, by a non-Member State or by public international bodies to which Spain or other Member States are members with highly rated issuers offering adequate liquidity. Specifically, the limit may be increased in any of the above-mentioned securities.

The Sub-Fund may enter into derivatives for hedging and non-hedging purposes. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks.

Likewise, the Sub-Fund may enter, for hedging and investment purposes, into transactions in OTC markets, exclusively in compliance with the manager’s criteria and rules, which will expose the Sub-Fund to the credit of its counterparties and their ability to satisfy the terms of such contracts.

The Sub-Fund will not exceed the general limits for the use of financial derivative instruments for reasons of market and counterparty risk. Amongst others, the overall risk exposure associated with derivatives must not exceed the net assets of the Sub-Fund or exceed 10% of its assets. Transactions entered into in OTC markets, as well as the securities issued or guaranteed by the same body, will be subject to the general limits established under Article 38 of RIIC.

**Risk Profile**

The investment policy of the Sub-Fund in equity instruments, emerging markets, fixed income securities is subject to risks, including market risk, currency risk and credit risk.

**Investor Profile**

The Sub-Fund is suited to investors seeking an appreciation of invested capital on a long term.

**Inherent Risk Warnings to Investors**

An investment in equity instruments may decline in value over short or even extended periods of time as well as rise. Investment in stocks and other equity instruments are subject to market risk and result in greater price volatility that of bonds or other fixed income securities.

The value of an investment in the Sub-Fund will be affected by fluctuations in the value of the currency of denomination of the shares against the value of the currency of denomination of the Sub-Fund’s underlying investments. Adverse fluctuations in currency exchange rates can result in a decrease in return and in a loss of capital.

The Sub-Fund invests in emerging markets. Such investments may carry additional risks, including the possibility of nationalisation or expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments, which could affect investments in those countries, increasing their volatility.

The Sub-Fund invests in short-term to long-term fixed income securities, which are subject to credit risk, which is an issuer’s inability to meet principal and interest payments on the obligations, and may be subject to price volatility due to interest rate sensitivity. As the Sub-Fund invests in fixed income securities issued by institutions with medium credit rating, there is a moderate counterparty risk. However, the Sub-Fund may invest up to 10% of its fixed income portfolio in securities issued by institutions with low credit rating, although the maximum exposure level is 10% of the portfolio.
2. GENERAL INFORMATION

Reference Currency of the Sub-Fund: the EURO (€)

Frequency of Calculation of the Net Asset Value ("NAV"): Daily, on each Luxembourg business day ("Valuation Day"). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

Manager:
Pursuant to an agreement dated 19th January 2009 for an indeterminate period, with at least three months prior notice to termination, Cartesio Inversiones, SGIIC, S.A., acts in capacity as manager, and is as a consequence in charge of the actual management of the Sub-Fund.

Delegate Manager’s Fee:
As compensation for its services the Manager shall be entitled to the following commissions deducted from the net assets of the Sub-Fund a Delegate Manager’s Fee payable in advance on a quarterly basis and calculated on the basis of the average net assets of the sub-fund for the previous quarter of:

- Category “P”: maximum 1.5% per annum
- Category “I”: maximum 1.5% per annum

Initial Subscription Period:
From 20 May to 29 May 2009. The first NAV was calculated on 29 May 2009.

Shares of the Sub-Fund may be subscribed initially at an initial subscription price of EUR 100.- for shares for the Class “P” and “I”.

Minimum Initial Subscription Amount: EUR 6,000.-

Minimum Subsequent Subscription Amount: EUR 100.-

Subsequent Subscription /Redemption /Conversion:
The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, without deduction of any redemption commission.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at 1 p.m. at the latest on the Valuation Day.

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three business days of the calculation of the applicable Net Asset Value.

Shares:
In this Sub-Fund the Company shall issue:
- retails shares, category “P”
- institutional shares, category “I”

The Sub-Fund will issue in both categories dematerialised and registered form.
For these categories, the Sub-Fund will only issue “B” shares (capitalisation shares).

**Official listing on the Luxembourg Stock Exchange:**
The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:**
The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.05% for retail shares (“P”)
- 0.01% for institutional shares (“I”).

**Warning:**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share.
1. INVESTMENT POLICY

PARETURN CARTESIO INCOME aims to outperform on a risk adjusted basis the Bloomberg/EFFA Euro Govt. 7-10 Year TR Bond Index in Euros. This means obtaining a Sharpe ratio higher than the index.

The Fund may invest direct or indirectly through Collective Investment Schemes (CIS) (10% of total assets maximum) investing mainly in OECD fixed income and equity assets.

Equity exposure is limited to a maximum of 40% of assets but can vary widely, within this limit, depending on the manager’s view about market risk. At least 50% of the investment in equity will be in companies with an attractive and sustainable dividend yield and with potential revaluation with respect to the value calculated by the management company. The term of the investment in a company shall generally be longer than 3 years, being the relation between the company’s price and value the main factor of the securities’ permanence in the portfolio.

The equity portfolio shall be composed by a limited number of securities, mainly European companies with medium and high market stock capitalisation.

Exposure to investments outside Europe is limited to 40% of the Sub-Fund and exposure to non-Euro currency is limited to 20%. Exposure to emerging markets investments is not actively pursued by the Sub-Fund and is limited to 20% of the Sub-Fund.

The average duration of the portfolio is not fixed. The Sub-Fund shall invest in investment grade (by S&P or any other major recognized agencies) government and corporate debt in. However, it can invest up to 20% of the sub-fund’s assets in fixed income securities below investment grade.

Non rated securities are considered to be below investment grade. The Sub-Fund can invest in credit entities’ deposits on demand or with a term lower than one year whenever the credit entity has its registered office in a State member of the European Union and has a high credit rating (at least “A-” or equivalent) in the moment of the investment’s execution. In any event, including the event of sudden downgrade of the credit rating of the credit entities in which the deposits have been made, the total of investments in securities and deposits with credit rating lower than BBB- shall not exceed 10% of the Sub-Fund’s assets.

The CIS in which the Sub-Fund may invest in are financial CIS that are eligible assets, harmonized or not, that might belong to the management company’s group.

More than 35% of the Sub-Fund’s assets can be invested in securities issued or guaranteed by a member State of the European Union, an Autonomous Region, a Local Entity, International Bodies which Spain is member of, and States with a credit rating not lower than that of the Grand Duchy of Luxembourg.

Derivatives can be used for hedging and investment purposes traded in organised markets with clearing houses as well as in OTC derivatives markets. Market exposure via derivatives cannot be higher than the net assets of the Sub-Fund.

Risk Profile:

The investments described herein may imply, among others, an equity market risk, an interest rate risk, an exchange rate risk, credit risk, as well as an emerging countries’ investment risk.
Complementary information regarding the investments:
This Sub-Fund seeks long-term real capital’s revaluation, aiming to protect capital and with higher risk adjusted returns than the Euro Area’s long-term public debt.

The securities in which the Sub-Fund invests in may not have an accurate pricing in the market, because the market does not recognize the real value of the company or for an inaccurate appreciation of such real value.

The strategy of investing in a reduced number of companies has the potentiality of widely meet the Sub-Fund’s management objective, but can also increase the Sub-Fund’s volatility regarding the market or more diversified funds. Should any of the securities selected by the Sub-Fund have a negative performance, the Sub-Fund would incur higher losses.

The Sub-Fund can carry out transactions in currency with a hedging or investment purpose.

All investments shall have an appropriate liquidity so that, in consideration of their volume, it allows an operative that does not alter market prices significantly.

**Investor Profile:**
The Sub-Fund is suited to investors seeking an appreciation of invested capital on a medium to long term.

2. GENERAL INFORMATION

**Reference Currency of the Sub-Fund**: the EURO (€)

**Frequency of Calculation of the Net Asset Value ("NAV"):**
Daily, on each Luxembourg business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

**Manager:**
Pursuant to an appendix to an agreement dated 19th January 2009 for an indeterminate period, with at least three months prior notice to termination, Cartesio Inversiones, SGIIC, S.A., acts in capacity as manager, and is as a consequence in charge of the actual management of the Sub-Fund.

**Delegate Manager’s Fee:**
As compensation for its services the Manager shall be entitled to the following commissions deducted from the net assets of the Sub-Fund a Delegate Manager’s Fee payable in advance on a quarterly basis and calculated on the basis of the average net assets of the sub-fund for the previous quarter of:

- Category “I”: maximum 0.95% per annum

**Initial Subscription Period**: from 4 April 2011 to 26 April 2011

**Minimum Initial Subscription Amount**: EUR 6,000.-

**Minimum Subsequent Subscription Amount**: EUR 100.-

**Subsequent Subscription /Redemption /Conversion:**
The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus, without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, without deduction of any redemption commission.
The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at 1 p.m. at the latest on the Valuation Day.

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three business days of the calculation of the applicable Net Asset Value.

**Shares:**
In this Sub-Fund the Company shall issue institutional shares, category “I”

The Sub-Fund will issue in both categories dematerialised and registered form.

For these categories, the Sub-Fund will only issue “B” shares (capitalisation shares).

**Official listing on the Luxembourg Stock Exchange:**
The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:**
The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.01% for institutional shares (“I”).

**Warning:**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share.
1. INVESTMENT POLICY

The objective of the PARETURN STAMINA SYSTEMATIC Sub-Fund (denominated in EUR) is to invest in a discretionary manner according to a quantitative system which, based on an analysis of the performance of the undertakings for collective investment in which the sub-fund invests, correlations between them and volatilities, will determine an asset allocation geared to current market conditions and designed not to exceed volatility of 10% p.a.

In order to achieve this objective, it will invest mainly in transferable securities issued anywhere in the world, or in shares or units issued by open-ended undertakings for collective investment whose investment policy is to invest in such securities, without any restriction or limitation in terms of industrial or sector diversification. These securities will include equities, fixed-rate or floating-rate bonds, zero-rate or convertible bonds, money market instruments, term deposits or cash.

Under exceptional circumstances, when required by the conditions on the financial markets, the sub-fund may invest its entire assets in term deposits or money market instruments in order to protect investors' interests.

The provisions of the investment policy as described above may be departed from during a two-month period prior to the liquidation or merger of the sub-fund.

Potential investors are asked to carefully read the prospectus in full before making any investment. There can be no assurance that the Sicav’s sub-funds will achieve their investment objectives, and past performance is no guarantee of future results. Investments may also be affected by changes to the rules and regulations governing exchange controls or taxation, including withholding tax, or by changes to economic and monetary policies. Lastly, investors are informed that the sub-funds may not achieve their performance objectives and that they may not recover the full amount of capital invested (minus subscription fees paid).

The specific risks to which this sub-fund may be exposed are listed below.

RISKS:

Risks associated with equity markets: The risks associated with investments in equities (and similar instruments) include significant fluctuations in prices, negative information on the issuer or the market, and the subordinate nature of equities to any bonds issued by the same company. Short-term fluctuations may also be extreme. The risk that the performance of one or more companies declines or stagnates may have a negative impact on the performance of the portfolio as a whole at any given time. There is no guarantee that values will appreciate. The value of assets and the amount of income generated by them may fall instead of rising, and investors may not get back the amount they initially invested.

There is no guarantee that the investment objective will be achieved.

Some sub-funds may invest in companies making an initial public offering. In such cases there is a risk that the price of the newly floated share is particularly volatile due to factors such as the absence of previous trading, unseasonal transactions, the limited number of securities available for trading and a lack of information on the issuer. A sub-fund may hold this type of asset for a very short time, which will increase the costs.

Sub-funds investing in growth stocks may be more volatile than the market generally, and may react differently to economic, political or market developments and changes affecting the issuer. Traditionally, growth stocks are more volatile than other securities, especially over very short periods.
They may also have a higher price-to-earnings ratio than other types of equities. This means growth stocks may react more violently to variations in earnings growth. The objective of some sub-funds may be to exaggerate market movements, which results in a higher than average volatility.

The manager may temporarily take a more defensive approach if it considers that the market or the economy of the country in which the sub-fund invests is overly volatile, is experiencing a general and persistent decline or is facing any other detrimental circumstances. In such cases, the sub-fund may be unable to achieve its investment objective.

**Interest rate risk**: The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. Investors should be aware that when interest rates rise the value of investments in bonds and debt securities will fall.

**Credit risk**: This is the risk that the credit rating of an issuer of bonds to which a sub-fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the sub-fund has invested to fall. Certain strategies may involve investing in bonds issued by issuers with a high credit risk (high-yield securities). Investing in sub-funds that invest in high-yield bonds presents a higher than average risk due to greater currency fluctuations or the quality of the issuer.

**Counterparty risk**: This risk relates to the quality of the counterparty with whom the company does business, in particular for the settlement/delivery of financial instruments or the conclusion of financial forward contracts. The risk reflects the counterparty’s ability to honour its commitments (payment, delivery, repayment, etc).

**Liquidity risk**: This risk arises when a particular security is difficult to dispose of. In principle acquisitions for a Sub-Fund must only consist of securities that can be sold at any time. Nevertheless, it may be difficult to sell particular securities at the required time during certain phases or in particular exchange segments or due to the deterioration of the economic situation. There is also the risk that securities traded in a tight market segment may be subject to significant price volatility.

**Currency risk**: A sub-fund holds assets denominated in currencies other than its reference currency. It may be affected by changes in rates of exchange between the reference currency and these other currencies or by changes to exchange control regulations. If the currency in which a security is denominated appreciates against the sub-fund’s reference currency, the security’s equivalent value in the reference currency will also appreciate. Conversely, a depreciation in the currency will result in a fall in the security’s equivalent value in the reference currency. There can be no assurance that transactions executed by the manager to hedge against currency risks will be 100% successful.

**Risks associated with inflation**: Returns on short-term investments may not match the rate of inflation, thus resulting in a reduction in the investor’s purchasing power.

**Tax-related risks**: The value of an investment may be affected by differences in applicable taxes between countries, such as withholding tax, or by changes in the country’s government, economic policy or monetary policy. This means that no guarantee can be given that the investment objectives will be achieved.
Risks associated with investment strategies: The sub-fund may invest in BNP Paribas Group funds or third party funds, the performance of which may fluctuate as a result of their exposure to the financial markets.

**Investor profile:**
Shares in the Sub-fund are available to both retail investors and institutional investors.

2. **GENERAL INFORMATION**

**Reference currency of the Sub-Fund:** EUR

**Shares:**
For this Sub-Fund, the Company will issue shares in the category “F”, denominated in EUR (“EUR F”).

For each of these categories, the Company will issue capitalisation shares.

For this Sub-Fund, the Company will issue registered and dematerialised shares.

**Frequency of the Calculation of the Net Asset Value “NAV”:**
Daily, (the “Valuation Day”). The NAV will be calculated on the banking business day following the Valuation Day, on the basis of the closing price of this Valuation Day. If this day is a bank holiday in Luxembourg, the NAV will be dated on the next banking business day.

**Initial Subscription Period:** 10th June 2011

**Minimum initial subscription:** For the categories “EUR F”: One share.

**Minimum subsequent subscription:** One share.

**Delegate Manager:**
Under the terms of an agreement concluded on 10th January 2011 for an indefinite term with a 90 (ninety) days prior notice to termination, Stamina Asset Management with its registered office at 15/19, Avenue de Suffren, F-75007 Paris, France, will perform the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

**Stamina Asset Management** is a company under French Law, incorporated in 2006. Its activity consists of the management of UCITS in accordance with the approval received from Financial Markets Authority (FMA) on 3 August 2006. Its fully paid-up capital is EUR 860 141,80 as at 31 December 2010. As per a sole Shareholder Resolution dated 7 December 2015, the name of the Company changed from “Primonial Asset Management” to “Stamina Asset Management”.

**Delegate Manager’s Fee:**
As remuneration for services provided, the Delegate Manager will receive a fixed fee, calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, over the past month and payable on a monthly basis as follows:

Category “F”: maximum 1.65% p.a.

As for investments in a UCITS or other UCIs, total management fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 5% of the NAV of the Sub-Fund. In its annual report, the Company shall indicate the maximum proportion of management fees both to the sub-Fund itself and to the UCITS and/or UCIs in which it invests.
Distributor
Under the terms of an agreement effective as of 1 January 2011 for an indefinite term with a 90 (ninety) days prior notice to termination, Primonial S.A.S. with its registered office at 15/19, Avenue de Suffren, F-75007 Paris, France, will perform the tasks of Distributor and as such agrees to comply with all the necessary requirements in order to distribute, where applicable, market and promote the share(s) in the jurisdictions as part of its business.

Primonial S.A.S is a company under French Law, incorporated in France. Primonial S.A.S is acting as financial advisor (CIF) assigned by Anacofi (Association Nationale des Conseils Financiers). Its fully paid-up capital is 173 680 EUR as at 31 December 2015.

Distribution Fee:
In accordance with the global distribution and placement agreement effective as of 1 January 2011, distribution fees are paid out of the Sub-Fund's assets directly to the Delegate Manager. Stamina Asset Management will be in charge of the payment of distribution fees to the Distributor.

The distribution fees will be calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, over the past month and payable on a monthly basis as follows:

Category “F”: maximum 0.45% p.a.

Performance Fee:
A performance fee corresponding to 15% of the positive difference between the performance of each of the sub-fund’s categories and the performance of the 1M Euribor index since the previous closing date, applied to the category’s daily net assets.

Subscription / Redemption / Conversion:
The subscription, redemption and conversion lists are closed at 3.00 pm at the latest one day before each Valuation Day.
Payment for subscriptions must be made within a period of four business days following the Valuation Day.
Payment for redemptions and conversions will be made in the reference currency of the Sub-Fund within a period of four business days following the Valuation Day.

The subscription price corresponds to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus increased by a maximum subscription fee of 5% for the category “F” in favour of the financial intermediaries.

The redemption price is equal to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus increased by a maximum subscription fee of 1% for the category “F” if the redemption are higher than 10% of the assets of the Sub-Fund on a given day in favour of the Sub-Fund.

The terms for conversion of shares of one Sub-Fund to another are described in Chapter IV Point 3 of the Prospectus. The corresponding fee for conversion is fixed at a maximum 2% or the difference between the maximum subscription fee and the rate applied for the initial subscription in favour of the Delegate Manager and/or the financial intermediaries.

Listing on the Luxembourg Stock Exchange:
The shares of this Sub-Fund are not listed on the Luxembourg Stock Exchange.

Subscription Tax:
Category “Retail”: 0.05% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
Category “Institutional”: 0.01% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.

**Warning:**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share.
1. INVESTMENT POLICY

The objective of the “PARETURN STAMINA SYSTEMATIC PLUS” sub-fund (denominated in EUR) is to invest in a discretionary manner according to a quantitative system which, based on an analysis of the performance of the undertakings for collective investment in which the sub-fund invests, correlations between them and volatilities, will determine an asset allocation geared to current market conditions and designed not to exceed volatility of 15% p.a.

In order to achieve this objective, it will invest mainly in transferable securities issued anywhere in the world, or in shares or units issued by open-ended undertakings for collective investment whose investment policy is to invest in such securities, without any restriction or limitation in terms of industrial or sector diversification. These securities will include equities, fixed-rate or floating-rate bonds, zero-rate or convertible bonds, money market instruments, term deposits or cash.

Under exceptional circumstances, when required by the conditions on the financial markets, the sub-fund may invest its entire assets in term deposits or money market instruments in order to protect investors' interests.

The provisions of the investment policy as described above may be departed from during a two-month period prior to the liquidation or merger of the sub-fund.

RISKS:

Risks associated with equity markets: Potential investors are asked to carefully read the prospectus in full before making any investment. There can be no assurance that the SICAV’s sub-funds will achieve their investment objectives, and past performance is no guarantee of future results. Investments may also be affected by changes to the rules and regulations governing exchange controls or taxation, including withholding tax, or by changes to economic and monetary policies.

Lastly, investors are informed that the sub-funds may not achieve their performance objectives and that they may not recover the full amount of capital invested (minus subscription fees paid).

The specific risks to which this sub-fund may be exposed are listed below.

Risks associated with equity markets: The risks associated with investments in equities (and similar instruments) include significant fluctuations in prices, negative information on the issuer or the market, and the subordinate nature of equities to any bonds issued by the same company. Short-term fluctuations may also be extreme. The risk that the performance of one or more companies declines or stagnates may have a negative impact on the performance of the portfolio as a whole at any given time.

There is no guarantee that values will appreciate. The value of assets and the amount of income generated by them may fall instead of rising, and investors may not get back the amount they initially invested.

There is no guarantee that the investment objective will be achieved.

Some sub-funds may invest in companies making an initial public offering. In such cases there is a risk that the price of the newly floated share is particularly volatile due to factors such as the absence of previous trading, unseasonal transactions, the limited number of securities available for trading and a lack of information on the issuer. A sub-fund may hold this type of asset for a very short time, which will increase the costs.

Sub-funds investing in growth stocks may be more volatile than the market generally, and may react differently to economic, political or market developments and changes affecting the issuer. Traditionally, growth stocks are more volatile than other securities, especially over very short periods.
They may also have a higher price-to-earnings ratio than other types of equities. This means growth stocks may react more violently to variations in earnings growth.

The objective of some sub-funds may be to exaggerate market movements, which results in a higher than average volatility.

The manager may temporarily take a more defensive approach if it considers that the market or the economy of the country in which the sub-fund invests is overly volatile, is experiencing a general and persistent decline or is facing any other detrimental circumstances. In such cases, the sub-fund may be unable to achieve its investment objective.

**Interest rate risk:** The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. Investors should be aware that when interest rates rise the value of investments in bonds and debt securities will fall.

**Credit risk:** This is the risk that the credit rating of an issuer of bonds to which a sub-fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts.

If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the sub-fund has invested to fall.

Certain strategies may involve investing in bonds issued by issuers with a high credit risk (high-yield securities).

Investing in sub-funds that invest in high-yield bonds presents a higher than average risk due to greater currency fluctuations or the quality of the issuer.

**Counterparty risk:** This risk relates to the quality of the counterparty with whom the company does business, in particular for the settlement/delivery of financial instruments or the conclusion of financial forward contracts. The risk reflects the counterparty’s ability to honour its commitments (payment, delivery, repayment, etc).

**Liquidity risk:** This risk arises when a particular security is difficult to dispose of. In principle acquisitions for a Sub-Fund must only consist of securities that can be sold at any time. Nevertheless, it may be difficult to sell particular securities at the required time during certain phases or in particular exchange segments or due to the deterioration of the economic situation. There is also the risk that securities traded in a tight market segment may be subject to significant price volatility.

**Currency risk:** A sub-fund holds assets denominated in currencies other than its reference currency. It may be affected by changes in rates of exchange between the reference currency and these other currencies or by changes to exchange control regulations. If the currency in which a security is denominated appreciates against the sub-fund’s reference currency, the security’s equivalent value in the reference currency will also appreciate. Conversely, a depreciation in the currency will result in a fall in the security’s equivalent value in the reference currency.

There can be no assurance that transactions executed by the manager to hedge against currency risks will be 100% successful.

**Risks associated with inflation:** Returns on short-term investments may not match the rate of inflation, thus resulting in a reduction in the investor’s purchasing power.

**Tax-related risks:** The value of an investment may be affected by differences in applicable taxes between countries, such as withholding tax, or by changes in the country’s government, economic policy or monetary policy. This means that no guarantee can be given that the investment objectives will be achieved.

**Risks associated with investment strategies:** The sub-fund may invest in BNP Paribas Group funds or third party funds, the performance of which may fluctuate as a result of their exposure to the financial markets.
Investor profile:
 Shares in the Sub-fund are available to both retail investors and institutional investors.

2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:
For this Sub-Fund, the Company will issue shares in the category “F”, denominated in EUR (“EUR F”).

For each of these categories, the Company will issue capitalisation shares.

For this Sub-Fund, the Company will issue registered and dematerialised shares.

Frequency of the Calculation of the Net Asset Value “NAV”:
Daily, (the “Valuation Day”). The NAV will be calculated on the banking business day following the Valuation Day, on the basis of the closing price of this Valuation Day. If this day is a bank holiday in Luxembourg, the NAV will be dated on the next banking business day.

Initial Subscription Period: 10th June 2011.

Minimum initial subscription: For the categories “EUR F”: One share.

Minimum subsequent subscription: One share.

Delegate Manager:
Under the terms of an agreement concluded on 10 January 2011 for an indefinite term with a 90 (ninety) days prior notice to termination, Stamina Asset Management with its registered office at 15/19, Avenue de Suffren, F-75007 Paris, will perform the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

Stamina Asset Management is a company under French Law, incorporated in 2006. Its activity consists of the management of UCITS in accordance with the approval received from Financial Markets Authority (FMA) on 3 August 2006. Its fully paid-up capital is EUR 860,141.80 as at 31 December 2010. As per a sole Shareholder Resolution dated 7 December 2015, the name of the Company changed from “Primonial Asset Management” to “Stamina Asset Management”.

Delegate Manager’s Fee:
As remuneration for services provided, the Delegate Manager will receive a fixed fee, calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, at the end of over the past month and payable on a monthly basis as follows:

Category “F”: maximum 1.80% p.a.

As for investments in a UCITS or other UCIs, total management fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 5% of the NAV of the Sub-Fund. In its annual report, the Company shall indicate the maximum proportion of management fees both to the sub-Fund itself and to the UCITS and/or UCIs in which it invests.

Distributor
Under the terms of an agreement effective as of 1 January 2011 for an indefinite term with a 90 (ninety) days prior notice to termination, Primonial S.A.S. with its registered office at 15/19, Avenue de Suffren, F-75007 Paris, France, will perform the tasks of Distributor and as such agrees to comply
with all the necessary requirements in order to distribute, where applicable, market and promote the share(s) in the jurisdictions as part of its business.

**Primonial S.A.S** is a company under French Law, incorporated in France. Primonial S.A.S is acting as financial advisor (CIF) assigned by Anacofi (Association Nationale des Conseils Financiers). Its fully paid-up capital is 173 680 EUR as at 31 December 2015.

**Distribution Fee:**
In accordance with the global distribution and placement agreement effective as of 1 January 2011, distribution fees are paid out of the Sub-Fund's assets directly to the Delegate Manager. Stamina Asset Management will be in charge of the payment of distribution fees to the Distributor.

The distribution fees will be calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, over the past month and payable on a monthly basis as follows:

Category “F”: maximum 0.45% p.a.

**Performance Fee:**
A performance fee corresponding to 15% of the positive difference between the performance of each of the sub-fund’s categories and the performance of the 1M Euribor index since the previous closing date, applied to the category’s daily net assets.

**Subscription / Redemption / Conversion:**
The subscription, redemption and conversion lists are closed at 3.00 pm at the latest one day before each Valuation Day.
Payment for subscriptions must be made within a period of four business days following the Valuation Day.
Payment for redemptions and conversions will be made in the reference currency of the Sub-Fund within a period of four business days following the Valuation Day.

The subscription price corresponds to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus increased by a maximum subscription fee of 5% for the category “F” in favour of the financial intermediaries.

The redemption price is equal to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus increased by a maximum subscription fee of 1% for the category “F” if the redemption are higher than 10% of the assets of the Sub-Fund on a given day in favour of the Sub-Fund.

The terms for conversion of shares of one Sub-Fund to another are described in Chapter IV Point 3 of the Prospectus. The corresponding fee for conversion is fixed at a maximum 2% or the difference between the maximum subscription fee and the rate applied for the initial subscription in favour of the Delegate Manager and/or the financial intermediaries.

**Listing on the Luxembourg Stock Exchange:**
The shares of this Sub-Fund are not listed on the Luxembourg Stock Exchange.

**Subscription Tax:**
Category “Retail”: 0.05% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
Category “Institutional”: 0.01% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
Warning:
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share.
1. INVESTMENT POLICY

The objective of the Sub-Fund PARETURN MUTUAFONDO GLOBAL FIXED INCOME (denominated in EUR) is to out-perform the benchmark EFFA Bond Index Germany Tracker 1-3 years Total Return (Bloomberg code GRT1TR). The sub-fund will not replicate such index structure, which will be strictly used as a benchmark for commercial purposes.

**Benchmark:**
EFFA Bond Index Germany Tracker 1-3 years Total Return (Bloomberg code GRT1TR).

The Bloomberg/EFFAS indices are designed as transparent benchmarks for government bond markets. Indices are grouped by country and maturity sectors. Bloomberg computes daily returns and index characteristics for each sector.

In order to achieve that objective, the sub-fund will invest in a variety of both global corporate and public debt issuers, with at least fifty per cent (50%) of the portfolio classified as “investment grade” by any of the large rating agencies. The sub-fund may invest in ABS and/or MBS, with a maximum rate of 20%.

The currency exposure (in non-euro currency) of the underlying assets can reach one hundred per cent (100%) of the portfolio.

The Sub-Fund can invest for investment and hedging purposes in listed and OTC derivatives instruments in accordance with the investment restrictions provided in Chapter III of the Prospectus. Market exposure via derivatives instruments cannot be higher than the net assets of the Sub-Fund.

**RISKS:**

**Interest rate risk:** The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the sub-fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Bonds:** The Sub-Fund will invest in long positions with guaranteed return with the aim 1) of increasing the current portfolio return and 2) of reducing volatility. The Sub-Fund will also invest in short positions via derivatives of guaranteed return with the aim 1) of hedging existing long positions and 2) benefiting from arbitrage opportunities.

**Derivatives:** The Sub-Fund may use futures, pending investment in convertible or corporate bonds, or for hedging purposes, and options with a view to hedging systemic risks including market risks, interest rate risks, volatility risks and currency risks.

**Credit risk:** This is the risk that the credit rating of an issuer of bonds to which a sub-fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the sub-fund has invested to fall.
Liquidity risk: This risk arises when a particular security is difficult to dispose of. In principle acquisitions for a Sub-Fund must only consist of securities that can be sold at any time. Nevertheless, it may be difficult to sell particular securities at the required time during certain phases or in particular exchange segments or due to the deterioration of the economic situation. There is also the risk that securities traded in a tight market segment may be subject to significant price volatility.

Currency risk: A sub-fund holds assets denominated in currencies other than its reference currency. It may be affected by changes in rates of exchange between the reference currency and these other currencies or by changes to exchange control regulations. If the currency in which a security is denominated appreciates against the sub-fund’s reference currency, the security’s equivalent value in the reference currency will also appreciate. Conversely, a depreciation in the currency will result in a fall in the security’s equivalent value in the reference currency. There can be no assurance that transactions executed by the manager to hedge against currency risks will be 100% successful.

Risks associated with inflation: Returns on short-term investments may not match the rate of inflation, thus resulting in a reduction in the investor’s purchasing power.

Tax-related risks: The value of an investment may be affected by differences in applicable taxes between countries, such as withholding tax, or by changes in the country’s government, economic policy or monetary policy. This means that no guarantee can be given that the investment objectives will be achieved.

Investor profile: Shares in the Sub-fund are available to both retail investors and institutional investors.

2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:
For this Sub-Fund, the Company will issue shares "Retail" category “P” which is open to all types of Investors, denominated in EUR (“EUR P”)

For this category, the Company will issue Class "B" capitalisation shares.

For this Sub-Fund, the Company will issue only registered shares.

Frequency of Calculation of the Net Asset Value ("NAV"):
Daily, on each Luxembourg business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

Delegate Manager:
Under the terms of an agreement dated on 22 June 2012 for an indefinite term with at least ninety (90) days prior notice to termination, MUTUACTIVOS S.A.U., S.G.I.I.C with its registered office at Pº de la Castellana, 33, 28046 Madrid, Spain, will perform the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

Delegate Manager’s Fee:
As remuneration for services provided, the Delegate Manager will receive a fixed fee, calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, at the end of over the past month and payable on a monthly basis as follows:

Category “P”: maximum 0.25% p.a.
**Initial Subscription Period:**
For the category “P”: Launch on 28 June 2012 at the initial subscription price of EUR 150.-.

**Subscription / Redemption / Conversion:**

Subscriptions in the Sub-Fund will only be done in amount.

Minimum initial subscription: EUR 10.

Minimum holding: None.

The subscription price corresponds to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus without any subscription fee.

The redemption price is equal to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus without any redemption fee.

The terms for conversion of shares of one Sub-Fund to another are described in Chapter IV Point 3 of the Prospectus without conversion fee.

Subscription/redemption/conversion lists are closed at the latest at 3.00 pm at the latest on the last business day prior to the Valuation Day.

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three business days of the calculation of the applicable Net Asset Value.

**Listing on the Luxembourg Stock Exchange:**
The shares of this Sub-Fund are not listed on the Luxembourg Stock Exchange.

**Subscription Tax:**
The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.05% for retail shares (“P”)

**Warning:**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share.
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN BARWON LISTED PRIVATE EQUITY (the “Sub-Fund”) is to provide investors with private equity-style investment returns through securities listed on exchanges worldwide.

The Sub-Fund invests in a portfolio of the listed private equity (“LPE”) securities whose principal business is to invest in the equity and/or debt of private companies or eligible private equity funds. The Sub-Fund also invests in the listed securities of companies that are controlled or substantially influenced by private equity manager.

The Sub-Fund aims to deliver a return of at least 12% p.a. over a rolling three-year period after fees and fund expenses, although this is not guaranteed.

The LPE sector has historically provided the same attractive returns as traditional unlisted private equity, but with several material advantages:

- Liquidity: interests in unlisted funds are generally illiquid, and costly to sell. LPE securities can be bought and sold cheaply on a daily basis.
- Immediate Portfolio: the creation of a diversified, quality private equity portfolio through unlisted funds can be difficult to achieve for all but the largest institutional investors. Quality managers can be difficult to access, and funds may take a significant time to draw down capital commitments and to make investments. LPE securities can give investors an immediate exposure to a diversified portfolio of private equity investments.
- Reduced J curve: investments in unlisted private equity funds typically experience negative or low returns in the first few years of a fund’s life due to fees in making investments and returns being skewed to later years – an effect known as the “J Curve”. A balanced LPE portfolio reduces this effect as the underlying portfolio is a mix of companies and vintages.
- Diversification: By investing in a portfolio of LPE securities, the Sub-Fund provides investors with exposure to investments that are spread across geography, deal stage, vintage year, sector, and manager.
- Market Inefficiencies: LPE securities are generally poorly understood because of sporadic news flow and limited research coverage. This lack of regular and in depth research leads to pricing inefficiencies and attractive investment opportunities for active and experienced managers.

The Sub-Fund may invest up to 100% of its assets into LPE securities or listed securities issued by companies which are controlled or substantially influenced by private equity managers, although the Sub-Fund may hold up to 30% of its assets in cash. The Delegated Manager expects that the Sub-Fund will typically have cash holdings of between 5% and 10%.

The Sub-Fund will not borrow to invest, and will not engage in short selling.

The Sub-Fund will typically hold a concentrated portfolio of securities, representing the most attractive investment opportunities in the LPE sector. In constructing the portfolio, the Delegated Manager will have regard to diversification and concentration risk across sectors, geographies and deal stages, although it is not the objective of the Sub-Fund to create a portfolio that is weighted or balanced across all these dimensions. The investment portfolio will not be managed with reference to a benchmark.
**Risk Profile:**

The Sub-Fund invests in global, listed equity markets and as such is subject to risks, including risks associated with market movements, currency fluctuations, the performance of individual securities, economic conditions and the credit environment.

The specific risks to which this Sub-Fund may be exposed are listed below.

**Risks associated with equity markets:** The risks associated with investments in equities (and similar instruments) include significant fluctuations in prices, negative information on the issuer or the market, and the subordinate nature of equities to any bonds issued by the same company. Short-term fluctuations may also be extreme. The risk that the performance of one or more companies declines or stagnates may have a negative impact on the performance of the portfolio as a whole at any given time.

There is no guarantee that values will appreciate. The value of assets and the amount of income generated by them may fall instead of rising, and investors may not get back the amount they initially invested.

There is no guarantee that the investment objective will be achieved.

The Sub-Fund may invest in companies making an initial public offering. In such cases there is a risk that the price of the newly floated share is particularly volatile due to factors such as the absence of previous trading, unseasonal transactions, the limited number of securities available for trading and a lack of information on the issuer. A Sub-Fund may hold this type of asset for a very short time, which will increase the costs.

The Delegated Manager may temporarily take a more defensive approach if it considers that the market or the economy of the country in which the Sub-Fund invests is overly volatile, is experiencing a general and persistent decline or is facing any other detrimental circumstances. In such cases, the Sub-Fund may be unable to achieve its investment objective.

**Liquidity risk:** There is a risk that the Sub-Funds’ assets become illiquid because the market in them is particularly thin (often evidenced by a very broad bid-ask spread or substantial changes in price), or if their rating is downgraded or if the economic situation deteriorates. As a result, it may not be possible to sell or buy these assets quickly enough to prevent or minimise a loss.

**Currency risk:** The Sub-Fund holds assets denominated in currencies other than its reference currency. It may be affected by changes in rates of exchange between the reference currency and these other currencies or by changes to exchange control regulations. If the currency in which a security is denominated appreciates against the Sub-Fund’s reference currency, the security’s equivalent value in the reference currency will also appreciate. Conversely, a depreciation in the currency will result in a fall in the security’s equivalent value in the reference currency.

There can be no assurance that transactions executed by the manager to hedge against currency risks will be 100% successful.

**Investor Profile:**

The Sub-Fund is suitable for investors:

- seeking exposure to private equity investments, with the added advantages of investing through listed securities;
- have a medium to long-term investment horizon, with a focus on capital appreciation; and
- can tolerate market fluctuations and equity risk.

2. **GENERAL INFORMATION**

**Reference currency of the Sub-Fund:** EUR

Other currency denominations: GBP for the category “GBP G” and USD for the category “USD U”

**Shares:**
For this Sub-Fund, the Company will issue three share classes:

Category “I” in the category “Institutional” denominated in EUR.
Category “G” in the category “Institutional” denominated in GBP
Category “U” in the category “Institutional” denominated in USD.

For the categories “I” and “G”, the Sub-Fund will only issue “A” shares (distribution shares).

For the categories “U”, the Sub-Fund will only issue “B” shares (capitalisation shares).

For this Sub-Fund, the Company will issue registered shares.

**Frequency of the Calculation of the Net Asset Value “NAV”:**
Daily, on each Luxembourg business day (“Valuation Day”). If such a day is a public holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

**Delegate Manager:**
Under the terms of an agreement concluded on November 2012 for an indefinite term with at least three (3) months prior notice to termination, Barwon Investment Partners Pty Ltd, Level 3, 17 Castlereagh Street, Sydney NSW 2000, Australia, performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since November 2012.

**Delegate Manager’s Fee:**
As remuneration for its services, the Delegate Manager will receive an annual fee of maximum 0.65%, calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, and payable monthly in arrears.

In addition, the Delegate Manager will receive a performance fee equal to 15% of any out-performance above the performance hurdle of 12% per annum payable on a semi-annual basis. The performance of the Sub-Fund will be measured by the Sub-Fund’s daily unit price movement after fees and expenses.

The fee is calculated and accrued daily and paid out of the Sub-Fund semi-annually.

Any cumulative underperformance from the 24 months previous to the current performance fee calculation period (or a lesser period if the period since the Sub-Fund’s first offering is less than 30 months) must be earned back before any performance fee is payable.

**Launch Date of the Sub-Fund:** 29 November 2012

**Subscription / Redemption / Conversion:**
Subscriptions in the Sub-Fund will be done in amount and/or in number of shares to be subscribed.

**Initial subscription Amount:**
Class I: EUR 2,500.-,
Class G: GBP 2,000.-,
Class U: USD 3,000.-

The Board of Directors may waive at its discretion these minimum initial subscription amounts.

**Minimum subsequent subscription:**
None
The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with Chapter V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with Chapter V, without deduction of any redemption commission.

The terms for conversion of shares of one Sub-Fund to another are described in item 4 Chapter IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at 4.00 pm at the latest on the last business day prior to the Valuation Day.

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund, category or class of shares within three (3) business days of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:**
The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:**
The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.01% for institutional shares “I”, “G” and “U”.

**Warning:**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.
1. INVESTMENT POLICY

The objective of the Sub-Fund PARETURN GLOBAL BALANCED UNCONSTRAINED (denominated in EUR) is to achieve medium-term capital growth.

The Sub-Fund is not constrained by any benchmark.

To achieve that objective, it will invest principally in units of UCITS (which invest principally in transferable securities such as fixed or variable income debt securities, equities and similar securities), equities, fixed income instruments as well as in money market instruments issued on the markets of the OECD. The exposure to equities will represent a maximum of 50% of the sub-fund’s portfolio, with the rest of the portfolio being subject to exposure to fixed income and money market instruments.

As part of active portfolio management, the manager may depart from this composition depending on market conditions and its market view.

The Sub-Fund may also hold liquidities and term deposits on an ancillary basis.

Although the reference currency of the Sub-Fund is EURO (EUR), the Sub-Fund may deal in foreign exchange transactions for hedging as well as non-hedging purposes.

The Sub-Fund may use financial derivative instruments for hedging purposes. Financial derivative instruments which the Sub-Fund may use will consist mainly of FX forward contracts for hedging purposes.

**Risk profile:**

(i) This Sub-Fund may principally invest its assets in UCITS which invest in equities and bonds.

(ii) The Sub-Fund’s exposure to equities means that investors are exposed to stock market movements and therefore they should expect the value of the Sub-Fund to rise and fall on a daily basis.

(iii) Bond prices can fluctuate significantly depending on not only the global economic and interest rate conditions, but also the general credit market environment and the creditworthiness of the issuer.

**Investor profile:**

This Sub-Fund is suitable for investors who:

- are seeking a diversified investment in international equities and bonds,
- wish to benefit from an evolving tactical allocation of their assets,
- want a long-term investment whilst tolerating an average level of risk.

2. GENERAL INFORMATION

**Reference currency of the Sub-Fund:** EUR

**Shares:**

For this Sub-Fund, the Company will issue registered shares "Retail" category “P” which is open to all types of Investors, denominated in EUR ("EUR P")
For each of these categories, the Company will issue nominative and capitalisation (Class B) shares. Fraction of shares up to 3 decimal points may be issued.

**Frequency of the Calculation of the Net Asset Value “NAV”:**
Weekly, each Friday (the “Valuation Day”). If this day is a bank holiday in Luxembourg, the NAV will be dated on the next banking business day.

Initial subscription period and price: The Sub-Fund will be launched at a later date to be decided by the Board of Directors.

**Minimum Initial subscription period:** from 9 to 11 July 2013.

**Launch Date of the Sub-Fund:** 12 July 2013

**Minimum initial subscription amount:** EUR 10.000,-.

**Minimum subsequent subscription amount:** None.

**Delegate Manager:**
Under the terms of an agreement concluded on May 2013 for an indefinite term with a 90 (ninety) days prior notice to termination, Sinergia Advisors 2006 Agencia de Valores S.A., with its registered office at, C/. Velázquez, 41-3º C 28001 Madrid, Spain, will perform the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

**Delegate Manager’s Fee:**
As remuneration for services provided, the Delegate Manager will receive a fixed fee, calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, at the end of each quarter and payable quarterly as follows:

Category “P”: maximum 0.25% p.a.

**Subscription / Redemption / Conversion:**
The subscription and redemption lists are closed at 12.00 pm at the latest one day before each Valuation Day.

Subscriptions in amount are also allowed.

Payment for subscriptions and redemptions must be made within a period of three business days following the Valuation Day.

The subscription price corresponds to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus increased by a maximum subscription fee of 5%.

The redemption price is equal to the NAV of the Sub-Fund, determined in accordance with Chapter V of the Prospectus without any redemption fee.

The conversion of the shares of the Sub-Fund with other shares of the other sub-funds of the Company is not allowed.

**Listing on the Luxembourg Stock Exchange:**
The shares of this Sub-Fund are not listed on the Luxembourg Stock Exchange.

**Subscription Tax:**
Category “P”: 0.05% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
**Warning**

Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.
1. **INVESTMENT POLICY**

The objective of the sub-fund **PARETURN CERVINO WORLD INVESTMENTS** is to provide investors with long-term capital appreciation through realized gains, as well as income. In order to achieve the investment objective, the Sub-Fund will invest principally in global equities.

Investment performance of the Sub-Fund will be measured against a benchmark, which shall be the MSCI World 100% Hedged to EUR Net Total Return Index. This benchmark is for reporting purposes and is not an assurance that the Sub-Fund will achieve such a level of performance.

The proportion of the Sub-Fund invested in global equities may vary widely (down to a minimum of 40%), depending on the market risk exposure from time to time. In order to manage such market risk, the proportion invested in global equities might be reduced in favor of investments in deposits, money market instruments, transferable securities producing a fixed income, or other collective investment undertakings (including UCITS).

The Sub-Fund will invest in transferable securities listed or traded in recognized markets of member states of the OECD. The Sub-Fund will primarily invest in mid to large capitalisation companies (that is companies with a market capitalisation exceeding EUR 1,000 million at the time of investment) that the Investment Manager considers are going to pay growing and sustainable dividends and whose real value is substantially superior to the existing market valuation, according to the Investment Manager’s criteria. The Sub-Fund will normally invest in the transferable securities of between 40 and 70 companies.

Investments in equities will generally be made with an intention that they should be held for more than three years, although the relationship between price and value will always be the principal deciding factor for the duration of any given investment and so on some occasions investments may be held for shorter periods.

The Sub-Fund will strictly adhere to and control the minimum diversification criteria established under current legislation for UCITS. Other than that, the geographical distribution of the Sub-Fund’s net assets may vary at the manager’s discretion, so there will be no regional or sector limits.

The reference currency of the Sub-Fund is EURO (EUR). The Sub-Fund may deal in foreign exchange transactions for hedging as well as non-hedging purposes.

The duration and credit rating of transferable securities producing a fixed income held by the Sub-Fund is not predetermined and such transferable securities may consist of holdings in sovereign debt as well as corporate fixed income. Investments in issuers with a credit rating inferior to BBB are allowed.

The Sub-Fund may enter into derivatives (including OTC derivatives) for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Investment Manager’s criteria and rules, but will expose the Sub-Fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

The Sub-Fund will not exceed the general limits for the use of financial derivative instruments for reasons of market and counterparty risk set out in current legislation for UCITS.
Risk Profile
The investment policy of the Sub-Fund in equity instruments, emerging markets, fixed income securities is subject to risks, including market risk, currency risk and credit risk. It is expected that the Sub-Fund will have a high volatility of NAV.

Given that the Sub-Fund will invest in other UCIs, investors should be made aware that the applicable investment management commissions, as well as fund administration, central administration and other providers commissions, may be in addition to commissions paid by UCIs to their sub-managers and other sub-providers, resulting in double payment of such commissions.

As for investments in a UCITS or other UCIs, total Delegate Manager’s Fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 2% of the NAV of the Sub-Fund. In its annual report, the Company shall indicate the maximum proportion of Delegate Manager’s Fees both to the sub-Fund itself and to the UCITS and/or UCIs in which it invests.

Investor Profile
The Sub-Fund is suited to investors seeking an appreciation of invested capital on a long term and who are able to withstand high short term volatility.

This Sub-Fund is offered to both retail and institutional investors.

Warning
An investment in equity instruments may decline in value over short or even extended periods of time as well as rise. Investment in stocks and other equity instruments are subject to market risk and result in greater price volatility that of bonds or other fixed income securities. The value of an investment in the Sub-Fund will be affected by fluctuations in the value of the currency of denomination of the shares against the value of the currency of denomination of the Sub-Fund’s underlying investments. Adverse fluctuations in currency exchange rates can result in a decrease in return and in a loss of capital.

The Sub-Fund invests in emerging markets. Such investments may carry additional risks, including the possibility of nationalisation or expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments, which could affect investments in those countries, increasing their volatility.

The Sub-Fund invests in short-term to long-term fixed income securities, which are subject to credit risk, which is an issuer’s inability to meet principal and interest payments on the obligations, and may be subject to price volatility due to interest rate sensitivity.

As the Sub-Fund invests in fixed income securities issued by institutions with medium credit rating, there is a moderate counterparty risk. However, the Sub-Fund may invest its fixed income portfolio in securities issued by institutions with low credit rating.

2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EURO

Shares:
In this Sub-Fund the Company shall issue only one type of capitalisation shares: “Class B”

The Sub-Fund will issue shares in registered form.

Frequency of the Calculation of the Net Asset Value “NAV”: Daily. If this is a public holiday in Luxembourg, the NAV will be dated the following bank working day.
Delegate Manager:
Pursuant to an agreement dated 13 January 2017 for an indeterminate period, with at least three months prior notice to termination, Varianza Gestiòn, SGIIC, S.A., acts in capacity as manager, and is as a consequence in charge of the actual management of the Sub-Fund.

Delegate Manager’s Fee:
As compensation for its services the Manager shall be entitled to the following commissions deducted from the net assets of the Sub-Fund:

A Delegate Manager’s Fee payable in advance on a quarterly basis and calculated on the basis of the average net assets of the Sub-Fund for the previous quarter of:

- Category “P”: 0.55% per annum
- Category “I”: 0.55% per annum

In addition, the Delegate Manager will receive a performance fee equal to 10% of the net annual performance of the Sub-Fund calculated against the NAV as of end of the previous period (adjusted by all subscriptions and redemptions) if the Sub-Fund performance exceeds the performance of the EURIBOR index + 6%.

The NAV after performance fees would be capped to prevent the NAV after performance fee to decrease below the hurdle.

This performance fee will be provisioned on each NAV calculation. In the event of a loss, any provisions will be taken back up to the maximum of the account for previous provisions made to that effect. In the event of share redemptions, if a performance fee is provisioned, the part proportional to the redeemed shares will be taken in favour of the Delegate Manager.

Any payment of the performance fee will be made at the close and on the basis of an NAV calculated on 30 September of each financial year.

No high watermark is used.

EURIBOR 1 Week: EUR001W Index

Initial Subscription Period:
Launch Date of the Sub-Fund: 7 March 2014.

Shares of the Sub-Fund may be subscribed initially at an initial subscription price of EUR 100 for shares for the Class “P” and “I”.

Minimum initial subscription Price: EUR 100

Minimum subsequent subscription amount: EUR 100

Subsequent Subscription /Redemption /Conversion:
The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, without deduction of any redemption commission.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.
The lists for the subscription, redemption and conversion of shares shall be closed at 16:00 hours at the latest on the last business day prior to the Valuation Day.

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three business days of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:**
The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:**
The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.05% for P (Retail) shares (“B”)
- 0.01% for I (Institutional) shares (“B”)

**Warning:**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share.
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN A.C. FONDEPOSITO (the “Sub-Fund” or the “Feeder Sub-Fund”) is to provide investors with capital appreciation of its net assets, using the Euribor 3m EUR as reference.

The Sub-Fund is a feeder fund of the master fund IMANTIA FONDEPOSITO, FI (the “Master Fund”).

The Sub-Fund will invest more than 85% of its total net exposure in the Master Fund.

The rest of the assets will be invested in cash (for ancillary purposes), deposits, repurchase agreement, current accounts, derivatives for hedging.

The objective, the investment policy and the risk profile of the Feeder Sub-Fund and the Master Fund are similar. The performance of the Feeder Sub-Fund and the Master Fund are similar with the exception of the assets of the Feeder Sub-Fund which will not be invested in the Master Fund.

The Feeder Sub-Fund may not invest more than 15% of its assets in the following elements:

1) ancillary liquid assets in accordance with Article 41, paragraph (2), second sub-paragraph of the 2010 Law;
2) financial derivative instruments which may be used only for hedging purposes, in accordance with Article 41 first paragraph, point g) and Article 42 second and third paragraphs of the 2010 Law;
3) movable and immovable property which is essential for the direct pursuit of the Company’s business.

Investment Policy of the Master Fund

The Master Fund is a common UCITS fund registered in Spain and governed by the Directive 2009/65/EC.

The Master Fund will invest 100% of its total net exposure, directly or indirectly through UCITS (maximum 10% of assets) in public and/or private debt (including deposits and money market instruments that are unlisted but liquid). The Master Fund will also have an exposure of more than 50% in deposits maturing within one year issued by credit institutions subject to EU prudential supervision, or equivalent.

The issuers and the markets in which the assets will be traded in will be Spanish, as well as other OECD countries (including emerging markets), predominantly in the Euro zone.

The Master Fund will invest in private fixed income securities that are subject to representative market prices.

Up to 20% of the total exposure of the fixed income portfolio, including deposits, may have a lower credit rating than that of Spain (by up to 4 grades less), the rest of the exposure being subject to a superior credit rating. For non-graded securities, the issuer’s rating will apply.

The average portfolio duration of the Master Fund will be less than 12 months.
Exposure to currency risk will be less than 5% of assets.

The Master Fund may invest more than 35% of assets in securities issued or guaranteed by a member state of the European Union, autonomous region, local, international organisations of which Spain is a member and states graded as high as Spain in terms of liquidity.

The Master Fund may use derivatives traded on organised markets and OTC derivatives for hedging and investment purposes in accordance with the investment restrictions provided in Chapter III of the Prospectus.

Market exposure via derivatives instruments cannot be higher than the net assets of the Master Fund.

This action carries certain risks rising from the possibility of insufficient hedging, the leverage involved and the absence of a compensation committee.

Risk Profile of the Master Fund

The investments described herein may imply, among others, an interest rate risk, an exchange rate risk, credit risk, as well as an emerging countries’ investment risk.

Specifically, given the investment policy of the Master Fund, investors are advised of the following risks;

Credit risk: This is the risk that the credit rating of an issuer of bonds to which a fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the fund has invested to fall.

Investment in Emerging Markets

For the fund authorised to invest in emerging markets, investors should be aware that some markets in which fund may invest are emerging markets subject to periods of growth, instability and change. The activity of custodian banks is not as developed in emerging countries and this may lead to difficulties in the liquidation and registration of transactions. The stock exchanges concerned are smaller and more volatile than the stock markets of more developed countries. A small number of issuers account for a large share of market capitalisation and quotation value of these exchanges. In the past, some of these exchanges have experienced substantial volatility of prices or were closed unexpectedly and for long periods of time. There is no guarantee that such events will not be repeated. In emerging markets there is the risk of political or economic changes which could unfavourably influence the value of a Sub-Fund’s investment. In these regions, the risk that the main investment objective, i.e. appreciation of capital, will not be achieved is even more substantial.

General Market Risk

The value of the fund’s shares will fluctuate based on the performance of the fund’s investments and other factors affecting the securities markets generally.

Equity Market Risk

Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change.

Interest Rate Risk

The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal
interest rates rise, the value of fixed income securities held by the fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Derivatives**
The fund may enter into derivatives (including OTC derivatives) for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Investment Manager’s criteria and rules, but will expose the fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

**Investor Profile of the Feeder Sub-Fund**
Shares in the Sub-fund are available to retail investors.

The Sub-Fund may not be suitable for investors seeking to invest in less than a minimum of 12 months.

**Warning**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

**Additional Information Concerning the Master-Feeder Structure**
The prospectus of the Master Fund is available, upon request and free of charge, to all shareholders at the registered office of the management company of the Master Fund (IMANTIA CAPITAL SGIIC SA, Calle Serrano 45, Madrid 28001, Spain).

Further information and documents are also available at the registered office of the Feeder Sub-Fund’s Management Company and/or Company.

The Feeder Sub-Fund and the Master Fund are managed by different management companies.

As per the 2010 Law, the Feeder Sub-Fund has entered into an agreement with the Master Fund. The Feeder Sub-Fund shall not invest in excess of the limit applicable under the 2010 Law, in shares of that Master Fund until the agreement referred to above has become effective.

The agreement describes the business rules of conduct ensuring compliance with the 2010 Law requirements meaning *inter alia* (i) the repurchase, subscription or redemption of shares as well as their suspension and (ii) the appropriate measures to coordinate the timing of their net asset value calculation and publication.

The agreement is available upon request and free of charge, to all shareholders. No costs will be borne by the Feeder Sub-Fund when investing in the Master Fund.

No costs will be borne by the Master Fund with the exception of the fees as stipulated in its prospectus.
There will be no tax implications for the shareholders of the Feeder Sub-fund by virtue of its being part of the Master-Feeder structure.

The Master Fund will not charge the Feeder Sub-Fund any ongoing charges. The management fee detailed will be payable entirely to the Feeder Sub-Fund only.

The performance of the Feeder Sub-Fund will in principle resemble that of the performance of the Master Fund.

2. GENERAL INFORMATION

**Reference currency of the Sub-Fund:** EUR

**Shares:**

For this Sub-Fund, the Company will issue shares in the category “R”, denominated in EUR (“EUR R”).

For this category, the Company will issue capitalisation (“B Class) shares.

For this Sub-Fund, the Company will issue registered shares.

**Frequency of the Calculation of the Net Asset Value “NAV”:** Daily, on each Luxembourg or Spanish business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg or in Spain the NAV shall be calculated on the next business day in Luxembourg.

**Delegate Manager:** Under the terms of an agreement concluded on March 2014 for an indefinite term with at least three (3) months prior notice to termination, IMANTIA CAPITAL SGIIC SA performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since March 2014.

**Delegate Manager’s Fee:** As remuneration for its services, the Delegate Manager will receive an annual fee up to 0.50% calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

**Subscription / Redemption / Conversion:**

Subscriptions in the Sub-Fund will be done in amount.

**Launch Date of the Sub-Fund:** 7 April 2014

Initial subscription Price per share: 150 EUR
Minimum initial subscription amount: 100,000 EUR

Minimum holding amount: 100,000 EUR

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus with deduction of a maximum of 5% subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, with deduction of a maximum of 5% redemption fee of the Net Asset Value.
The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at 9 a.m.

The payment of subscriptions shall be made in the reference currency of the Sub-Fund within one business day before the calculation of the applicable Net Asset Value. The payment of redemptions shall be made in the reference currency of the Sub-Fund within the day of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being 0.05%.
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN - ENTHECA PATRIMOINE is (denominated in EUR) to achieve growth through a global balanced strategy.

The Sub-Fund is a diversified mixed sub-fund with the following exposure threshold to each asset class. The exposure per each asset class will be:

**Equities:** between 0% and 50% of the Sub-Fund's net assets, investing directly and/or through UCITS and/or other UCI within the meaning of Article 1, paragraph (2), items (a) and (b) of Directive 2009/65/EC or via financial derivatives instruments in international securities of market capitalisations of large and mid-sized listed companies, (including all capitalisations, without restrictions in terms of sector or region).

Among equities, specific exposures are as follows:
- from 0% to 15% investing directly and/or through UCITS and/or other UCI within the meaning of Article 1, paragraph (2), items (a) and (b) of Directive 2009/65/EC or via financial derivatives instruments in international equities of market capitalisations of small-sized listed companies (ie. between 150 million euros to 1 billion euros), with no sector allocation limits.
- from 0% to 15% investing in emerging markets securities

**Fixed income products:** from 0% to 100% of the Sub-Fund’s net assets, investing in fixed and/or variable rate government and/or corporate bonds and money market, directly or through UCITS and/or other UCI within the meaning of Article 1, paragraph (2), items (a) and (b) of Directive 2009/65/EC. The exposure of the Sub-Fund may not exceed 50% of its total assets investing in high yield bonds or non-rated securities. The portfolio’s sensitivity regarding rates markets will vary a range from -2 to 5.

The Sub-Fund reserves the right to determine this allocation further to risks, opportunities and market conditions considerations.

The Sub-Fund may use financial derivatives instruments for hedging and investment purposes.

**Risk Profile**

The investment policy of the Sub-Fund in equity instruments, emerging markets, fixed income securities is subject to risks, including market risk, currency risk and credit risk.

**Investing In Equity Securities**

Investing in equity securities may offer a higher rate of return than those in short term and longer term debt securities. However, the risks associated with investments in equity securities may also be higher, because the investment performance of equity securities depends upon factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with any equity portfolio is the risk that the value of the investments it holds might decrease in value. Equity security values may fluctuate in response to the activities of an individual company or in response to general market and/or economic conditions. Historically, equity securities have provided greater long-term returns and have entailed greater short-term risks than other investment choices. The investments in securities of newer companies may be riskier than the investments in more established companies. The investments in warrants involve a greater degree of risk, as the greater volatility in the prices of warrants may result in greater volatility in the price of Shares.
Investors should be aware that the value of the Shares may fall as well as rise and a Shareholder on transfer or redemption of Shares or liquidation may not get back the amount initially invested. There can be no assurance that the investment objectives of the Sub-Fund will be achieved.

**Investment in Mid And Small Cap Securities**
To the extent a Sub-Fund invests in securities of medium sized and small capitalization companies, such Sub Funds’ investments in smaller, newer companies may be riskier than investments in larger, more established companies. The stocks of medium-size and small companies are usually less stable in price and less liquid than the stocks of larger companies.

**Investments in Debt Securities**
Debt securities are subject to the risk of an issuer's inability to meet principal and interest payments on the obligation (credit risk) and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity.

**Investment in Emerging Markets**
For the Sub- Funds authorised to invest in emerging markets, investors should be aware that some markets in which Sub-Funds may invest are emerging markets subject to periods of growth, instability and change. The activity of custodian banks is not as developed in emerging countries and this may lead to difficulties in the liquidation and registration of transactions. The stock exchanges concerned are smaller and more volatile than the stock markets of more developed countries. A small number of issuers account for a large share of market capitalisation and quotation value of these exchanges. In the past, some of these exchanges have experienced substantial volatility of prices or were closed unexpectedly and for long periods of time. There is no guarantee that such events will not be repeated. In emerging markets there is the risk of political or economic changes which could unfavourably influence the value of a Sub-Fund’s investment. In these regions, the risk that the main investment objective, i.e. appreciation of capital, will not be achieved is even more substantial.

**Investor Profile**
The Sub-Fund is suited to investors seeking an appreciation of invested capital on a long term.

**Warning**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. **GENERAL INFORMATION**

**Reference currency of the Sub-Fund:** EUR

**Shares:**
For this Sub-Fund, the Company will issue shares:
- in the category “R” which is open to all types of Investors and
- in the category “I”, which is exclusively reserved for Institutional Investors.

For each of these categories, the Company will only issue capitalisation share in Class “B”.

For this Sub-Fund, the Company will issue registered shares.
**Frequency of the Calculation of the Net Asset Value “NAV”:**
Twice monthly, namely the 15th and the last bank working day in Luxembourg (“Valuation Day”). If the Valuation Day is a public holiday in Luxembourg, the NAV will be dated on the following bank working day.

**As from October 3rd, 2014,** the Net Asset Value will be calculated weekly, namely each Friday in replacement of the current NAV frequency calculation, which is bi-monthly, namely the 15th and the last bank working day.

**Delegate Manager:** Under the terms of an agreement dated on 6 December 2013 for an indefinite term with a 90 (ninety) days prior notice to termination, ENTHECA FINANCE S.A.S. with its registered office at 22, rue de Marignan, F-75008 Paris, France, will perform the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

ENTHECA FINANCE S.A.S. is a company under the corporate form of Société par Actions Simplifiées (S.A.S.) governed by the French Law, registered on October 12, 2007. Its activity consists of the management of UCITS and licensed by the French Authority of the Financial Markets (Autorité des Marchés Financiers) under n° GP-07000052.

**Delegate Manager’s Fee:** As remuneration for its services, the Delegate Manager will receive an annual fee calculated on the net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears of:

- Class “R”: max. 1.30% per annum
- Class “I”: max. 0.70% per annum

As for investments in a UCITS or other UCIs, total management fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 3% of the NAV of the Sub-Fund. In its annual report, the Company shall indicate the maximum proportion of management fees both to the sub-Fund itself and to the UCITS and/or UCIs in which it invests.

**Performance Fee:**
Moreover, for both classes of shares, the delegated Manager is entitled to receive a performance fee, as described as follows:

**For Class “R”:**
The positive difference between the annual performance of the share class (i.e. over the accounting year) and the hurdle rate (this is a fixed rate equal to 5%). This fee amounted to 15% above the hurdle rate is payable to the Delegated Manager. The performance fee will be calculated and provision will be adjusted on each Valuation Day during the financial year with the application of the hurdle rate method. Performance fees becomes payable to the Delegated Manager, after deducting any performance fee. Performance fee will be accrued if the performance of the share class of the sub-fund exceeds the hurdle rate. In case of redemption, the performance fee accrued (if any) attributable to shares redeemed within the financial year, will be crystallized and paid to the Delegated Manager. The performance fees will be paid in an annual basis.

**For Class “I”:**
The positive difference between the annual performance of the share class (i.e. over the accounting year) and the hurdle rate (this is a fixed rate equal to 6%). This fee, amounted to 10% above the hurdle rate and capped to 35% of the Delegate Manager’s Fees applicable to the relevant share class, is payable to the Delegated Manager. The performance fee will be calculated and provision will be adjusted on each Valuation Day during the financial year with the application of the “high water mark with hurdle rate” method. Hurdle rate means the performance of a reference index (or other references) as specified at the level of the share class whereas high water mark means the highest
NAV of the share class as at the end of any previous financial year on which performance fees becomes payable to Delegated Manager, after deducting any performance fee. Performance fee will be accrued if the performance of the share class exceeds the hurdle rate and the high water mark. In case of redemption, the performance fee accrued (if any) attributable to shares redeemed within the financial year, will be crystallized and paid to the Delegated Manager. The performance fees will be paid in an annual basis.

Subscription / Redemption / Conversion:

Subscriptions in the Sub-Fund will be done in amount or in kind.

Initial Subscription Date and launch Date of the Sub-Fund: 6 December 2013

Minimum initial subscription Price:
Shares of the Sub-Fund may be subscribed initially at an initial subscription price of EUR 140.

Minimum initial subscription Amount:
For Class R: EUR 100,-
For Class I: EUR 300.000,-

Minimum subsequent subscription:
For class R: one share
For class I: one share

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus. This subscription price may be increased by a maximum subscription fee (i) of 2% of the NAV for shares in category “R” and (ii) of 3% of the NAV for shares in category “I” paid in favour of the financial intermediaries.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, without deduction of any redemption commission.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed on the Valuation Day at 12:30 pm at the latest

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three business days of the calculation of the applicable Net Asset Value.

Official listing on the Luxembourg Stock Exchange: The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

Subscription Tax: The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.05% for class “R” share
- 0.01% for class “I” share.
1. INVESTMENT POLICY

The sub-fund PARETURN ATAUN (the “Sub-Fund”) will seek to achieve total returns, with a predominant focus on capital growth and income generation and a secondary focus on capital preservation. The Sub-Fund is intended to maintain a moderate exposure to risk of capital loss and will be managed with flexible asset allocation parameters.

The Sub-Fund will seek exposure to a portfolio of equity and debt securities issued globally, primarily through investments in UCITS and UCIs (including those managed or distributed by companies in the JPMorgan Chase & Co. group).

On ancillary basis, the Sub-Fund may also invest in UCITS and UCIs that will have exposure to a range of alternative investment strategies including, but not limited to, opportunistic/global macro, long/short equity, event driven, relative value, credit and portfolio hedge strategies.

The Sub-Fund may use financial derivative instruments eligible under UCITS to achieve its investment objective and for hedging purposes. These instruments may include, but are not limited to, forward contracts, futures, options, contracts for difference and other financial derivative instruments.

The Sub-Fund may also invest directly in securities (including equity securities, debt securities, convertible bonds and credit linked instruments), deposits with credit institutions and money market instruments.

The Sub-Fund will not invest directly in commodities but will make indirect investment via units in UCIs and/or UCITs, exchange traded products (such as ETCs) and other eligible financial instruments.

The Sub-Fund will not directly or indirectly invest in contingent convertible bonds (CoCo bonds).

EUR is the reference currency of the Sub-Fund but assets may be denominated in other currencies. However a substantial part of the assets of the Sub-Fund will be denominated in or hedged into EUR.

Techniques and instruments (including, but not limited to, securities lending or repurchase agreements) relating to transferable securities and money market instruments may be used for the purpose of efficient portfolio management.

Risk Profile

i) The value of your investment may fall as well as rise and you may get back less than you originally invested.

ii) This Sub-Fund is a fund of funds and therefore will be subject to the risks associated with the underlying funds in which it invests. There may be occasions when appropriate underlying funds will not be available for investment. In addition, the Sub-Fund, in its capacity as an investor in an underlying fund, may be required to pay fees and expenses payable by investors in that underlying fund.

iii) This Sub-Fund may invest in underlying funds that have exposure to alternatives or non-
traditional asset categories or investment strategies, and as a result, will be subject to the risk associated with those underlying funds. Some of those risks include, but are not limited to, market risk, short sales risk, liquidity risk, credit risk and the political, general economic and currency risks of foreign investments.

iv) The value of equity securities may go down as well as up in response to the performance of individual companies and general market conditions.

v) The value of debt securities may change significantly depending on economic and interest rate conditions as well as the credit worthiness of the issuer. Issuers of debt securities may fail to meet payment obligations or the credit rating of debt securities may be downgraded. These risks are typically increased for emerging market debt securities.

vi) In addition, emerging markets may be subject to increased political, regulatory and economic instability, less developed custody and settlement practices, poor transparency and greater financial risks. Emerging market currencies may be subject to volatile price movements. Emerging market securities may also be subject to higher volatility and lower liquidity than non-emerging market securities.

vii) Structured products may be subject to additional risks as they will be exposed not only to the risks inherent to investing directly in the underlying assets but also to the risk that the issuer of the structured product will not meet its payment obligations.

viii) The value of securities in which the Sub-Fund invests may be influenced by movements in commodity prices which can be very volatile.

ix) The value of financial derivative instruments can be volatile. This is because a small movement in the value of the underlying asset can cause a large movement in the value of the financial derivative instrument and therefore, investment in such instruments may result in losses in excess of the amount invested by the Sub-Fund.

x) Movements in currency exchange rates can adversely affect the return of your investment. The currency hedging that may be used to minimise the effect of currency fluctuations may not always be successful.

Investor Profile
This Sub-Fund may be suitable for investors that are looking for investment growth while reducing the likelihood of capital losses in the medium term through a diversified multi-asset portfolio of UCITS, UCIs, structured products and financial derivative instruments where appropriate. Since the Sub-Fund is not managed with reference to an index, it may be suitable for investors who are seeking positive returns over a market cycle through investing in an unconstrained, multi-asset strategy. Investors should have at least a five year investment horizon.

Warning
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of shares. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

The Delegate Manager may purchase J.P. Morgan funds for the Sub-Fund. In such case, the Delegate Manager or its affiliates may receive a fee for managing or advising such J.P. Morgan funds. As such, the Delegate Manager and its affiliates will receive more total revenue when the Sub-Fund is invested in J.P. Morgan funds than when it is invested in collective investment schemes operated or advised by third parties.

2. GENERAL INFORMATION
**Reference currency of the Sub-Fund:** EUR

**Shares:**

For this Sub-Fund, the Company will issue capitalisation shares in the "Institutional" category “I” denominated in EUR: "I-B (EUR)".

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<td>I</td>
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**Frequency of the Calculation of the Net Asset Value “NAV”:** weekly, namely each Monday. If this is a public holiday in Luxembourg, the NAV will be dated the following bank working day.

**Delegate Manager:** Under the terms of an agreement concluded on 4th March 2011, as amended by an amendment agreement to the investment management agreement dated 19 June 2014, for indefinite term with at least three months prior notice to termination, with its corporate object inter alia to provide financial advice and to manage capital, was appointed Delegate Manager of this Sub-Fund. J.P. Morgan International Bank Limited.

In its capacity of Manager, J.P. Morgan International Bank Limited gives the Sub-Fund investment advice and is in charge of the everyday and effective management of the assets of the Sub-Fund under the control and ultimate responsibility of the Board of Directors of the Company.

**Delegate Manager’s Fee:** As remuneration for services provided, the Delegate Manager will receive a fixed fee, calculated on the average of the net asset values of the Sub-Fund, of the category or class of shares, at the end of each quarter and payable quarterly as follows: maximum 0.3% p.a.

Fees for distribution and marketing will be a component of the Delegate Manager’s Fees. Such fees may be paid out of the Delegate Manager’s Fees or, alternatively, directly out of the assets of the Sub-Fund.

As for investments in a UCITS or other UCIs, total management fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 3% of the NAV of the Sub-Fund. In its annual report, the Company shall indicate the maximum proportion of management fees both to the sub-Fund itself and to the UCITS and/or UCIs in which it invests.

**Subscription / Redemption / Conversion:**

Subscriptions in the Sub-Fund will be done in amount/kind.

**Launch Date of the Sub-Fund:** The launch date of the sub-fund contemplated on 28 November 2014 has to be postponed.

**Initial Subscription Price:**

EUR 150

**Minimum initial subscription Amount:**

For Class I: EUR 300,000,-

**Minimum subsequent subscription:**

For Class I: N/A
The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus. This subscription price may be increased by a maximum subscription fee of 5% of the NAV for shares in category “I”.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, without deduction of any redemption commission.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at 4 p.m. Luxembourg time on the eve of the date for calculation of the NAV.

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three business days of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being 0.01%.
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN INVALUX FUND (the “Sub-Fund”) is to provide investors with a balanced asset allocation, with a primary focus on equities and fixed income.

To achieve that objective, it will invest principally in equities, fixed income instruments as well as in money market instruments issued on the markets of the OECD. The exposure to equities will range from 30% to 60% of the sub-fund’s portfolio, with the possibility to bring it down to 0% depending on market conditions. The rest of the portfolio being subject to exposure to fixed income (including high yield and emerging market bonds) and money market instruments. These exposures might also be obtained by investing in units of UCITs (which invest principally in transferable securities such as fixed or variable income debt securities, equities and other similar securities).

Aggregate exposure to emerging markets, high yield or small cap funds shall not jointly exceed 50% of the portfolio of the Sub-Fund.

Asset allocation is based on the qualitative and tactical assessment of the market and valuation of different type of assets.

The Sub-Fund can operate in listed and OTC financial derivatives with the purpose of hedging and investing in accordance with the investment restrictions provided in Chapter III of the Prospectus. In no case shall the Sub-Fund exceed the limits for use of derivatives imposed by the existing regulations.

The exposure to asset-backed securities will not represent more than 10% of the assets of the Sub-Fund. the Sub-Fund will not invest in mortgage back securities.

Risk Profile

i) This Sub-Fund may invest its assets in UCITS which invest in equities and bonds.

ii) The Sub-Fund’s exposure to equities means that investors are exposed to stock market movements and therefore they should expect the value of the Sub-Fund to rise and fall on a daily basis.

iii) Bond prices can fluctuate significantly depending on not only the global economic and interest rate conditions, but also the general credit market environment and the creditworthiness of the issuer.

Investor Profile

This Sub-Fund is suitable for investors who:

- are seeking a diversified investment in international equities and bonds,
- wish to benefit from an evolving tactical allocation of their assets,
- want a long-term investment whilst tolerating an average level of risk.
Warning
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:

For this Sub-Fund, the Company will issue capitalisation shares in the "Institutional" category “I” denominated in EUR: "I-B (EUR)".

For this Sub-Fund, the Company will issue registered shares.

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
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</thead>
<tbody>
<tr>
<td>I</td>
<td>(EUR)</td>
<td>B</td>
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</table>

Frequency of the Calculation of the Net Asset Value “NAV”: weekly, namely each Monday. If this is a public holiday in Luxembourg, the NAV will be dated the following bank working day.

Delegate Manager: Pursuant to an agreement dated 6 March 2014 for an indeterminate period, with at least three months prior notice to termination, Julius Baer Gestión S.G.I.I.C., S.A., SGIIC, S.A., acts in capacity as manager, and is as a consequence in charge of the actual management of the Sub-Fund.

Management Fee: As remuneration for its services, the Delegate Manager will receive an annual fee of 0.55% fee, calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

Subscription / Redemption / Conversion:

Subscriptions in the Sub-Fund will be done in cash/kind.

Launch Date of the Sub-Fund: The launch date of the sub-fund contemplated on 21 November 2014 has to be postponed.

At an Initial subscription Price: EUR 150 per share (or its equivalent)

Minimum subsequent subscription amount:
EUR 100

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, without deduction of any redemption commission.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.
The lists for the subscription, redemption and conversion of shares shall be closed at 16:00 hours at the latest on the last business day prior to the Valuation Day.

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three business days of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being 0.01%.
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN SECURITY BRAZIL FUND (the “Sub-Fund”) is to provide investors with capital appreciation and growth by investing mainly in the Brazilian curve through derivatives (mainly futures contracts that are traded in the Brazilian stock exchange).

The benchmark of the Sub-Fund will be the J.P. Morgan GBI-EM Broad Brazil USD Unhedged (JGENBBUU INDEX).

The Sub-Fund invests primarily in short and/or medium term debt instruments denominated in USD. At least 80% of the Sub-Fund’s net asset value must be invested in United States Treasuries government debt instruments.

To achieve the objective exposure of the Brazilian curve, the Sub-Fund will use listed derivatives to replicate a synthetic performance of the Brazilian curve. The gross exposure of the derivatives will be below 200% of the assets of the Sub-Fund.

The Sub-Fund may enter into derivatives (including OTC derivatives) for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Investment Manager’s criteria and rules, but will expose the Sub-Fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

The Sub-Fund will not exceed the general limits for the use of financial derivative instruments for reasons of market and counterparty risk set out in current legislation for UCITS.

The Sub-Fund will not invest in Asset Back Securities (ABS) and/or Mortgage Back Securities (MBS).

Risk Profile

The investment policy of the Sub-Fund in equity instruments, emerging markets, fixed income securities is subject to risks, including market risk, currency risk and credit risk. It is expected that the Sub-Fund will have a high volatility of NAV.

The value of an investment in the Sub-Fund will be affected by fluctuations in the value of the currency of denomination of the shares against the value of the currency of denomination of the Sub-Fund’s underlying investments. Adverse fluctuations in currency exchange rates can result in a decrease in return and in a loss of capital.

The Sub-Fund invests in emerging markets. Such investments may carry additional risks, including the possibility of nationalisation or expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments, which could affect investments in those countries, increasing their volatility.

The Sub-Fund invests in short-term to long-term fixed income securities, which are subject to credit risk, which is an issuer’s inability to meet principal and interest payments on the obligations, and may be subject to price volatility due to interest rate sensitivity.
As the Sub-Fund invests in fixed income securities issued by institutions with medium credit rating, there is a moderate counterparty risk. However, the Sub-Fund may invest its fixed income portfolio in securities issued by institutions with low credit rating.

**Using the VaR method to calculate the global exposure of the Sub-Fund, its reference portfolio and leverage levels**

The expected leverage is defined as the sum of the absolute value of the derivatives notionals (with neither netting nor hedging arrangement) divided by the net assets.

The maximum leverage ratio could be reached during the life of the Sub-Fund regarding its investment policy.

<table>
<thead>
<tr>
<th>VaR Approach</th>
<th>Maximum Leverage</th>
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<tbody>
<tr>
<td>Absolute</td>
<td>200%</td>
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</table>

**General risk profile regarding the investment in emerging markets like Brazil**

Potential investors are advised that investing in securities issued by emerging markets companies involve risks which are not generally encountered on the majority of western European or North American or other mature markets.

These risks are of the following type:
- Political: including political instability and volatility;
- Economic: including high rates of inflation, risks linked to investments in recently privatised companies and currency depreciation, immature financial markets;
- Monetary: there is a risk of local currency devaluation due to certain unstable political and economic factors in the countries concerned;
- Legal: legal insecurity and general problems in having rights recognised or enforced;
- Fiscal: in certain countries fiscal charges can be very high and there is no guarantee of uniform and coherent interpretation of legal texts. Local authorities often have discretionary power to create new taxes, sometimes with retroactive effect.

This results in increased volatility and lack of liquidity in investments while the stock capitalisation of these countries is weaker than on mature markets.

**Credit risk:**

This is the risk that the credit rating of an issuer of bonds to which a sub-fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. The Sub-Fund’s strategy includes investing in bonds issued by issuers with a high credit risk (high-yield securities). Investing in sub-funds that invest in high-yield bonds presents a higher than average risk due to the quality of the issuer. Because of the Sub-Fund’s event-driven emphasis, such investments are generally concentrated in situations where the Delegate Manager believes that the credit profile is improving, so that the issuer’s debt may be upgraded by the rating agencies and so that the issuer may have greater access to the capital markets to refinance at improved terms.

**Interest Rate Risk**

The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising...
faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Derivatives**
The fund may enter into derivatives (including OTC derivatives) for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Investment Manager’s criteria and rules, but will expose the fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

**Tax-related risks:**
The value of an investment may be affected by differences in applicable taxes between countries, such as withholding tax, or by changes in the country’s government, economic policy or monetary policy.

**Investor Profile**
The Sub-Fund is suited to investors seeking an appreciation of invested capital on a long term and who are able to withstand high short term volatility.

This sub-fund is offered to both retail and institutional investors.

**Warning**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. **GENERAL INFORMATION**

**Reference currency of the Sub-Fund:** USD

**Shares:**
For this Sub-Fund, the Company will issue three share classes:

Category “I” in the category “Institutional” denominated in USD.
Category “R” in the category “Retail” denominated in USD.
Category “P” in the category “all type of investors” denominated in EUR.

For these categories, the Sub-Fund will only issue “B” shares (capitalisation shares).

For this Sub-Fund, the Company will issue registered shares.

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
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<tbody>
<tr>
<td>I</td>
<td>(USD)</td>
<td>B</td>
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<tr>
<td>R</td>
<td>(USD)</td>
<td>B</td>
</tr>
<tr>
<td>P</td>
<td>(EUR)</td>
<td>B</td>
</tr>
</tbody>
</table>

**Frequency of the Calculation of the Net Asset Value “NAV”:** Daily, on each Luxembourg business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.
Delegate Manager: Under the terms of an agreement concluded on 17 November 2015 for an indefinite term with at least three (3) months prior notice to termination, Administradora General de Fondos Security S.A., having its registered office in Avenida Apoquindo 3150, Piso 7, Las Condes, Santiago, Chile performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

Management Fee: As remuneration for its services, the Delegate Manager will receive the following annual fees calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

Category “I”: maximum: 0.80% p.a.
Category “R”: maximum: 3.00% p.a.
Category “P”: maximum: 1.50% p.a.

Fees for distribution and marketing will be a component of the Delegate Manager’s Fees. Such fees may be paid out of the Delegate Manager’s Fees either by the Delegate Manager or, alternatively, directly by the Sub-Fund.

Subscription / Redemption / Conversion:

Subscriptions in the Sub-Fund will only be done in amount.

Launch Date of the Sub-Fund: To be determined at a later stage by the Board of Directors.

Initial subscription Price:
Class I: USD 200
Class R: USD 200
Class P: EUR 150

Minimum initial investment
Class I: USD 1.500.000,-
Class R: USD 1.500,-
Class P: EUR 1.000,-

Minimum subsequent subscription amount:
Class I: None
Class R: None
Class P: None

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with Chapter V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with Chapter V, without any deduction of any redemption fee.

The terms for conversion of shares of one Sub-Fund to another are described in item 4 Chapter IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at the latest at 4 pm (Luxembourg time) on the Valuation Day, or if that day is an official public holiday in Luxembourg, on the next business banking day.
The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three (3) business days of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.01% for institutional shares “I”.
- 0.05% for retail shares “R” and for all type of investors shares “P”.
1. INVESTMENT POLICY

The objective of the sub-fund **PARETURN GLADWYNE ABSOLUTE CREDIT** is to provide investors with consistently attractive absolute and risk-adjusted returns primarily through making investments which the Delegate Manager believes will maximise reward whilst minimising risk of loss and which are intended to minimise correlations with equity and fixed income market indices.

It is expected that the Sub-Fund will invest primarily in securities across the capital structure of leveraged companies in Europe. Europe includes for this purpose: Austria, Belgium, Bosnia-Herzegovia, Bulgaria, Croatia, Czech Republic, Denmark, Estonia, Iceland, Ireland, Finland, France, Germany, Greece, Italy, Latvia, Lithuania, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden, Switzerland, Turkey and the United Kingdom. It is intended that the Delegate Manager will use this flexible mandate to opportunistically identify and capture attractive investment situations where it believes a mis-pricing of risk exists. It is expected that construction of the Sub-Fund’s portfolio will involve high conviction investment themes through fundamental valuation and credit analysis rather than through statistically driven computer models. It is intended that the Sub-Fund will focus on companies with credit risk throughout the distressed cycle, and investment ideas will be underpinned with scenario analysis. The investment in distressed securities will be limited to a maximum of 10% of the assets of the portfolio of the Sub-Fund.

Distressed securities are hereby defined as those with an S&P credit rating of below CCC (or equivalent on any other major rating company scale). In the instance that a bond is unrated the following criteria will be assessed by the Delegate Manager to determine whether it is distressed:

- Bloomberg indicator not flagged as “defaulted”
- Security price > 70% of the nominal price
- Asset swap spread < 1300 basis points
- Maturity < 10 years
- Observable bid/offer spread < 5%

If all of these criteria are met the bond will be considered as not distressed.

The Sub-Fund may invest in a wide variety of eligible instruments, including, but not limited to bonds, convertible securities, credit derivatives, listed equities, and swaps. The Delegate Manager may express investment themes through capital structure arbitrage and relative value investing. At times when it is considered appropriate, prudent levels of cash or cash equivalents will be maintained, which may be substantial or even 100% in exceptional circumstances.

The Sub-Fund may invest in other UCITS/UCIs. The investment in other UCITS/UCIs will be limited to a maximum of 10% of the assets of the portfolio of the Sub-Fund.

The Sub-Fund will purchase or sell investments that are exchange traded or quoted by broker/dealers and are meant to be relatively liquid and have readily available market value. The investment holding period per position is expected to be between three months and 18 months, with an expected average holding period of less than one year (although investments may be held for shorter or longer periods if considered appropriate by the Delegate Manager).

The Sub-Fund will not invest in asset backed securities or mortgage backed securities.
Risk Profile

Debt Instruments

The debt instruments in which the Sub-Fund may invest may be subject to price volatility due to various factors including, but not limited to, changes in interest rates, market perception of the creditworthiness of the issuer and general market liquidity. In addition to high investment grade debt instruments, the Sub-Fund may invest in low investment grade or non-investment grade debt instruments, which are typically subject to greater market fluctuations and the risk of loss of income and principal than lower yielding, investment grade instruments, and which are often influenced by many of the same unpredictable factors which affect equity prices. The Sub-Fund’s investments in debt instruments may experience substantial losses due to adverse changes in interest rates and the market’s perception of any particular issuers’ creditworthiness.

Debt Securities

The Sub-Fund may invest in fixed income securities which may not be rated by a recognised credit-rating agency or below investment grade and which are subject to greater risk of loss of principal and interest than higher-rated debt securities. As Investors generally perceive that there are greater risks associated with unrated and below investment grade securities, the yields and prices of such securities may fluctuate more than those for higher-rated securities. The market for non-investment grade securities may be smaller and less active than that for higher-rated securities, which may adversely affect the prices at which these securities can be sold and result in losses to the Sub-Fund. The Sub-Fund may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer’s assets. The Sub-Fund may invest in debt securities which are not protected by financial covenants or limitations on additional indebtedness. The Sub-Fund will therefore be subject to credit, liquidity and interest rate risks. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments.

Use of Swaps and Other Derivatives

The Delegated Manager may make use of swaps and other forms of derivative contracts. In general, a derivative contract typically involves leverage (within the permitted limits), i.e., it provides exposure to potential gain or loss from a change in the level of the market price of a security or currency (or a basket or index) in a notional amount that exceeds the amount of cash or assets required to establish or maintain the derivative contract. Consequently, an adverse change in the relevant price level can result in a loss of capital that is more exaggerated than would have resulted from an investment that did not involve the use of leverage inherent in the derivative contract. Many of the derivative contracts used by the Sub-Fund will be privately negotiated in the over-the-counter market. These contracts also involve exposure to credit risk, since contract performance depends in part on the financial condition of the counterparty. These transactions are also expected to involve significant transaction costs.

Derivatives

The Sub-Fund may utilise both exchange-traded and over-the-counter derivatives, including, but not limited to, futures, forwards, swaps, options and contracts for differences, as part of their investment policies. These instruments can be highly volatile and expose investors to a high risk of loss. Transactions in over-the-counter contracts may involve additional risk as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk. Contractual asymmetries and inefficiencies can also increase risk, such as break clauses, whereby a counterparty can terminate a
transaction on the basis of a certain reduction in Net Asset Value, incorrect collateral calls or delays in collateral recovery.

Derivatives, in particular derivatives which are negotiated “over-the-counter” are subject to legal risks including the uncertainty in the applicability of laws, or the interpretation or enforceability of contracts or an action by a court or regulatory body that could invalidate a derivative contract entered into by the Sub-Fund.

The prices of financial derivative instruments may be imperfectly correlated to the prices of the underlying securities, for example, because of transaction costs and interest rate movements. The prices of exchange traded financial derivative instruments may also be subject to changes in price due to supply and demand factors.

Counterparty Risk

The Sub-Fund will be subject to the risk of the inability of any counterparty to perform with respect to transactions, whether due to its own insolvency or that of others, bankruptcy, market illiquidity or disruption or other causes and whether resulting from systemic or other reasons.

Some of the markets in which the Sub-Fund may effect transactions are “over-the-counter” (or “interdealer”) markets. The participants in such markets are typically not subject to the same credit evaluation and regulatory oversight as are members of “exchange–based” markets. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearing house, might not be available in connection with such “over-the-counter” transactions. This exposes the relevant Sub-Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Sub-Fund to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Sub-Fund has concentrated its transactions with a small group of counterparties. Moreover, although the Sub-Fund shall only transact with eligible counterparties, the Delegated Manager has no formal credit function which evaluates the creditworthiness of the Sub-Fund’s counterparties. The ability of the Sub-Fund to transact business with any one or number of counterparties, the lack of any separate evaluation of such counterparties’ financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Sub-Fund.

Transaction Costs

The investment policies of the Sub-Fund may involve a high level of trading and turnover of the investments of the Sub-Fund which may generate substantial transaction costs which will be borne by the Sub-Fund.

Clearing House Protections

On many exchanges, the performance of a transaction by a broker (or a third party with whom it is dealing on the Sub-Fund’s behalf) is “guaranteed” by the exchange or clearing house. However, this guarantee is unlikely in most circumstances to cover the Sub-Fund and may not protect the Sub-Fund if a broker or another party defaults on its obligations to the Sub-Fund.

Interest Rate Risk

The Sub-Fund is subject to interest rate risk. Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term
securities. The Sub-Fund may attempt to minimise the exposure of the portfolio to interest rate changes through the use of interest rate swaps, interest rate futures and/or interest rate options. However, there can be no guarantee that the Delegated Manager will be successful in fully mitigating the impact of interest rate changes on the portfolio.

**Investor Profile**
Typical investors are expected to be informed investors who can bear the economic risk of the loss of their investment in the Fund and who are willing to accept capital and income risk. The typical investor in the Sub-Fund will be a combination of institutional investors and high net worth individuals who understand and appreciate the risks associated with investing in Shares of the Sub-Fund.

**Warning**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. **GENERAL INFORMATION**

**Reference currency of the Sub-Fund:** EURO

**Shares:**
For this Sub-Fund, the Company will issue two share classe(s), opened to retail investors and institutional investors
- **Category “P”** in the category opened for all type of investors denominated in EUR.
- **Category “I”** in the category opened for the institutional investors denominated in EUR
- **Category “R”** in the category opened for all type of investors denominated in GBP.
- **Category “G”** in the category opened for the institutional investors denominated in GBP

For this Sub-Fund, the Company will issue only capitalisation and registered shares.

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<th>CATEGORY</th>
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<td>I</td>
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<tr>
<td>R</td>
<td>(GBP)*</td>
<td>B</td>
</tr>
<tr>
<td>G</td>
<td>(GBP)*</td>
<td>B</td>
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</table>

*Hedged share class

**Frequency of the Calculation of the Net Asset Value “NAV”:** weekly, namely each Wednesday, (the “Valuation Day”). If this day is a bank holiday in Luxembourg and/or in the United States of America, the NAV will be dated on the next banking business day.

**Delegate Manager:** Under the terms of an agreement concluded on 2 March 2015 for an indefinite term with at least three (3) months prior notice to termination, Gladwyne Investments LLP, performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

**Management Fee:** As remuneration for its services, the Delegate Manager will receive an annual fee of maximum 1.50% fee, calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.
Performance Fee

The Delegated Manager will also be entitled to receive a Performance Fee from the Sub-Fund calculated on a Share-by-Share basis so that each Share is charged a Performance Fee which equates precisely with that Share’s performance. This method of calculation ensures that (i) any Performance Fee paid to the Delegated Manager is charged only to those Shares which have appreciated in value, (ii) all holders of Shares of the same Class have the same amount of capital per Share at risk in the Sub-Fund, and (iii) all Shares of the same Class have the same Net Asset Value per Share.

The Performance Fee in respect of each Share will be calculated in respect of each calendar year (a “Calculation Period”). However, the first Calculation Period in respect of Euro Shares, US$ Shares and Sterling Shares will be the period which commences on the Business Day immediately following the close of the relevant Initial Offer Period and which ends on 31 December of the relevant year. The Performance Fee will be deemed to accrue on a monthly basis as at each Valuation Day. For each Calculation Period, the Performance Fee in respect of each Share will be equal to 20% of the appreciation in the Net Asset Value per Share of the relevant Class during that Calculation Period above the Base Net Asset Value per Share of that Class. The Base Net Asset Value per Share is the greater of the Net Asset Value per Share of the relevant Class at the time of issue of that Share and the highest Net Asset Value per Share of that Class achieved as at the end of any previous Calculation Period (if any) during which such Share was in issue.

The Performance Fee in respect of each Calculation Period will be calculated by reference to the Net Asset Value before deduction for any accrued Performance Fee.

The Performance Fee will normally be payable to the Delegated Manager in arrears within 20 Business Days of the end of each Calculation Period. However, in the case of Shares redeemed during a Calculation Period, the accrued Performance Fee in respect of those Shares will be payable within 20 Business Days after the date of redemption. In the event of a partial redemption, Shares will be treated as redeemed on a first in, first out (“fifo”) basis.

If the Investment Management Agreement is terminated before 31 December in any year the Performance Fee in respect of the then current Calculation Period will be calculated and paid as though the date of termination were the end of the relevant Calculation Period.

Adjustments

If an investor subscribes for Shares at a time when the Net Asset Value per Share of the relevant Class is other than the Peak Net Asset Value per Share of that Class, certain adjustments will be made to reduce inequities that could otherwise result to the subscriber or to the Delegated Manager. The Peak Net Asset Value per Share of a Class (“Peak Net Asset Value per Share”) is the greater of €100, £100 or US$100, as the case may be, (being the price at which Shares were or will be issued at the close of the relevant Initial Offer Period) and (ii) the highest Net Asset Value per Share of the relevant Class in effect immediately after the end of the previous Calculation Period in respect of which a Performance Fee (other than a Performance Fee Redemption, as defined below) was charged.

If Shares are subscribed for at a time when the Net Asset Value per Share is less than the Peak Net Asset Value per Share of the relevant Class, the investor will be required to pay a Performance Fee with respect to any subsequent appreciation in the value of those Shares. With respect to any appreciation in the value of those Shares from the Net Asset Value per Share at the date of subscription up to the Peak Net Asset Value per Share, the Performance Fee will be charged at the end of each Calculation Period by redeeming at par value (which will be retained by the Sub-Fund) such number of the investor’s Shares of the relevant Class as have an aggregate Net Asset Value (after accrual for any Performance Fee) equal to 20% of any such appreciation (a “Performance Fee Redemption”). An amount equal to the aggregate Net Asset Value of the Shares so redeemed will be paid to the Delegated Manager as a Performance Fee. The Sub-Fund will not be required to pay to the investor the redemption proceeds of the relevant Shares, having the aggregate par value thereof. Performance Fee Redemptions are employed to ensure that the Sub-Fund maintains a uniform Net
As regards the investor’s remaining Shares of the relevant Class, any appreciation in the Net Asset Value per Share of those Shares above the Peak Net Asset Value per Share of that Class will be charged a Performance Fee in the normal manner described above.

If Shares are subscribed for at a time when the Net Asset Value per Share is greater than the Peak Net Asset Value per Share of the relevant Class, the investor will be required to pay an amount in excess of the then current Net Asset Value per Share of that Class equal to 20% of the difference between the then current Net Asset Value per Share of that Class (before accrual for the Performance Fee) and the Peak Net Asset Value per Share of that Class (an “Equalisation Credit”). At the date of subscription the Equalisation Credit will equal the Performance Fee per Share accrued with respect to the other Shares of the same Class in the Sub-Fund (the “Maximum Equalisation Credit”). The Equalisation Credit is payable to account for the fact that the Net Asset Value per Share of that Class has been reduced to reflect an accrued Performance Fee to be borne by existing Shareholders of the same Class and serves as a credit against Performance Fees that might otherwise be payable by the Sub-Fund but that should not, in equity, be charged against the Shareholder making the subscription because, as to such Shares, no favourable performance has yet occurred. The Equalisation Credit ensures that all holders of Shares of the same Class have the same amount of capital at risk per Share.

The additional amount invested as the Equalisation Credit will be at risk in the Sub-Fund and will therefore appreciate or depreciate based on the performance of the relevant Class subsequent to the issue of the relevant Shares but will never exceed the Maximum Equalisation Credit. In the event of a decline as at any Valuation Day in the Net Asset Value per Share of that Class, the Equalisation Credit will also be reduced by an amount equal to 20% of the difference between the Net Asset Value per Share of the relevant Class (before accrual for the Performance Fee) at the date of issue and as at that Valuation Day. Any subsequent appreciation in the Net Asset Value per Share of the relevant Class will result in the recapture of any reduction in the Equalisation Credit but only to the extent of the previously reduced Equalisation Credit up to the Maximum Equalisation Credit.

At the end of each Calculation Period, if the Net Asset Value per Share of the relevant Class (before accrual for the Performance Fee) exceeds the prior Peak Net Asset Value per Share of that Class, that portion of the Equalisation Credit equal to the 20% of the excess, multiplied by the number of Shares of that Class subscribed for by the Shareholder, will be applied to subscribe for additional Shares of that Class for the Shareholder. Additional Shares of the relevant Class will continue to be so subscribed for at the end of each Calculation Period until the Equalisation Credit, as it may have appreciated or depreciated in the Sub-Fund after the original subscription for that Class of Shares was made, has been fully applied.

If the Shareholder redeems its Shares of the relevant Class before the Equalisation Credit (as adjusted for depreciation and appreciation as described above) has been fully applied, the Shareholder will receive additional redemption proceeds equal to the Equalisation Credit then remaining multiplied by a fraction, the numerator of which is the number of Shares of that Class being redeemed and the denominator of which is the number of Shares of that Class held by the Shareholder immediately prior to the redemption in respect of which an Equalisation Credit was paid on subscription.

Dilution Levy:
N/A

Subscription / Redemption / Conversion:

Subscriptions in the Sub-Fund will be done in amount and/or in number of shares to be subscribed.

Launch date of the Sub-Fund: 4 March 2015
**Minimum initial offer Price:**
Shares of the Sub-Fund may be subscribed initially at an initial offer price of EUR 150 per share.
The Classes “R” and “G” of the Sub-Fund may be subscribed initially at an initial offer price of GBP 150 per share.

Minimum Initial Subscription Amount:
Category “P”
1,000. - EUR
Category “R”: GBP equivalent of 1,000. - EUR

Minimum Subsequent Subscription Amount:
Category “P”
1,000. – EUR
Category “R”: GBP equivalent of 1,000. - EUR

Minimum Initial Subscription Amount:
Category “I”
1,000,000. - EUR
Category “G”: GBP equivalent of 1,000,000. - EUR

Minimum Subsequent Subscription Amount:
Category “I”
100,000. – EUR
Category “G”: GBP equivalent of 100,000. – EUR

The Board of directors may waive at its sole discretion the minimum subscription amounts above mentioned.

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The subscription, redemption and conversion request of shares shall be closed at 4 p.m. (CET) on five Business Days immediately preceding the relevant Valuation Day.

The payment of subscriptions shall be made in the reference currency of the Sub-Fund within three Business Days following the relevant Valuation Day.

The payment of redemption shall be made in the reference currency of the Sub-Fund within five Business Days following the relevant Valuation Day.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.05% for retail shares “P”
- 0.05% for retail shares “R”
- 0.01 % for institutional shares “I”
- 0.01 % for institutional shares “G”
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN MUTUAFONDO ESPAÑA LUX (the “Sub-Fund” or the “Feeder Sub-Fund”) is to provide investors with capital appreciation of its net assets, using the Ibex 35 index as reference. There will be no copyright fee paid by the Feeder Sub-Fund or the Delegate Manager.

The Sub-Fund is a feeder fund of the master fund MUTUAFONDO ESPAÑA FI (the “Master Fund”).

The Sub-Fund will invest more than 85% of its total net exposure in the Master Fund.

The rest of the assets will be invested in cash (for ancillary purposes), deposits, repurchase agreement, current accounts, derivatives for hedging.

The objective, the investment policy and the risk profile of the Feeder Sub-Fund and the Master Fund are similar. The performance of the Feeder Sub-Fund and the Master Fund are similar with the exception of the assets of the Feeder Sub-Fund which will not be invested in the Master Fund.

The Feeder Sub-Fund may not invest more than 15% of its assets in the following elements:

1) ancillary liquid assets in accordance with Article 41, paragraph (2), second sub-paragraph of the 2010 Law;
2) financial derivative instruments which may be used only for hedging purposes, in accordance with Article 41 first paragraph, point g) and Article 42 second and third paragraphs of the 2010 Law;

Investment Policy of the Master Fund

Management benchmark is the performance of the Ibex 35 index.

The Master Fund invests over 60% of its total exposure in equity assets.

The issuers of these equity assets are Spanish and Portuguese companies publicly quoted in these markets, with no restrictions regarding their market capitalisation. Investment in equity assets from Portuguese entities will not exceed 25% of total exposure.

The Master Fund has no currency risk exposure.

The Master Fund’s remaining non-equity exposure may be invested in repos on Spanish public debt, in deposits, and in non-traded liquid money market instruments issued by entities from OECD countries. These investments have a high rating (A-1 from S&P or equivalent rating from other rating agencies) or the rating of the Kingdom of Spain, if lower. The maximum average term for the fixed-asset portfolio is 1 month.

The Master Fund may invest up to 10% of its assets in financial collective investment schemes representing a suitable asset, whether harmonised or not and whether belonging to the Management Company’s Group or not.

The Master Fund’s maximum exposure to market risk arising from the use of derivatives amounts to the Master Fund’s equity, with a cap of 60% for equity derivatives.
The Master Fund may invest over 35% of its assets in securities issued by, or guaranteed by EU Member States, by regional authorities, by local authorities, by International Organisations of which Spain is a member state, or by countries with a credit rating equal to or higher than the Kingdom of Spain.

The Master Fund may operate on financial derivate instruments traded on regulated markets for hedging and investment purposes, and on OTC derivatives for hedging and investment purposes.

The Master Fund may invest up to an aggregate 10% of its assets in assets that may imply risks higher than those of the remaining investments as a result of their features, such as inter alia, liquidity, issuer, or degree of protection offered to investors.

**Risk Profile of the Master Fund**

The investments described herein may imply, among others, a market risk, a geographical or sectorial concentration risk as well as risks arising from investing in financial derivative instruments.

Specifically, given the investment policy of the Master Fund, investors are advised of the following risks.

The Master Fund has no currency risk exposure.

**Market Risk:**

Market risk is a general type of risk arising from the investment in any kind of asset. Assets prices depend particularly upon the performance of financial markets and upon the economic performance of issuers which, in turn, are influenced by the general situation of the world’s economy and by domestic political and economic circumstances. In particular, investments imply:

- Market risk from investments in equity: Risk arising from the fluctuations of equity assets’ prices. Equity markets generally present a high volatility resulting in the possibility of significant fluctuations in equity assets’ prices.
- Interest rate risk: Changes or fluctuations in interest rates have an impact on fixed-income assets’ prices. The increases in interest rates gave, in general, a negative impact on the price of these assets, while reductions in interests rates in price increases. The sensitivity of fixed-income assets price variation to interest rate variations is greater for longer maturities.
- Exchange rate risk: As a result of the investment in assets expressed in currencies other than the unit’s currency, a risk is assumed arising from the fluctuations in the exchange rate.

**Geographical or sectorial concentration risk:**

Concentrating a significant portion of investments on a single country or on a reduced number of countries implies assuming the risk that the economic, political and social conditions in those countries may have a material impact on the return on investment. Similarly, the profitability of a fund concentrating its investment on a single economic sector or on a reduced number of sectors will be closely linked to the performance of the companies in those sectors. The companies within a same sector usually face similar obstacles, problems and regulatory charges, and therefore their price may react in a similar, and more harmonised way, to these or to other market conditions. Accordingly, the concentration implies that changes in the price of assets where the Sub-Fund invests may result in an impact on return on investment greater than the one resulting from investing in a more diversified portfolio.

**Credit risk:**

The risk that the issuer of fixed-income securities may not be able to meet principal or interest payments.
Liquidity risk:
The investment in small cap assets and/or in markets with reduced size and trading turnover may deprive investments of liquidity which may negatively affect the pricing conditions on which the Sub-Fund may be forced to sell, purchase or modify its positions.

Risks arising from investing in financial derivatives instruments:
The use of financial derivatives instruments – even as hedge for cash investments – also implies risks, such as the possibility of an imperfect correlation between the value of derivatives contracts and the hedged elements, which may result in the hedge not being as successful as expected.

Investments in financial derivative instruments imply, due the leverage involved, risks in addition to the risks inherent to cash investments, making them particularly sensitive to charges in the underlying’s price, a circumstance that may multiply portfolio value losses.

Similarly, transactions in OTC financial derivative instruments imply additional risks, such as counterparty default, due to the absence of a clearing house intervening between the both parties and ensuring the transaction successful conclusion.

Investor Profile
This Sub-Fund is dedicated to both institutional and retail investors.

This Sub-Fund may not be suitable for investors planning to call in their investment within less than 3 years

Warning
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
</tr>
</thead>
<tbody>
<tr>
<td>P</td>
<td>EUR</td>
<td>B</td>
</tr>
</tbody>
</table>

For this Sub-Fund, the Company will issue registered shares.

Frequency of the Calculation of the Net Asset Value “NAV”: Daily, on each Luxembourg or Spanish business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg or in Spain the NAV shall be calculated on the next business day in Luxembourg.

Delegate Manager: Under the terms of an agreement concluded on 22 June 2012, as latest amended by an amendment agreement to the investment management agreement dated January 2015 for an indefinite term with at least three (3) months prior notice to termination, MUTUACTIVOS S.A.U , S.G.I.I.C performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since the launch date of the Sub-Fund.
**Management Fee:** As remuneration for its services, the Delegate Manager will receive an annual fee of 1.5% fee, calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

**Subscription / Redemption:**
Subscriptions in the Sub-Fund will be done in cash and/or in the number of shares to be subscribed.

Initial subscription Price: 150 EUR

Minimum initial subscription amount: 10 EUR

Minimum subsequent subscription: None

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, without deduction of any redemption commission.

The lists for the subscription and redemption of shares shall be closed at 12 a.m. (the “**Cut-off Time**”).

The payment of subscriptions shall be made in the reference currency of the Sub-Fund two (2) business days after the transfer agent has received the order of subscription. The applicable Net Asset Value shall be the corresponding to the day of reception of the order of subscription by the transfer agent, provided that such order is received prior to the Cut-off Time.

For Spanish regulatory purposes, the investment in the Master Fund shall be made two business days after the transfer agent receives the order of subscription.

The payment of redemptions shall be made in the reference currency of the Sub-Fund within three business days of the calculation of the applicable Net Asset Value. The applicable Net Asset Value shall be the one corresponding to the day of reception of the order of redemption by the transfer agent provided that such order is received prior to the Cut-off Time.

In case where the total of the redemption requests amounts more than Euros two millions (2,000,000.-), the payment of the redemption shall be made in the reference currency of the Sub-Fund within five business days of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:**
The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being: 0.05% p.a.
1. INVESTMENT POLICY

The objective of the Sub-Fund EtendAR is to achieve medium-term capital growth. The Sub-Fund is not constrained by any benchmark.

To achieve that objective, the Sub-Fund will invest principally in units of UCITS (which invest principally in transferable securities such as equities and similar securities, fixed income or variable income debt securities). The investment in units of UCITS may reach 100% of the NAV. Investment in UCITS managed by the Delegate Manager is authorized.

The Sub-Fund can also invest directly in transferable securities issued anywhere in the world. These securities will include equities, fixed-rate or floating-rate bonds, zero-rate or convertible bonds as well as money market instruments issued on the markets of the OECD.

The portfolio’s allocation is made on a discretionary basis depending on the Delegate Manager’s view of the market.

The Sub-Fund can also use for hedging and/or non-hedging purposes, financial derivatives instruments such as futures, options, swap. The investment in OTC derivatives is also authorized. Exposition to equity markets varies between 0% and 140% of the NAV.

The Sub-Fund may also hold liquidities on an ancillary basis.

Risk profile
Potential investors are asked to carefully read the prospectus in full before making any investment. The Sub-Fund invests the majority of its assets in UCITS which invest in equities and bonds. The Sub-Fund exposure to equities means that investors are exposed to stock market movements and therefore they should expect the value of the Sub-Fund to rise and fall on a daily basis. Bond prices can fluctuate significantly depending on not only the global economic and interest rate conditions, but also the general credit market environment and the creditworthiness of the issuer.

The value of an investment in the Sub-Fund will be affected by fluctuations in the value of the currency of denomination of the shares against the value of the currency of denomination of the Sub-Fund’s underlying investments. Adverse fluctuations in currency exchange rates can result in a decrease in return and in a loss of capital.

The Sub-Fund invests in emerging markets. Such investments may carry additional risks which could affect investments in those countries, increasing their volatility.

Investor profile
Shares in the Sub-Fund are available to retail and institutional investors. This Sub-Fund may not be appropriate for investors who plan to withdraw their money within less than five years.

2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares: For this Sub-Fund, the Company will issue two types of capitalisation shares:

Category “P” in the category “all type of investors” denominated in EUR.
Category “I” in the category “Institutional” denominated in EUR.

For this Sub-Fund, the Company will issue dematerialised shares.

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<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
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<tbody>
<tr>
<td>P</td>
<td>(EUR)</td>
<td>B</td>
</tr>
<tr>
<td>I</td>
<td>(EUR)</td>
<td>B</td>
</tr>
</tbody>
</table>

**Frequency of the Calculation of the Net Asset Value “NAV”:** Daily. If this is a public holiday in Luxembourg, the NAV will be dated the following bank working day.

**Delegate Manager:** Under the terms of an agreement concluded on 15 April 2015 for an indefinite term with at least three (3) months prior notice to termination, SKYLAR France (formerly named Société Privée de Gestion de Patrimoine S.A.S), having its registered office at 71-73 Avenue des Champs-Elysées F-75008 Paris performs the task of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since its launch.

SKYLAR France is a company under the corporate form of Société par Actions Simplifiées (S.A.S.) governed by the French Law, registered on 11 May 1992. Its activity consists of the management of UCITS and licensed by the French Authority of the Financial Markets (Autorité des Marchés Financiers) under n° 92-10.

**Management Fees:** As remuneration for its services, the Delegate Manager will receive the following annual fees calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

Category “P”: maximum: 1.50% p.a.
Category “I”: maximum: 0.75% p.a.

As for investments in a UCITS or other UCIs, total management fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 5% for shares “P” and 4.25% for shares “I” of the NAV of the Sub-Fund. In its annual report, the Company shall indicate the maximum proportion of management fees both to the sub-Fund itself and to the UCITS and/or UCIs in which it invests.

**Performance Fees:** For each shares “P” and “I”, the Delegate Manager will receive a performance fee equal to 10% of the net annual performance of the Sub-Fund exceeding 7%. This performance fee will be provisioned on each NAV calculation. In the event of a loss, any provisions will be taken back up to the maximum of the account for previous provisions made to that effect. In the event of share redemptions, if a performance fee is provisioned, the part proportional to the redeemed shares will be taken in favour of the Delegate Manager.

Any payment of the performance fee will be made at the close and on the basis of a NAV calculated on 30th September of each financial year.

**Subscription / Redemption / Conversion:**

Subscription in the Sub-Fund will be done in amount and quantity of shares for all classes.

The Board of Directors will determine the initial subscription price (launch price) at a later stage.

Minimum Initial Subscription Amount:
Category “P”: 150 EUR
Category “I”: 300,000. – EUR
Minimum Subsequent Subscription Amount:
Class “P”: None
Class “I”: None

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with Chapter V of the Prospectus without any deduction of any subscription fee of the Net Asset Value. The subscription price will be increased by a maximum subscription fee of 2% of the Net Asset Value in favour of the Delegate Manager and/or the financial intermediaries and/or the distributors.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with Chapter V, without any deduction of any redemption fee.

The terms for conversion of shares of one Sub-Fund to another are described in item 4 Chapter IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at the latest at 12 pm (Luxembourg time) on the Valuation Day, or if that day is an official public holiday in Luxembourg, on the next business banking day.

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund, category or class of shares within three (3) business days of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:

- 0.01% for institutional shares “I”.
- 0.05% for all type of investors shares “P”.

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1. INVESTMENT POLICY

The objective of the sub-fund PARETURN GVC GAESCO PATRIMONIAL FUND (the “Sub-Fund”) is to generate a stable return investing in the equity markets avoiding the big equity markets drawdowns. The benchmark of the Sub-Fund is weekly EURIBOR plus 2% on a yearly basis. There will be no copyright fee paid by the Delegate Manager.

The Sub-Fund can invest in the equity markets from 0% to 100% of the assets.

Equity markets are taken into account separately in 8 different sub-markets:

- four of them have a geographic nature: geographically it can invest in European Equity indexes, US Equity indexes, Japanese Equity indexes, and Emerging Market Equity indexes;
- four of them have a style nature: from a style prospective it can invest in Small Caps indexes, in Big Cap indexes, in Value indexes and in Growth indexes.

The investment decision is taken market by market, each one of them having a maximum investable stake close to 12.5%. Investment on each market depends on the relationship between the return and the volatility of each market, based on a proprietary strategy that tends to have a positive correlation with the equity index returns and a negative one with the equity index volatility. The global exposure of the Sub-Fund to the equity market comes as a result of the decisions taken in each of the eight different equity sub-markets. It might be no less than zero and no more than 100% of the assets of the Sub-Fund. No leverage is used.

The investment in the equity markets is implemented using only equity index futures and equity index ETFs, both in organized markets. OTCs products are not going to be used. Equity Index ETFs might not be more than 10% of the assets. No shorts futures or short ETFs are used. The strategy is using only long positions.

The stake not invested in equities will be invested in monetary market and fixed income mainly nominated in euros. These investments may have both, a private or a public issuer with an Investment Grade rating by Standard & Poor’s and portfolio duration lower than 2 years.

Exposure in Emerging Markets indexes might be less than 12.5% of the assets.

There can be no assurance that the Sub-Fund will achieve its investment objective.

Risk Profile of the Sub-Fund

The investments described herein may imply, among others, an interest rate risk, an exchange rate risk, credit risk, as well as an emerging countries’ investment risk.

Specifically, given the investment policy of the Sub-Fund, investors are advised of the following risks.

Credit risk: This is the risk that the credit rating of an issuer of bonds to which a fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s
ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the fund has invested to fall.

**Investment in Emerging Markets**
For the Sub-Fund authorised to invest in emerging markets, investors should be aware that some markets in which the Sub-Fund may invest are emerging markets subject to periods of growth, instability and change. The activity of custodian banks is not as developed in emerging countries and this may lead to difficulties in the liquidation and registration of transactions. The stock exchanges concerned are smaller and more volatile than the stock markets of more developed countries. A small number of issuers account for a large share of market capitalisation and quotation value of these exchanges. In the past, some of these exchanges have experienced substantial volatility of prices or were closed unexpectedly and for long periods of time. There is no guarantee that such events will not be repeated.

In emerging markets there is the risk of political or economic changes which could unfavourably influence the value of a Sub-Fund’s investment.

In these regions, the risk that the main investment objective, i.e. appreciation of capital, will not be achieved is even more substantial.

**General Market Risk**
The value of the Sub-Fund’s shares will fluctuate based on the performance of the Sub-Fund’s investments and other factors affecting the securities markets generally.

**Equity Market Risk**
Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change.

**Interest Rate Risk**
The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Derivatives**
The Sub-Fund may enter into derivatives for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Investment Manager’s criteria and rules, but will expose the fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

**Investor Profile of the Sub-Fund**
Shares in the Sub-fund are available to institutional investors.

The Sub-Fund may not be suitable for investors seeking to invest in less than a minimum of 12 months.

**Warning**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is
exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. GENERAL INFORMATION

**Reference currency of the Sub-Fund:** EUR

**Shares:**
For this Sub-Fund, the Company will issue shares in the categories “G”, “I” and “U”, opened for the institutional investors denominated in EUR.

For these categories, the Company will issue capitalisation (“B Class) shares.

For this Sub-Fund, the Company will issue registered shares.

**Frequency of the Calculation of the Net Asset Value “NAV”:**
Daily, on Luxembourg business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

**Delegate Manager:** Under the terms of an agreement concluded on 5 May 2015 for an indefinite term with at least three (3) months prior notice to termination, GVC GAESCO GESTIÓN S.G.I.I.C, S.A. performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since 5 May 2015.

**Delegate Manager’s Fee:** As remuneration for its services, the Delegate Manager will receive an annual management fee. The management fee for each class (as described below) is calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

**Subscription / Redemption / Conversion:**
Subscriptions in the Sub-Fund will be done in amount.

**Minimum Initial subscription period:**
The Board of Directors will determine the launch of the Sub-Fund and its initial subscription period at a later stage.

**Launch Date of the Sub-Fund:** 11 February 2016.

**Initial subscription Price per share:** 150 EUR

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
<th>MINIMUM SUBSCRIPTION</th>
<th>MINIMUM HOLDING</th>
<th>MINIMUM SUBSEQUENT SUBSCRIPTION AMOUNT</th>
<th>MANAGEMENT FEE</th>
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<td>U</td>
<td>EUR</td>
<td>B</td>
<td>EUR 10,000,000</td>
<td>EUR 10,000,000</td>
<td>NA</td>
<td>Up to 0.35%</td>
</tr>
<tr>
<td>G</td>
<td>EUR</td>
<td>B</td>
<td>EUR 300,000</td>
<td>EUR 300,000</td>
<td>NA</td>
<td>Up to 1.35%</td>
</tr>
<tr>
<td>I</td>
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<td>B</td>
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<td>EUR 1,000,000</td>
<td>NA</td>
<td>Up to 0.75%</td>
</tr>
</tbody>
</table>

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus without any subscription fee.
The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV of the Prospectus.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed one business day at 2 p.m. (Lux time) before the Valuation Day, or if that day is an official public holiday in Luxembourg, on the next business day.

The payment of subscriptions shall be made in the reference currency of the Sub-Fund within one business day before the calculation of the applicable Net Asset Value.

The payment of redemptions shall be made in the reference currency of the Sub-Fund within the next two business day(s) of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being 0.01%.
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN GVC GAESCO EURO SMALL CAPS EQUITY FUND (the “Sub-Fund”) is to invest up to 100% of its assets of in Small Caps companies being listed in any stock exchange of the Euro zone.

The Sub-Fund is an equity fund. The benchmark of the Sub-Fund is the MSCI EMU SMALL CAPS Index (Bloomberg code MCLDEMU Index). There will be no copyright fee paid by the Delegate Manager.

At the moment of the entrance at the Sub-Fund portfolio, the market capitalization of the company has to be less or equal than 2 billion Euros.

The remainder of the assets of the portfolio of the Sub-Fund will be invested in the monetary market or in fixed income. It might be public or private with a minimum rating of investment grade according S&P Ratings. The average duration of the fixed income portfolio might not be more than 2 years.

This Sub-Fund will not invest in emerging markets, derivatives, in non-Euro currency or in other funds or open-ended ETFs.

The Sub-Fund performance may differ significantly from the benchmark in a particular period of time.

There can be no assurance that the Sub-Fund will achieve its investment objective.

Risk Profile of the Sub-Fund
The investments described herein may imply, among others, an interest rate risk, an exchange rate risk as well as credit risk.

Specifically, given the investment policy of the Sub-Fund, investors are advised of the following risks.

Credit risk: This is the risk that the credit rating of an issuer of bonds to which a fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the fund has invested to fall.

General Market Risk
The value of the fund’s shares will fluctuate based on the performance of the Sub-Fund’s investments and other factors affecting the securities markets generally.

Equity Market Risk
Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change.

Interest Rate Risk
The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a
real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Investor Profile of the Sub-Fund**

Shares in the Sub-Fund are available to institutional investors.

The Sub-Fund may not be suitable for investors seeking to invest in less than a minimum of 12 months.

**Warning**

Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. **GENERAL INFORMATION**

**Reference currency of the Sub-Fund:** EUR

**Shares:**

For this Sub-Fund, the Company will issue shares in the categories “G”, “I” and “U”, denominated in EUR.

For these categories, the Company will issue capitalisation (“B Class) shares.

For this Sub-Fund, the Company will issue registered shares.

**Frequency of the Calculation of the Net Asset Value “NAV”:**

Daily, on each Luxembourg Business Day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

**Delegate Manager:** Under the terms of an agreement concluded on 5 May 2015 for an indefinite term with at least three (3) months prior notice to termination, GVC GAESCO GESTIÓN S.G.I.I.C, S.A. performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since 5 May 2015.

**Delegate Manager’s Fee:** As remuneration for its services, the Delegate Manager will receive an annual management fee. The management fee for each class is calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

**Subscription / Redemption / Conversion:**

Subscriptions in the Sub-Fund will be done in amount.

**Minimum Initial subscription period:**

The Board of Directors will determine the launch of the Sub-Fund and its initial subscription period at a later stage.

**Launch Date of the Sub-Fund:** 4 February 2016.

**Initial subscription Price per share:** 150 EUR
<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
<th>MINIMUM SUBSCRIPTION</th>
<th>MINIMUM HOLDING</th>
<th>MANAGEMENT FEE</th>
</tr>
</thead>
<tbody>
<tr>
<td>U</td>
<td>EUR</td>
<td>B</td>
<td>EUR 10,000,000</td>
<td>EUR 10,000,000</td>
<td>Up to 0.35%</td>
</tr>
<tr>
<td>G</td>
<td>EUR</td>
<td>B</td>
<td>EUR 300,000</td>
<td>EUR 300,000</td>
<td>Up to 1.35%</td>
</tr>
<tr>
<td>I</td>
<td>EUR</td>
<td>B</td>
<td>EUR 1,000,000</td>
<td>EUR 1,000,000</td>
<td>Up to 0.75%</td>
</tr>
</tbody>
</table>

**Minimum Subsequent Subscription Amount**

N/A

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV of the Prospectus.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed one business day at 2 p.m. before the Valuation Day, or if that day is an official public holiday in Luxembourg, on the next business day.

The payment of subscriptions shall be made in the reference currency of the Sub-Fund within one business day before the calculation of the applicable Net Asset Value.

The payment of redemptions shall be made in the reference currency of the Sub-Fund within the next two business day(s) of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being 0.01%.
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN GVC GAESCO ABSOLUTE RETURN FUND (the “Sub-Fund”) is to generate a stable return investing in different financial markets using a multistrategy approach avoiding the big markets drawdowns. The benchmark of the Sub-Fund is weekly EURIBOR plus 2% on a yearly basis. There will be no copyright fee paid by the Delegate Manager.

The Sub-Fund is using different strategies of different nature. It is a multi-strategy absolute return fund that wants to take advantage of behavioural finance inefficiencies. It might use relative value strategies and opportunistic strategies at the same time. Each strategy has a limited and fixed weight within the Sub-Fund.

The Sub-Fund can invest in equities, currency futures, equity index futures, volatility equity index futures, equity index options, UCITS funds, open-ended ETFs, bonds, monetary market instruments including bank deposits.

Regarding the equity assets, there is not any limit by market capitalization; they can be large, mid or small caps. There is not any style bias, they can be more value or more growth oriented. They have not any geographical restriction.

All derivatives used will be organized derivatives.

Regarding the fixed income assets, the Sub-Fund can invest in both, public and private issuers only located in OECD countries. Up to 20% of the fixed income portfolio can be invested in high yield or non rated bonds. The remaining 80% will be Investment grade by S&P (Minimum rating BBB-). The maximum duration of the fixed income portfolio is 7 years.

Bank deposits will have the same rating restrictions as the fixed income.

OTCs products are not going to be used.

UCITS Funds and open-ended ETFs, all together, might not be more than 10% of the assets.

There is no limit to non-euro currencies.

Derivatives exposure may not represent more than 100% of the assets of the fund.

There is no limit in Emerging Markets exposure.

There can be no assurance that the Sub-Fund will achieve its investment objective.

Risk Profile of the Sub-Fund

The investments described herein may imply, among others, an interest rate risk, an exchange rate risk, credit risk, as well as an emerging countries’ investment risk.

Specifically, given the investment policy of the Sub-Fund, investors are advised of the following risks.

Credit risk: This is the risk that the credit rating of an issuer of bonds to which a fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s
ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the fund has invested to fall.

**Investment in Emerging Markets**

For the Sub-Fund authorised to invest in emerging markets, investors should be aware that some markets in which fund may invest are emerging markets subject to periods of growth, instability and change. The activity of custodian banks is not as developed in emerging countries and this may lead to difficulties in the liquidation and registration of transactions. The stock exchanges concerned are smaller and more volatile than the stock markets of more developed countries. A small number of issuers account for a large share of market capitalisation and quotation value of these exchanges. In the past, some of these exchanges have experienced substantial volatility of prices or were closed unexpectedly and for long periods of time. There is no guarantee that such events will not be repeated.

In emerging markets there is the risk of political or economic changes which could unfavourably influence the value of a Sub-Fund’s investment.

In these regions, the risk that the main investment objective, i.e. appreciation of capital, will not be achieved is even more substantial.

**General Market Risk**

The value of the Sub-Fund’s shares will fluctuate based on the performance of the Sub-Fund’s investments and other factors affecting the securities markets generally.

**Equity Market Risk**

Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change.

**Interest Rate Risk**

The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Derivatives**

The Sub-Fund may enter into derivatives for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Investment Manager’s criteria and rules, but will expose the fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

**Investor Profile of the Sub-Fund**

Shares in the Sub-fund are available to institutional investors.

The Sub-Fund may not be suitable for investors seeking to invest in less than a minimum of 12 months.

**Warning**

Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-
Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:
For this Sub-Fund, the Company will issue shares in the categories “G”, “I” and “U”, denominated in EUR.
For these categories, the Company will issue capitalisation (“B Class) shares.
For this Sub-Fund, the Company will issue registered shares.

Frequency of the Calculation of the Net Asset Value “NAV”:
Daily, on each Luxembourg business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

Delegate Manager: Under the terms of an agreement concluded on 5 May 2015 for an indefinite term with at least three (3) months prior notice to termination, GVC GAESCO GESTIÒN S.G.I.I.C, S.A. performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since 5 May 2015.

Delegate Manager’s Fee: As remuneration for its services, the Delegate Manager will receive an annual fee of up to each class management fee calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

Subscription / Redemption / Conversion:
Subscriptions in the Sub-Fund will be done in amount.

Minimum Initial subscription period:
The Board of Directors will determine the launch of the Sub-Fund and its initial subscription period at a later stage.

Launch Date of the Sub-Fund: 3 March 2016.

Initial subscription Price per share: 150 EUR

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
<th>MINIMUM INITIAL SUBSCRIPTION AMOUNT</th>
<th>MINIMUM HOLDING</th>
<th>MANAGEMENT FEE</th>
<th>PERFORMANCE FEE</th>
</tr>
</thead>
<tbody>
<tr>
<td>U</td>
<td>EUR</td>
<td>B</td>
<td>EUR 10,000,000</td>
<td>EUR 10,000,000</td>
<td>0 to 1,35%</td>
<td>±7% yearly returns highwatermark</td>
</tr>
<tr>
<td>G</td>
<td>EUR</td>
<td>B</td>
<td>EUR 300,000</td>
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<td>I</td>
<td>EUR</td>
<td>B</td>
<td>EUR 1,000,000</td>
<td>EUR 1,000,000</td>
<td>0 to 0,75%</td>
<td>+7% yearly returns highwatermark</td>
</tr>
</tbody>
</table>

Minimum Subsequent Subscription Amount
N/A

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.
The lists for the subscription, redemption and conversion of shares shall be closed one business day at 2 p.m. (Luxembourg time) before the Valuation Day, or if that day is an official public holiday in Luxembourg, on the next business day.

The payment of subscriptions shall be made in the reference currency of the Sub-Fund within one business day before the calculation of the applicable Net Asset Value.

The payment of redemptions shall be made in the reference currency of the Sub-Fund within the next two business day(s) of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being 0.01%.
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN MAPFRE EURO BONDS FUND is to exclusively invest in fixed income assets.

The distribution of the portfolio will comply with a minimum investment of 70% in public debt, supranational or agencies debt, issued by OCDE member states.

Up to a maximum of 30% can be materialized in corporate debt issued by private entities also belonging to the OCDE.

It will also be possible to have up to 10% placed in deposits from financial institutions belonging to the EU countries.

The Sub-Fund will be allowed as well to invest in repo and money market assets.

Investment’s credit quality will be high, with at least 50% of the fixed income portfolio owning a minimum rating of AA- by S&P or its equivalent by other rating agencies.

Notwithstanding this, up to 30% of the fixed income portfolio can be invested in medium credit quality assets (owning ratings between BBB+ and BBB- by S&P or equivalent).

The Sub-Fund-Fund will have no currency risk; therefore a 100% of the exposure will be materialized in Euros. Thus, in the event of purchasing bonds denominated in a different currency, the foreign exchange risk should be hedged.

The use of financial derivatives negotiated in organized markets with both hedging and investment purposes will be possible as well as the use of OTC financial derivatives only with hedging purposes.

The Sub-Fund will not invest up to 10% of its assets in through UCITS and/or other UCI within the meaning of Article 1, paragraph (2), items (a) and (b) of Directive 2009/65/EC.

The Sub-Fund will not directly invest in asset back securities (ABS) and/or mortgage back securities (MBS).

The average duration of the portfolio will be between 0 and 10 years.

Benchmarck (composite)

35% BoA Merrill Lynch Euro Government Index (EG00)
35% BoA Merrill Lynch Euro Treasury Bill Index (EGB0)
30% BoA Merrill Lynch Euro Large Cap Corporate Index (ERL0)

The Sub-Fund will not replicate such index structure. This benchmark composite for reporting purposes and is not an assurance that the Sub-Fund will achieve such a level of performance. The Sub-Fund will not pay any fees and/or charges regarding the use of any benchmarks.

Risk Profile

Interest rate risk: The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the sub-fund is
likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Derivatives:** The Sub-Fund may use futures, pending investment in convertible or corporate bonds, or for hedging purposes, and options with a view to hedging systemic risks including market risks, interest rate risks, volatility risks and currency risks.

**Credit risk:** This is the risk that the credit rating of an issuer of bonds to which a sub-fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the sub-fund has invested to fall.

**Liquidity risk:** This risk arises when a particular security is difficult to dispose of. In principle acquisitions for a Sub-Fund must only consist of securities that can be sold at any time. Nevertheless, it may be difficult to sell particular securities at the required time during certain phases or in particular exchange segments or due to the deterioration of the economic situation. There is also the risk that securities traded in a tight market segment may be subject to significant price volatility.

**Currency risk:** A sub-fund holds assets denominated in currencies other than its reference currency. It may be affected by changes in rates of exchange between the reference currency and these other currencies or by changes to exchange control regulations. If the currency in which a security is denominated appreciates against the sub-fund’s reference currency, the security’s equivalent value in the reference currency will also appreciate. Conversely, a depreciation in the currency will result in a fall in the security’s equivalent value in the reference currency. There can be no assurance that transactions executed by the manager to hedge against currency risks will be 100% successful.

**Risks associated with inflation:** Returns on short-term investments may not match the rate of inflation, thus resulting in a reduction in the investor’s purchasing power.

**Tax-related risks:** The value of an investment may be affected by differences in applicable taxes between countries, such as withholding tax, or by changes in the country’s government, economic policy or monetary policy. This means that no guarantee can be given that the investment objectives will be achieved.

**Investor Profile**

Shares in the Sub-fund are available to institutional investors.

This fund may not be appropriate for investors who plan to withdraw their money within less than 3-5 years.

**Warning**

Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.
2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EURO

Shares:

For this Sub-Fund, the Company will issue one share class, opened to institutional investors.

Category “I” in the category opened for the institutional investors denominated in EUR.

For this Sub-Fund, the Company will issue only distributive and registered shares.

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
</tr>
</thead>
<tbody>
<tr>
<td>I</td>
<td>(EUR)</td>
<td>A</td>
</tr>
</tbody>
</table>

Frequency of the Calculation of the Net Asset Value “NAV”: daily (the “Valuation Day”). If this day is a bank holiday in Luxembourg, the NAV will be dated on the next banking business day.

Delegate Manager: Under the terms of an agreement concluded on 22 May 2015 for an indefinite term with at least three (3) months prior notice to termination, MAPFRE INVERSIÓN II, SGIIC, SA, performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since 22 May 2015.

Management Fee: As remuneration for its services, the Delegate Manager will receive an annual fee of maximum 0.5% fee, calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

Subscription / Redemption / Conversion:

Subscriptions in the Sub-Fund will be done in amount and/or in number of shares to be subscribed.

Launch date of the Sub-Fund: 11 September 2015.

Launch Price: 150 Euro per share

Minimum Initial Subscription Amount:
Category “I”
100,000.- EUR

Minimum Subsequent Subscription Amount:
Category “I”
10,000. – EUR

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV

The subscription and redemption request of shares shall be closed at noon (12 p.m.) (CET) on the Business Day immediately preceding the relevant Valuation Day.
The payment of subscriptions shall be made in the reference currency of the Sub-Fund within two Business Days following the relevant Valuation Day.

The payment of redemptions shall be made in the reference currency of the Sub-Fund within three Business Days following the relevant Valuation Day. No redemption fee will be applied.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.01 % for institutional shares “I”.

SUB-FUND PARETURN DIVERSIFIED FUND

1. INVESTMENT POLICY

The sub-fund PARETURN DIVERSIFIED FUND (the “Sub-Fund) follows a balanced investment strategy by investing into a diversified portfolio of financial instruments, funds (including ETFs), liquid assets and financial instruments (including financial derivative instruments and financial structured instruments).

The purpose of the portfolio allocation and the management of the Sub-Fund is to balance risk and return. The purpose of the portfolio allocation and the management of the Sub-Fund go beyond capital preservation of the Sub-Fund and do hence carry more risk that a strategy focused on capital preservation. The Sub-Fund is suitable for an investor with a medium to long term investment horizon (i.e. a time horizon exceeding four years).

The Sub-Fund seeks to allocate:

- Maximum 30% in equities,
- Maximum 80% in bonds,
- Maximum 25% in alternative investments (hedge funds, alternative UCITS, balanced and flexible funds and indirectly in commodities via index trackers or UCIs),
- Minimum 5% in cash assets and /or time deposits.

The Sub-fund intends to hold liquid assets on ancillary basis.

☐ Equities are listed on a regulated market. The issuers of equities may be present or active in any country and in any sector including but not limited to sectors related to the manufacturing, IT and equipment, financial services, construction, logistics and transportation, telecommunication or leisure industry. Equities may be qualified by the Delegate Manager as value stocks or growth stocks. Value stocks are equities issued by mature companies with a proven track-record, while growth stocks are issued by companies which are generally in the pioneering, developing or expansion stage of their life cycle.

☐ Bonds, notes and other debt instruments may be issued or guaranteed by a State including a non-OECD Member State, its local authorities or a public international body. The Sub-Fund may also acquire corporate bonds, convertible bonds and notes.

The Sub-Fund is furthermore authorised to open positions in financial derivative instruments either traded or dealt on a regulated market or on the OTC market primarily with the purpose to hedge a relevant position in the Sub-Fund's portfolio or to gain an access to the relevant market, asset class, transferable security or financial instrument.

The Sub-Fund also intends to invest in traditional long only funds, in alternative funds, in ETFs and in various type of financial structured instruments in order to gain an exposure to the relevant market or asset class.

The Board of Directors and/or the Delegate Manager are entitled to change the asset allocation within the framework of the investment policy and investment limits as described in the Prospectus if they consider that such a change is in the interests of the Shareholders.

There can be no assurance that the Sub-Fund will achieve its investment objective.
Risk Profile of the Sub-Fund
The investments described herein may imply, among others, an interest rate risk, an exchange rate risk, credit risk, as well as an emerging countries’ investment risk.

Specifically, given the investment policy of the Sub-Fund, investors are advised of the following risks:

Credit risk
This is the risk that the credit rating of an issuer of bonds to which the Sub-Fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the Sub-Fund has invested to fall.

General Market Risk
The value of the Sub-Fund’s shares will fluctuate based on the performance of the Sub-Fund’s investments and other factors affecting the securities markets generally.

Equity Market Risk
Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change.

Interest Rate Risk
The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the Sub-Fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

Derivatives
The Sub-Fund may enter into derivatives for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Delegate Manager’s criteria and rules, but will expose the Sub-Fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

Investment in Emerging Markets
For the Sub-Fund authorised to invest in emerging markets, investors should be aware that some markets in which the Sub-Fund may invest are emerging markets subject to periods of growth, instability and change. The activity of custodian banks is not as developed in emerging countries and this may lead to difficulties in the liquidation and registration of transactions. The stock exchanges concerned are smaller and more volatile than the stock markets of more developed countries. A small number of issuers account for a large share of market capitalisation and quotation value of these exchanges. In the past, some of these exchanges have experienced substantial volatility of prices or were closed unexpectedly and for long periods of time. There is no guarantee that such events will not be repeated.

In emerging markets there is the risk of political or economic changes which could unfavourably influence the value of a Sub-Fund’s investment.
In these regions, the risk that the main investment objective, i.e. appreciation of capital, will not be achieved is even more substantial.
The Sub-Fund may not be suitable for investors seeking to invest in less than a minimum of 48 months.

**Warning**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. **GENERAL INFORMATION**

**Shares:**
For this Sub-Fund, the Company will issue registered shares in the category “I,” denominated in EUR which belongs to Class B shares (capitalisation shares).

**Frequency of the Calculation of the Net Asset Value “NAV”:**
Twice a month (first business day and fifteenth business day in a month) on Luxembourg business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

**Delegate Manager:** Under the terms of an agreement concluded for an indefinite term with at least three (3) months prior notice to termination, BGL BNP PARIBAS S.A. performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since 30 November 2015.

**Delegate Manager’s Fee:** As remuneration for its services, the Delegate Manager will receive an annual fee of up to each class management fee calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

**Subscription / Redemption / Conversion:**
Subscriptions in the Sub-Fund will be done in cash or in kind.

**Launch Date of the Sub-Fund:** 1st December 2015

**Launch Price per share:** 150 EUR

<table>
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<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
<th>MANAGEMENT FEE</th>
</tr>
</thead>
<tbody>
<tr>
<td>I</td>
<td>EUR</td>
<td>B</td>
<td>0.3%</td>
</tr>
</tbody>
</table>

When the Sub-Fund invests in units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the Delegate Manager or by another company with which the Delegate Manager is linked by a common management or control, or by a substantial direct or indirect holding, the Delegate Manager or the other company may not charge subscription or redemption fees on account of the Sub-Fund investment in the units of such other UCITS and/or other UCIs.

As for investments in a UCITS or other UCIs, total management fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 2% of the NAV of the Sub-Fund.

**Minimum Subsequent Subscription Amount**
N/A

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.
Subscription/redemption/conversion lists are closed at the latest at 2.00 p.m. on the business day preceding Valuation Day.

Subscriptions, redemptions and conversions must be settled in the reference currency of the Sub-Fund, category or class of shares.

Subscriptions must be paid up within a deadline of three (3) business days in Luxembourg following calculation of the NAV applied.

Redemptions and conversions must be settled within a deadline of five (5) business days in Luxembourg following calculation of the NAV applied.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:

- 0.01% for institutional “I”.
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN SECURITY LATAM CORPORATE DEBT (the “Sub-Fund”) is to provide investors with capital appreciation and growth by investing mainly in fixed-income instruments.

The Sub-Fund shall invest in USD denominated Latam debt instruments issued by Latin American corporates. At least 70% of the Sub-Fund’s portfolio will be comprised of USD-denominated instruments, from Latin American corporate issuers.

The Sub-Fund shall invest mainly in bonds issued by issuers classified as “investment grade” by any of the large rating agencies, as well as in high yield bonds.

The Sub-fund can also invest in derivatives instruments.

The Sub-Fund may enter into derivatives (including OTC derivatives) for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Investment Manager’s criteria and rules, but will expose the Sub-Fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

The Sub-Fund will not exceed the general limits for the use of financial derivative instruments for reasons of market and counterparty risk set out in current legislation for UCITS.

The Sub-Fund will not invest in Asset Back Securities (ABS) and/or Mortgage Back Securities (MBS).

Risk Profile

The investment policy of the Sub-Fund in emerging markets and fixed income securities is subject to risks, including market risk, currency risk and credit risk. It is expected that the Sub-Fund will have a high volatility of NAV.

The value of an investment in the Sub-Fund will be affected by fluctuations in the value of the currency of denomination of the bonds against the reference currency of the issuers. Adverse fluctuations in currency exchange rates can result in a decrease in return and in a loss of capital.

The Sub-Fund invests in emerging markets. Such investments may carry additional risks, including the possibility of nationalisation or expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments, which could affect investments in those countries, increasing their volatility.

The Sub-Fund invests in short-term to long-term fixed income securities, which are subject to credit risk, which is an issuer’s inability to meet principal and interest payments on the obligations, and may be subject to price volatility due to interest rate sensitivity.

Where the Sub-Fund invests in fixed income securities issued by institutions with medium credit rating, there is a moderate counterparty risk. However, where Sub-Fund invests its portfolio in securities issued by institutions with low credit rating, the counterparty risk is important.
General risk profile regarding the investment in emerging markets
Potential investors are advised that investing in securities issued by emerging markets companies involve risks which are not generally encountered on the majority of western European or North American or other mature markets.
These risks are of the following type:
- Political: including political instability and volatility;
- Economic: including high rates of inflation, risks linked to investments in recently privatised companies and currency depreciation, immature financial markets;
- Monetary: there is a risk of local currency devaluation due to certain unstable political and economic factors in the countries concerned;
- Legal: legal insecurity and general problems in having rights recognised or enforced;
- Fiscal: in certain countries fiscal charges can be very high and there is no guarantee of uniform and coherent interpretation of legal texts. Local authorities often have discretionary power to create new taxes, sometimes with retroactive effect.
This results in increased volatility and lack of liquidity in investments while the stock capitalisation of these countries is weaker than on mature markets.

Credit risk:
This is the risk that the credit rating of an issuer of bonds to which a sub-fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. The Sub-Fund’s strategy includes investing in bonds issued by issuers with a high credit risk (high-yield securities). Investing in sub-funds that invest in high-yield bonds presents a higher than average risk due to the quality of the issuer. Because of the Sub-Fund’s fundamental emphasis, such investments are generally concentrated in situations where the Delegate Manager believes that the credit profile is improving, so that the issuer’s debt may be upgraded by the rating agencies and so that the issuer may have greater access to the capital markets to refinance at improved terms.

Interest Rate Risk
The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

Derivatives
The fund may enter into derivatives (including OTC derivatives) for hedging and investment purposes, in compliance with current legislation applicable to UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Delegate Manager’s criteria and rules, but will expose the fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

Tax-related risks:
The value of an investment may be affected by differences in applicable taxes between countries, such as withholding tax, or by changes in the country’s government, economic policy or monetary policy.

Investor Profile
The Sub-Fund is suited to investors seeking an appreciation of invested capital on a long term and who are able to withstand high short term volatility.
Minimum recommended holding term is about 3 years.

This Sub-Fund is offered to both retail and institutional investors.

**Warning**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. **GENERAL INFORMATION**

**Reference currency of the Sub-Fund:** USD

**Shares:**
For this Sub-Fund, the Company will issue two share classes:

Category “I” in the category “Institutional” denominated in USD.

Category “R” in the category “Retail” denominated in USD.

For these categories, the Sub-Fund will only issue “B” shares (capitalisation shares).

For this Sub-Fund, the Company will issue registered shares.

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<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
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<tbody>
<tr>
<td>I</td>
<td>USD</td>
<td>B</td>
</tr>
<tr>
<td>R</td>
<td>USD</td>
<td>B</td>
</tr>
</tbody>
</table>

**Frequency of the Calculation of the Net Asset Value “NAV”:** Daily, on each Luxembourg business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

**Delegate Manager:** Under the terms of an agreement concluded on 17 November 2015 for an indefinite term with at least three (3) months prior notice to termination, Administradora General de Fondos Security S.A., having its registered office in Avenida Apoquindo 3150, Piso 7, Las Condes, Santiago, Chile performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

**Management Fee:** As remuneration for its services, the Delegate Manager will receive the following annual fees calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

Category “I”: maximum: 0.70% p.a.

Category “R”: maximum: 1.50% p.a.

Fees for distribution and marketing will be a component of the Delegate Manager’s Fees. Such fees may be paid out of the Delegate Manager’s Fees either by the Delegate Manager or, alternatively, directly by the Sub-Fund.
Subscription / Redemption / Conversion:

Subscriptions in the Sub-Fund will only be done in amount.

Shares may be issued in consideration of a contribution in kind of transferable securities to the extent that those transferable securities are in accordance with the objectives and the investment policy of the Sub-Fund and in accordance with the provisions of the Luxembourg law, including the obligation to submit a valuation report drawn up by the authorised Auditor approved by the Company. All the costs associated with the contribution in kind of transferable securities shall be borne by the shareholders concerned.

Launch Date of the Sub-Fund: 05 July 2016.

Initial subscription Price:
Class I: USD 100,000.-
Class R: USD 100.-

Minimum initial investment
Class I: USD 1,000,000.-
Class R: USD 100.-

Minimum subsequent subscription amount:
Class I: USD 500,000.-
Class R: USD 500,000.-

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with Chapter V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with Chapter V, without any deduction of any redemption fee.

The terms for conversion of shares of one Sub-Fund to another are described in item 4 Chapter IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at the latest at 4 pm (Luxembourg time) on the Valuation Day, or if that day is an official public holiday in Luxembourg, on the next business banking day.

The payment of subscriptions, redemption and conversions shall be made in the reference currency of the Sub-Fund within three (3) business days of the calculation of the applicable Net Asset Value.

Official listing on the Luxembourg Stock Exchange: The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

Subscription Tax: The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.05% for retail shares “R”,
- 0.01% for institutional shares “I”.

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1. INVESTMENT POLICY

The sub-fund PARETURN RIVENDALE (the “Sub-Fund”) will seek to achieve its investment objective by primarily having an exposure not limited by a specific economical sector or a specific currency. However depending on financial market conditions, a particular focus can be placed in a single country, a single economic sector, in a single currency and/or in a specific type of assets (within the below investments restrictions).

The objective of the Sub-Fund is a flexible allocation through all financial investments aiming for capital presentation primarily and capital appreciation on the mid-long term horizon. The Sub-Fund will invest at least 50% in fixed income instruments and the balance in any other type of financial instruments mainly equities, eligible funds having alternative investment strategies, and global allocation fund.

Structured products can be instruments such as but not limited to notes, certificates or any other transferable securities whose returns are correlated with changes in, inter alia, an index (index on volatility, commodities and precious metals), in currencies, in exchange rates, in transferable securities or in a basket of transferable securities or an undertaking for collective investment including UCITS with hedge fund strategy or in exchanged traded funds. Those investments may not be used to elude the investment objective of the Sub-Fund.

The Sub-Fund may not invest more than 20% of its net asset in ABS and/or MBS. The investment in ABS/MBS will only be achieved indirectly through UCITS. Investment in real estates will only be achieved indirectly through listed real estate investment trusts and closed-ended real estate investment trusts.

For hedging purposes and any other purposes, the Sub-Fund may use all types of financial derivative instruments traded on a regulated market and/or over the counter (OTC) provided they are contracted with leading financial institutions specialized in this type of transactions. In particular, the Sub-Fund may take exposure through any financial derivatives instruments, such as but not limited to warrants, futures, options, swaps (including but not limited to total return swaps, contracts for difference, credit default swaps) and forwards on any underlying as well as the investment policy of the Sub-Fund including but not limited to currencies (including non-delivery forwards), interest rates, transferable securities, basket of transferable securities, eligible indices in accordance with article 44 of 2010 Law as well as the Grand-Ducal Regulation of 8 February 2008 (including but not limited to commodities or volatility indices), undertakings for collective investment.

If the Delegate Manager considers this to be in the best interest of the shareholders, the Sub-Fund may also, hold, up to 100% of its net assets, liquidities, such as cash deposits, money market funds and money market instruments.

There can be no assurance that the Sub-Fund will achieve its investment objective.

There is no mandatory holding period.

Risk Profile of the Sub-Fund

The investments described herein may imply, among others, an interest rate risk, an exchange rate risk, credit risk, as well as an emerging countries’ investment risk.
Specifically, given the investment policy of the Sub-Fund, investors are advised of the following risks:

**Credit risk**
This is the risk that the credit rating of an issuer of bonds to which the Sub-Fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the Sub-Fund has invested to fall.

**General Market Risk**
The value of the Sub-Fund’s shares will fluctuate based on the performance of the Sub-Fund’s investments and other factors affecting the securities markets generally.

**Equity Market Risk**
Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change.

**Interest Rate Risk**
The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the Sub-Fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Derivatives**
The Sub-Fund may enter into derivatives for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Delegate Manager’s criteria and rules, but will expose the Sub-Fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

**Mortgage- and Other Asset-Backed Securities**
The yield characteristics of mortgage- and other asset-backed securities differ from traditional debt securities. A major difference is that the principal amount of the obligation generally may be prepaid at any time because the underlying assets generally may be prepaid at any time. As a result, if an asset-backed security is purchased at a premium, a prepayment rate that is faster than expected will reduce yield to maturity, while a prepayment rate that is slower than expected will have the opposite effect of increasing yield to maturity. Conversely, if an asset-backed security is purchased at a discount, faster than expected prepayments will increase, while slower than expected prepayments will decrease, yield to maturity. Generally, pre-payments on fixed-rate mortgage loans will increase during a period of falling interest rates and decrease during a period of rising interest rates. Mortgage- and asset-backed securities may also decrease in value as a result of increases in interest rates and, because of prepayments, may benefit less than other fixed income securities from declining interest rates. Reinvestment of prepayments may occur at lower interest rates than the original investment, thus adversely affecting a Sub-Fund’s yield. Actual prepayment experience may cause the yield of mortgage-backed securities to differ from what was assumed when the Sub-Fund purchased the security.
Investment in Emerging Markets

For the Sub-Fund authorised to invest in emerging markets, investors should be aware that some markets in which the Sub-Fund may invest are emerging markets subject to periods of growth, instability and change. The activity of custodian banks is not as developed in emerging countries and this may lead to difficulties in the liquidation and registration of transactions. The stock exchanges concerned are smaller and more volatile than the stock markets of more developed countries. A small number of issuers account for a large share of market capitalisation and quotation value of these exchanges. In the past, some of these exchanges have experienced substantial volatility of prices or were closed unexpectedly and for long periods of time. There is no guarantee that such events will not be repeated.

In emerging markets there is the risk of political or economic changes which could unfavourably influence the value of a Sub-Fund’s investment.

In these regions, the risk that the main investment objective, i.e. appreciation of capital, will not be achieved is even more substantial.

The Sub-Fund may not be suitable for investors seeking to invest in less than a minimum of 48 months.

Warning

Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. GENERAL INFORMATION

Reference currency of the Sub-Fund: EUR

Shares:
For this Sub-Fund, the Company will issue registered shares in the category “R,” denominated in EUR which belongs to Class B shares (capitalisation shares).

Frequency of the Calculation of the Net Asset Value “NAV”:
Once a week (on Thursday each week) on Luxembourg business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the Luxembourg next business day.

Delegate Manager:
Under the terms of an agreement concluded for an indefinite term with at least three (3) months prior notice to termination, Banque Pictet & Cie SA with registered address 60 route des Acacias, 1211 Geneva 73 Switzerland performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since 13 July 2016.

Delegate Manager’s Fee:
As remuneration for its services, the Delegate Manager will receive an annual fee per share class/category, as in indicated in the table below, calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.
**Subscription / Redemption / Conversion:**
Subscriptions/redemption/conversion in the Sub-Fund will be done in cash or in kind.

**Launch Date of the Sub-Fund:** 04 August 2016

**Launch Price per share:** 150 EUR

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<th>CATEGORY</th>
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<th>CLASS</th>
<th>MANAGEMENT FEE</th>
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<tbody>
<tr>
<td>R</td>
<td>EUR</td>
<td>B</td>
<td>Up to 0.3%</td>
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When the Sub-Fund invests in units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the Delegate Manager or by another company with which the Delegate Manager is linked by a common management or control, or by a substantial direct or indirect holding, the Delegate Manager or the other company may not charge subscription or redemption fees on account of the Sub-Fund investment in the units of such other UCITS and/or other UCIs.

As for investments in a UCITS or other UCIs, total management fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 2% of the NAV of the Sub-Fund.

**Minimum Subsequent Subscription Amount**
N/A

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

Subscription/redemption/conversion lists are closed at the latest at 2.00 p.m. two (2) business days preceding Valuation Day.

Subscriptions, redemptions and conversions must be settled in the reference currency of the Sub-Fund, category or class of shares.

Subscriptions must be paid up within a deadline of three (3) business days in Luxembourg following calculation of the NAV applied.

Redemptions and conversions must be settled within a deadline of five (5) business days in Luxembourg following calculation of the NAV applied.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.05% for category Retail “R”
1. INVESTMENT POLICY

The objective of the sub-fund PARETURN FIDELIUS GLOBAL (the “Sub-Fund”) (denominated in EUR) is to invest its assets in a portfolio providing exposures to the global equity and bond markets. The exposure to equities will represent a maximum of 70% of the Sub-Fund’s portfolio, with the rest of the portfolio being subject to exposure to fixed income and money market instruments. These exposures might also be obtained by investing in units of UCITs and/or other UCI within the meaning of Article 1, paragraph (2), items (a) and (b) of Directive 2009/65/EC including eligible exchange-traded funds (ETF) and eligible alternative funds.

Further, in extreme situations and only on a temporary basis, the Delegated Manager may reduce the Sub-Fund’s exposures to the global equity and/or bond markets and concentrate the Sub-Fund’s assets on money market instruments and other liquid assets (always provided that the relevant investment restrictions are adhered to), if it deems this to be necessary in order to protect the interests of the Shareholders. In order to achieve its investment objective the Sub-Fund may invest up to 49% of its net assets in money market instruments, and/or in any currency and/or in other liquid assets, including listed money market instruments, investments in the foreign exchange market, callable or fixed deposits at credit institutions or other money market instruments provided the term to maturity does not exceed twelve months.

The Sub-Fund may invest in ABS and/or MBS, with a maximum rate of 5%.

The Sub-Fund may invest into contingent convertible securities (“CoCos”) up to 5%.

The Sub-Fund may invest in derivatives (option or futures) linked to debt instrument, interest rate and equity instruments (indexed or stocks), currency forward agreements. These derivatives may be used for hedging purposes and/or in the interest of the efficient portfolio management.

There is no restriction concerning the currencies in which these assets and money-market instruments are denominated.

The Sub-Fund may invest globally, including in so-called Emerging Market Countries.

Risk Profile

**Interest rate risk:** The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the sub-fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Risks associated with the investments in Asset-Backed Securities and Mortgage Backed Securities:** The Sub-Fund may invest their assets in Asset Backed Securities (ABS) including Mortgage Backed Securities (MBS), which are debt securities based on a pool of assets or collateralised by the cash flows from a specific pool of underlying assets. ABS and MBS assets may be highly illiquid and therefore prone to substantial price volatility. ABS and/or MBS will not represent more than 5% of the Net Asset Value of a Fund.
**Derivatives:** The Sub-Fund may use futures for investment and/or hedging purposes or in the interest of the efficient management of the portfolio, pending investment in convertible or corporate bonds, or for hedging purposes, and options with a view to hedging systemic risks including market risks, interest rate risks, volatility risks and currency risks.

**Credit risk:** This is a fundamental risk relating to all fixed income securities as well as money market instruments, is the chance that an issuer will fail to make principal and profit payments when due. Issuers with higher credit risk typically offer higher yields for this added risk. Conversely, issuers with lower credit risk typically offer lower yields. Generally, government securities are considered to be the safest in terms of credit risk under normal market conditions, while corporate debt, especially for companies with poorer credit ratings, have the highest credit risk. Government, or sovereign, securities can also carry high risk if a country’s economic, political, fiscal and monetary situation deteriorates. Changes in the financial condition of an issuer, changes in economic and political conditions in general, and/or changes in economic and political conditions specific to an issuer, are all factors that may have an adverse impact on an issuer’s credit quality and security values.

**Liquidity risk:** This risk arises when a particular security is difficult to dispose of. In principle acquisitions for a Sub-Fund must only consist of securities that can be sold at any time. Nevertheless, it may be difficult to sell particular securities at the required time during certain phases or in particular exchange segments or due to the deterioration of the economic situation. There is also the risk that securities traded in a tight market segment may be subject to significant price volatility.

**Currency risk:** A sub-fund holds assets denominated in currencies other than its reference currency. It may be affected by changes in rates of exchange between the reference currency and these other currencies or by changes to exchange control regulations. If the currency in which a security is denominated appreciates against the sub-fund’s reference currency, the security’s equivalent value in the reference currency will also appreciate. Conversely, a depreciation in the currency will result in a fall in the security’s equivalent value in the reference currency. There can be no assurance that transactions executed by the manager to hedge against currency risks will be 100% successful.

**Risks associated with inflation:** Returns on short-term investments may not match the rate of inflation, thus resulting in a reduction in the investor’s purchasing power.

**Investment in Emerging Markets**
For the fund authorised to invest in emerging markets, investors should be aware that some markets in which fund may invest are emerging markets subject to periods of growth, instability and change. The activity of custodian banks is not as developed in emerging countries and this may lead to difficulties in the liquidation and registration of transactions. The stock exchanges concerned are smaller and more volatile than the stock markets of more developed countries. A small number of issuers account for a large share of market capitalisation and quotation value of these exchanges. In the past, some of these exchanges have experienced substantial volatility of prices or were closed unexpectedly and for long periods of time. There is no guarantee that such events will not be repeated. In emerging markets there is the risk of political or economic changes which could unfavourably influence the value of a Sub-Fund’s investment. In these regions, the risk that the main investment objective, i.e. appreciation of capital, will not be achieved is even more substantial.

**Risks associated to the investment in Contingent convertible Bonds:**
The Sub-Fund may invest in contingent securities structured as contingent convertibles securities also known as CoCos. A contingent convertible security is a hybrid debt security either convertible into equity at a predetermined share price, written down or written off in value based on the specific terms of the individual security if a pre-specified trigger event occurs. Contingent convertible securities are subject to the risks associated with bonds and equities, and to the risks specific to convertible securities in general. Contingent convertible securities are also subject to additional risks specific to their structure including:
Conversion risk
In some cases, the issuer may cause a convertible security to convert to common stock. If a convertible security converts to common stock, a fund may hold such common stock in its portfolio even if it does not ordinarily invest in common stock.

Trigger level risk
Trigger levels differ and determine exposure to conversion risk depending on the distance of the capital ratio to the trigger level. It might be difficult for the investment adviser of the relevant Fund to anticipate the triggering events that would require the debt to convert into equity.

Capital structure inversion risk
Contingent convertible securities are typically structurally subordinated to traditional convertible bonds in the issuer’s capital structure. In certain scenarios, investors in contingent convertible securities may suffer a loss of capital ahead of equity holders or when equity holders do not.

Written down risk
In some cases, the issuer may cause a convertible security to be written down in value based on the specific terms of the individual security if a pre-specified trigger event occurs. There is no guarantee that a fund will receive return of principal on contingent convertible securities.

Yield/Valuation risk
The valuation of contingent convertible securities is influenced by many unpredictable factors such as:
(i) the creditworthiness of the issuer and the fluctuations in the issuer’s capital ratios;
(ii) the supply and demand for contingent convertible securities;
(iii) the general market conditions and available liquidity; and
(iv) the economic, financial and political events that affect the issuer, the market it is operating in or the financial markets in general.

Liquidity risk
Convertible securities are subject to liquidity risk.

Coupon cancellation risk
In addition, coupon payments on contingent convertible securities are discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time. The discretionary cancellation of payments is not an event of default and there are no possibilities to require reinstatement of coupon payments or payment of any missed payments. Coupon payments may also be subject to approval by the issuer’s regulator and may be suspended in the event there are insufficient distributable reserves. As a result of uncertainty surrounding coupon payments, contingent convertible securities may be volatile and their price may decline rapidly in the event that coupon payments are suspended.

Call extension risk
Contingent convertible securities are subject to extension risk. Contingent convertible securities are perpetual instruments and may only be callable at predetermined dates upon approval of the applicable regulatory authority. There is no guarantee that a fund will receive return of principal on contingent convertible securities.

Unknown risk
Convertible contingent securities are a newer form of instrument and the market and regulatory environment for these instruments is still evolving. As a result it is uncertain how the overall market for contingent convertible securities would react to a trigger event or coupon suspension applicable to one issuer.
**Tax-related risks:** The value of an investment may be affected by differences in applicable taxes between countries, such as withholding tax, or by changes in the country’s government, economic policy or monetary policy. This means that no guarantee can be given that the investment objectives will be achieved.

**Investor Profile**

This Sub-Fund is suitable for investors who:
- are seeking a diversified investment in international equities and bonds,
- wish to benefit from an evolving tactical allocation of their assets,
- want a long-term investment whilst tolerating an average level of risk.

**Warning**

Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. **GENERAL INFORMATION**

**Reference currency of the Sub-Fund:** EURO

**Shares:**

For this Sub-Fund, the Company will issue one share class, opened to all type of investors.

**Category “P”** in the category opened “all type of investors” denominated in EUR.

**For this Sub-Fund, the Company will issue only capitalisation and registered shares.**

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
</tr>
</thead>
<tbody>
<tr>
<td>P</td>
<td>(EUR)</td>
<td>B</td>
</tr>
</tbody>
</table>

**Frequency of the Calculation of the Net Asset Value “NAV:** Weekly, namely each Monday. If this is a public holiday in Luxembourg, the NAV will be dated the following bank working day.

**Delegate Manager:** Under the terms of an agreement concluded on DATE for an indefinite term with at least three (3) months prior notice to termination, CREDIT SUISSE GESTIÓN SGIIIC SA, having its registered office at Calle Ayala 42, S-28001, Madrid (Spain), performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund since 30 September 2016.

As for investments in a UCITS or other UCIs, total management fees charged to the Sub-Fund as well as to each UCITS or other UCIs concerned may not exceed 3 % of the NAV of the Sub-Fund. In its annual report, the Company shall indicate the maximum proportion of management fees both to the Sub-Fund itself and to the UCITS and/or UCIs in which it invests.

**Management Fee:** As remuneration for its services, the Delegate Manager will receive an annual fee of maximum 0.3 % fee, calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.
Subscription / Redemption / Conversion:

Subscriptions in the Sub-Fund will be done in amount and/or in number of shares to be subscribed.

Launch date of the Sub-Fund: 17 October 2016

Initial Subscription Period: 30 September to 14 October 2016

Launch Price: 100 Euro per share

Minimum Initial Subscription Amount:
None

Minimum Subsequent Subscription Amount:
None

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus without any deduction of any subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV

The subscription and redemption request of shares shall be closed at 3.p.m. (CET) on the business day immediately preceding the relevant Valuation Day.

The payment of subscriptions shall be made in the reference currency of the Sub-Fund within two (2) business days following the relevant Valuation Day.

The payment of redemptions shall be made in the reference currency of the Sub-Fund within three (3) business days following the relevant Valuation Day. No redemption fee will be applied.

Official listing on the Luxembourg Stock Exchange: The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

Subscription Tax: The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being:
- 0.05 % for “all type of investors” shares “P”.

1. INVESTMENT POLICY

The objective of the sub-fund PARETURN AVIVA ESPABOLSA (LUXEMBOURG) (the “Sub-Fund” or the “Feeder Sub-Fund”) is to provide investors with capital appreciation of its net assets, using the IBEX 35 index as reference.

The Sub-Fund is a feeder fund of the master fund AVIVA ESPABOLSA, FI (the “Master Fund”).

The Sub-Fund will invest more than 90% of its total net exposure in the Master Fund.

The rest of the assets will be invested in cash (for ancillary purposes), deposits, repurchase agreement and current accounts in accordance with the 2010 Law.

The objective, the investment policy and the risk profile of the Feeder Sub-Fund and the Master Fund are similar. The performance of the Feeder Sub-Fund and the Master Fund are similar with the exception of the assets of the Feeder Sub-Fund which will not be invested in the Master Fund.

The Feeder Sub-Fund may not invest more than 10% of its assets in ancillary liquid assets in accordance with Article 41, paragraph (2), first sub-paragraph of the 2010 Law.

Investment Policy of the Master Fund

The Master Fund is a common UCITS fund registered in Spain and governed by the Directive 2009/65/EC.

Management benchmark is the performance of the IBEX 35 index.

The Master Fund’s minimum exposure to equity will be 75% of total exposure.

No less than 75% of the Master Fund’s exposure to equity will be invested in Spanish issuers. The remaining percentage of exposure to equity may occasionally be invested in European issuers and markets, both from within and without the Euro Zone. The Master Fund will invest in high, medium and small capitalization securities.

The remaining exposure will relate to public or private fixed-income securities (including deposits), with a minimum rating of BBB+ by S&P, or equivalent ratings, corresponding to no less than a medium investment grade. For issues not rated, the issuer rating shall be considered.

The average maturity of the fixed-income portfolio will be less than 18 months. Fixed-income assets issuers and markets shall be from the Euro Zone.

The Master Fund may invest up to 10% of its assets in financial CISs (eligible assets), whether or not harmonised, and both from within and from without the management company’s group.

Maximum exposure to market risk through derivative financial instruments will be the amount of the Master Fund’s net assets.

The Master Fund may invest over 35% of its assets in securities issued or secured by any Member State of the European Union, by any Autonomous Region, any Local Entity, any International Bodies in which Spain is a member, and by any States with a credit rating at least equal to the credit rating of the Kingdom of Spain.
The Master Fund may operate with financial derivative instruments traded on regulated markets for hedging and investment purposes, and with OTC derivatives for hedging and investment purposes. These transactions imply risks arising from the possibility the hedging might not be perfect, from the leverage involved and from the absence of a clearing house.

**Supplementary information on the investments of the Master Fund:**

The Master Fund shall operate directly with derivatives traded on regulated markets (the Master Fund does not operate with OTC), albeit the Master Fund may indirectly operate (through CISs) with derivatives both traded and not traded on regulated markets.

The above mentioned rating grades relate to the ratings granted by S&P or to the equivalent ratings granted by other agencies. The Management Company of the Master Fund will assess the creditworthiness of assets; accordingly, it will not invest in any securities deemed to have a credit rating lower than the above mentioned one.

The Master Fund will apply a commitment approach to assess the exposure to market risk relating to transactions with derivative financial instruments.

The Master Fund intends to apply the techniques and instruments referred to in Article 18 of the Spanish Ministerial Order EHA/888/2008, of 28 March. These transactions are conducted in the Master Fund’s best interest with the purposes of maximizing their cost-effective yield. The entities to which this cost is paid shall be market reputable entities, which may be both from within and from without the Master Fund’s Management Company’s Group.

In particular, the Master Fund may contract repos constituting reverse repurchase agreements on public debt from Euro Zone issuers with a minimum credit rating equal to the credit rating of the Kingdom of Spain (basically Spanish public debt) with maturity of less than 7 days. The counterparty risk relating to these transactions is deemed immaterial as the amount thereof is collateralised by the underlying asset whose temporary purchase is made. Exceptionally, these transactions may have longer maturities (up to one year), in which case the counterparty risk may become material as the collateral value may be reduced as a result of the performance of the underlying asset.

The Master Fund complies with Directive 2009/65/EC.

Within the general limits, the portfolio distribution amongst the different assets will be adjusted to the market conditions prevailing at any given time, by changing the weighing thereof according to the expectations offered, in the opinion of the Management Company of the Master Fund, by markets and securities.

The selection of securities will be based on the identification, using fundamental analysis, of securities whose intrinsic value is not reflected by their respective trading price. The Master Fund invests in other Collective Investment Schemes; however it may not invest more than 10% of its assets in such CISs.

Transitory situations of lower portfolio risk shall be allowed without entailing a change in the investment policy.

**Risk Profile of the Master Fund**

The above described investments may imply, among others, risks arising from equity markets; interest rates; exchange rates, as well as from geographical and sectoral concentration.

Specifically, given the investment policy of the Master Fund, investors are advised of the following risks;
**Market risk:** Market risk is a general type of risk arising from the investment in any kind of asset. Assets prices depend particularly upon the performance of financial markets and upon the economic performance of issuers which, in turn, are influenced by the general situation of the world’s economy and by domestic political and economic circumstances. In particular, investments imply:

- **Market risk from investments in equity:** Risk arising from the fluctuation of equity assets’ prices. Equity markets generally present a high volatility resulting in the possibility of significant fluctuations in equity assets’ prices.

- **Interest rate risk:** Changes or fluctuations in interest rates have an impact on fixed-income assets’ prices. The increases in interest rates generally result in a negative impact on the price of these assets, while reductions in interest rates result in price increases. The sensitivity of fixed-income assets price variation to interest rate fluctuations is greater for longer maturities.

- **Exchange rate risk:** As a result of the investment in assets expressed in currencies other than the unit’s reference currency, a risk is assumed arising from the fluctuations in the exchange rate.

**Geographical or sectoral concentration risk:** The concentration of a significant part of investments in a single country or in a reduced number of countries implies assuming the risk of the economic, political and social conditions of those countries having a material impact on the investment’s yield. Likewise, the yield of any fund concentrating its investments in a single economic sector or in a reduced number of economic sectors will be closely linked to the profitability of the companies from those sectors. Companies from a same sector frequently face the same obstacles, problems and regulatory charges; accordingly, the price of their securities may react in a similar and more harmonised way to these and other market conditions. Concentration therefore determines that changes in the prices of assets in which the Fund invests result in a higher impact on profitability than it would otherwise by suffered if investing in a more diversified portfolio.

Additionally, the Master Fund may be exposed to the following risks:

- **Credit risk:** Credit risk is the risk of the issuer not being able to meet principal or interest payments when due.

- **Liquidity risk:** It may negatively affect the pricing conditions on which the Master Fund may be forced to sell, purchase or modify its positions. Consequently, the unit’s NAV may present a high volatility.

**Risks arising from investing in financial derivate instruments:**

The use of financial derivative instruments —even as a hedge for cash investments— also implies risks, such as the possibility of an imperfect correlation between the value of derivatives contracts and the hedged elements, which may result in the hedge not being as efficient as expected. Investments in financial derivative instruments imply, due the leverage involved, risks in addition to the risks inherent to cash investments, making them particularly sensitive to changes in the underlying’s price, a circumstance that may multiply portfolio value losses. Similarly, transactions in OTC financial derivative instruments imply additional risks, such as counterparty default, due to the absence of a clearing house intervening between both parties and ensuring the transaction successful conclusion.

**Investor Profile of the Feeder Sub-Fund**

Shares in the Sub-fund are available to retail and institutional investors.

The Sub-Fund may not be suitable for investors seeking to invest less than a minimum of 3 years.
Warning
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

Additional Information Concerning the Master-Feeder Structure
The prospectus of the Master Fund is available, upon request and free of charge, to all shareholders at the registered office of the management company of the Master Fund (AVIVA GESTIÓN, SGIIC, S.A., Camino Fuente de la Mora, 9 28050 Madrid, Spain).

Further information and documents are also available at the registered office of the Feeder Sub-Fund’s Management Company and/or Company.

The Feeder Sub-Fund and the Master Fund are managed by different management companies.

As per the 2010 Law, the Feeder Sub-Fund has entered into an agreement with the Master Fund. The Feeder Sub-Fund shall not invest in excess of the limit applicable under the 2010 Law, in shares of that Master Fund until the agreement referred to above has become effective.

The agreement describes the business rules of conduct ensuring compliance with the 2010 Law requirements meaning *inter alia* (i) the repurchase, subscription or redemption of shares as well as their suspension and (ii) the appropriate measures to coordinate the timing of their net asset value calculation and publication.

The agreement is available upon request and free of charge, to all shareholders.

The Master Fund will not charge subscription or redemption fees for the investment of the Feeder Sub-Fund into its units or divestment thereof.

There will be no tax implications for the shareholders of the Feeder Sub-fund by virtue of its being part of the Master-Feeder structure.

The performance of the Feeder Sub-Fund will in principle resemble that of the performance of the Master Fund.

As the Master Fund and Feeder Sub-Fund have different accounting years, the approved statutory auditor of the Master Fund will, in accordance with the 2010 Law, make an *ad hoc* report on the closing of the financial year of the Feeder Sub-Fund.

For the purposes of compliance with article 42 (3) and in accordance with article 77 (2) of the 2010 Law, the Feeder Sub-Fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under point b) of the first subparagraph of article 77 of the 2010 Law with the Master Fund actual exposure to financial derivative instruments in proportion to the Feeder Sub-Fund investment into the Master Fund.
2. GENERAL INFORMATION

**Reference currency of the Sub-Fund:** EUR

**Shares:**

For this Sub-Fund, the Company will issue shares in the category “I”, denominated in EUR (“EUR I”).

For this Sub-Fund, the Company will issue shares in the category “P”, denominated in EUR (“EUR P”).

For this Sub-Fund, the Company will issue shares in the category “A”, denominated in EUR (“EUR A”).

For these categories, the Company will issue capitalisation (B Class) shares.

Share categories “I” “P” and “A” of this Sub-Fund will invest in “Class A” units of the Master Fund (ISIN code: ES0170147039)

For this Sub-Fund, the Company will issue registered shares.

**Frequency of the Calculation of the Net Asset Value “NAV”:** Daily, on each Luxembourg or Spanish business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg or in Spain the NAV shall be calculated on the next business day in Luxembourg.

**Delegate Manager:** Under the terms of an agreement concluded on 8 February 2017 for an indefinite term with at least three (3) months prior notice to termination, AVIVA GESTIÓN, SGIIC, S.A. performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

**Subscription / Redemption / Conversion / Delegate Manager’s Fee:**

As remuneration for its services, the Delegate Manager will receive an annual fee as indicated in the table below and calculated on the daily net asset values of the respective category or class of shares, payable monthly in arrears.

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>CURRENCY</th>
<th>CLASS</th>
<th>MINIMUM INITIAL SUBSCRIPTION AMOUNT</th>
<th>MANAGEMENT FEE</th>
<th>PERFORMANCE FEE</th>
<th>AGGREGATE CHARGES – Master + Feeder</th>
<th>ONGOING CHARGES OF THE MASTER</th>
</tr>
</thead>
<tbody>
<tr>
<td>P</td>
<td>EUR</td>
<td>B</td>
<td>EUR 1,000</td>
<td>up to 1%</td>
<td>None</td>
<td>1,68%</td>
<td>0,52%</td>
</tr>
<tr>
<td>I</td>
<td>EUR</td>
<td>B</td>
<td>EUR 500,000</td>
<td>up to 1%</td>
<td>None</td>
<td>1,18%</td>
<td>0,52%</td>
</tr>
<tr>
<td>A</td>
<td>EUR</td>
<td>B</td>
<td>EUR 2,500,000</td>
<td>up to 1%</td>
<td>None</td>
<td>0,88%</td>
<td>0,52%</td>
</tr>
</tbody>
</table>

Subscriptions in the Sub-Fund will be done in amount.

Initial subscription Price per share: 150 EUR
The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus.
The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV.

The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at 12:00 (noon Luxembourg time) (the “Cut-Off Time”).

The payment of subscriptions, payable in the reference currency of the Sub-Fund, shall be paid to the Registrar Agent on the business day prior to the relevant Cut-off Time on which the order is placed. If the cash amount has not been properly identified and/or received by the Registrar Agent prior to the relevant Cut-off Time, the trade will not be placed and will be rejected.

The payment of redemptions shall be made in the reference currency of the Sub-Fund within three Business Days following the relevant Valuation Day. No redemption fee will be applied.

Launch Date of the Sub-Fund: To be determined at the later stage.

Official listing: It is currently not intended to list the shares on any stock exchange.

Subscription Tax (taxe d’abonnement):
Categories “P”: 0.05% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
Category “I”: 0.01% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
Category “A”: 0.01% p.a. calculated on the basis of the net assets of the Sub-Fund at the end of each quarter.
1. INVESTMENT POLICY

PARETURN IMANTIA USD GLOBAL HIGH YIELD BOND (the “Sub-Fund”) will only be invested in fixed income, money market and cash instruments that trade in OTC Markets. This may include, but not limited to government bonds, corporate debt and deposits.

The Sub-Fund will only invest in instruments denominated in USD or hedged to cover the currency risk to USD.

The Sub-Fund may invest up to 100% of its portfolio in "non-investment grade" instruments (i.e., fixed income securities that are rated Ba1/BB+ or lower by any recognised credit rating agency).

The Fund may invest in issuers located in emerging markets, including areas such as Eastern Europe, Asia and especially Latin America.

The maximum duration of the portfolio will be 10 years.

The Sub-Fund may combine direct investment and financial derivative instruments. The derivative instruments will be used mainly for hedging purposes (interest rate risk, FX risk and credit risk) and occasionally for investment purposes if it considers that the combination might better realize the investment objective.

The maximum exposure to market risk by the use of derivative instruments is net asset.

Hedges will be used when portfolio managers believe that the Sub-Fund may be exposed to some of the risks outlined above. The types of derivatives that will be mainly used by the Sub-Fund are Interest Rate Swap, FX Forward and Credit Default Swaps.

Risk Profile of the Sub-Fund

The investments described herein may imply, among others, risk linked to investments in High-Yield securities, an interest rate risk, an exchange rate risk, credit risk, as well as an emerging countries’ investment risk.

Credit risk: This is the risk that the credit rating of an issuer of bonds to which a fund is exposed may be downgraded, thus causing the value of the investments to fall. This risk is linked to the issuer’s ability to settle its debts. If the rating of an issue or issuer is downgraded this may cause the value of the related debt securities in which the fund has invested to fall.

Investments in High-yield securities

The 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, the Sub-fund may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments (neither Sub-fund is required to hedge, and may choose not to do so). High-yield securities that are below investment grade or unrated face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities, which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often
highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

**Investment in Emerging Markets**
For the fund authorised to invest in emerging markets, investors should be aware that some markets in which fund may invest are emerging markets subject to periods of growth, instability and change. The activity of custodian banks is not as developed in emerging countries and this may lead to difficulties in the liquidation and registration of transactions. The stock exchanges concerned are smaller and more volatile than the stock markets of more developed countries. A small number of issuers account for a large share of market capitalisation and quotation value of these exchanges. In the past, some of these exchanges have experienced substantial volatility of prices or were closed unexpectedly and for long periods of time. There is no guarantee that such events will not be repeated. In emerging markets there is the risk of political or economic changes which could unfavourably influence the value of a Sub-Fund’s investment. In these regions, the risk that the main investment objective, i.e. appreciation of capital, will not be achieved is even more substantial.

**General Market Risk**
The value of the Sub-Fund’s shares will fluctuate based on the performance of the Sub-Fund’s investments and other factors affecting the securities markets generally.

**Interest Rate Risk**
The value of investments may be affected by fluctuations in interest rates, which may be influenced by a number of factors or events, such as monetary policies, discount rates and inflation. As nominal interest rates rise, the value of fixed income securities held by the Sub-Fund is likely to decrease. Securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Inflation-indexed securities decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed securities may experience greater losses than other fixed income securities with similar durations.

**Derivatives**
The Sub-Fund may enter into derivatives (including OTC derivatives) for hedging and investment purposes, in compliance with current legislation for UCITS. These financial instruments may add volatility to the performance of the underlying securities and involve peculiar financial risks. OTC derivatives will be entered into in accordance with the Delegated Manager’s criteria and rules, but will expose the Sub-Fund to the credit risk of its counterparties and their ability to satisfy the terms of such contracts.

**Investor Profile of the Sub-Fund**
Shares in the Sub-fund are available to retail investors.

The Sub-Fund may not be suitable for investors seeking to invest in less than a minimum of 12 months.

The Sub-Fund can be suitable for Investors who are seeking a potentially higher return than the one which is available from a money market fund, but who do not want to accept the volatility inherent in an equity portfolio.
Investors in the Sub-Fund should, however, be prepared to accept fluctuations in value, caused by factors such as changing interest rates and the credit worthiness of bond issuers.

For EUR-denominated Investors, it must be stressed that this Sub-Fund is invested and denominated in USD and thus the investors bear a risk on the evolution of EUR against USD.

**Warning**
Past performances are no guide as to future performances. The performance data do not take account of the commissions and costs incurred on the issue and redemptions of share. The Sub-Fund is exposed to the risks associated with mixed investments. The prices of the assets in which the Sub-Fund invests may go up or down. As a consequence, no guarantee is given to investors that they will recover their initial investment. No guarantee may be given as to the Sub-Fund achieving its objectives.

2. **GENERAL INFORMATION**

**Reference currency of the Sub-Fund:** USD

**Shares:**
For this Sub-Fund, the Company will issue shares in the category “R”, denominated in USD (“USD R”).

For this category, the Company will issue capitalisation (“B Class) shares.

For this Sub-Fund, the Company will issue registered shares.

**Frequency of the Calculation of the Net Asset Value “NAV”:** Daily, on each Luxembourg business day (“Valuation Day”). If such a day is a legal holiday in Luxembourg the NAV shall be calculated on the next business day in Luxembourg.

**Delegate Manager:** Under the terms of an agreement concluded on 21 March 2017, for an indefinite term with at least three (3) months prior notice to termination, IMANTIA CAPITAL SGIIC SA performs the tasks of Delegate Manager and as such is in charge of the effective management of this Sub-Fund.

**Delegate Manager’s Fee:** As remuneration for its services, the Delegate Manager will receive an annual fee up to 1.30% calculated on the daily net asset values of the Sub-Fund, of the category or class of shares, payable monthly in arrears.

**Subscription / Redemption / Conversion:**
Subscriptions in the Sub-Fund will be done in amount.

**Launch Date of the Sub-Fund:** To be determined at the later stage.

Minimum initial subscription amount: 1,000 USD

The subscription price corresponds to the Net Asset Value of the Sub-Fund as determined in accordance with section V of the Prospectus with deduction of a maximum of 3% subscription fee of the Net Asset Value.

The redemption price shall be equal to the Net Asset Value of the Sub-Fund as determined in accordance with section IV, with deduction of a maximum of 3% redemption fee of the Net Asset Value.
The methods applying to the conversion of shares of a Sub-Fund into shares of another sub-fund are described in item 4 section IV of the Prospectus.

The lists for the subscription, redemption and conversion of shares shall be closed at 1 p.m.

The payment of subscriptions shall be made in the reference currency of the Sub-Fund within one business day before the calculation of the applicable Net Asset Value. The payment of redemptions shall be made in the reference currency of the Sub-Fund within the three (3) days of the calculation of the applicable Net Asset Value.

**Official listing on the Luxembourg Stock Exchange:** The shares of the Sub-Fund shall not be listed on the Luxembourg Stock Exchange.

**Subscription Tax:** The Sub-Fund is liable in Luxembourg to an annual tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter being 0.05%.