

# **WHITE FLEET II**

Investment Company with Variable

Capital under Luxembourg Law

Prospectus

November 2024

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## 1. Information for Prospective Investors

This prospectus ("Prospectus") is valid only if accompanied by the latest key information document ("Key Information Document" or "KID"), the latest annual report, and also the latest semi-annual report if this was published after the latest annual report. These documents shall be deemed to form part of this Prospectus. Prospective investors shall be provided with the latest version of the Key Information Document in good time before their proposed subscription of shares ("Shares") in White Fleet II ("the Company"). This Prospectus does not constitute an offer or solicitation to subscribe Shares in the Company by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

Information which is not contained in this Prospectus, or in the documents mentioned herein which are available for inspection by the public, shall be deemed unauthorized and cannot be relied upon.

Prospective investors should inform themselves as to the possible tax consequences, the legal requirements and any foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their citizenship, residence or domicile and which might be relevant to the subscription, holding, conversion, redemption or disposal of Shares. Further tax considerations are set out in Chapter 8, "Expenses and Taxes".

Information about distribution in various countries is set out in Chapter 21, "Distribution of Shares".

Prospective investors who are in any doubt about the contents of this Prospectus should consult their bank, broker, solicitor, accountant or other independent financial adviser.

This Prospectus may be translated into other languages. To the extent that there is any inconsistency between the English-language Prospectus and a version in another language, the English-language Prospectus shall prevail, unless stipulated otherwise by the laws of any jurisdiction in which the Shares are sold.

Investors should read and consider the risk description in Chapter 6, "Risk Factors", before investing in the Company.

Some of the Shares may be listed on the Luxembourg Stock Exchange.

The Company will not disclose any confidential information about investors unless it is required to do so by the applicable laws or regulations.

The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, (the "1933 Act") or any of the securities laws of any of the states of the United States. The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended, nor under any other US federal laws. Therefore, the Shares in the Subfunds described in this Prospectus may not be offered or sold directly or indirectly in the United States of America, except pursuant to an exemption from the registration requirements of the 1933 Act.

Further, the board of directors of the Company (the "Board of Directors") has decided that the Shares shall not be offered or sold, directly or indirectly, to any ultimate beneficial owner that constitutes a U.S. Person. As such, the Shares may not be directly or indirectly offered or sold to or for the benefit of a "U.S. Person", which shall be defined as and include (i) a "United States person" as described in section 7701(a)(30) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), (ii) a "U.S. person" as such term is defined in Regulation S of the Securities Act of 1933, (iii) a person that is "in the United States" as defined in Rule 202(a)(30)-1 under the U.S. Investment Advisers Act of 1940, as amended, or (iv) a person that does not qualify as a "Non-United States Person" as such term is defined in U.S. Commodities Futures Trading Commission Rule 4.7.

The Board of Directors has the right to refuse any transfer, assignment or sale of Shares in its sole discretion if the Board of Directors reasonably determines that it would result in a Prohibited Person holding Shares, either as an immediate consequence or in the future.

Any transfer of Shares may be rejected by the UCI Administrator and the transfer shall not become effective until the transferee has provided the required information under the applicable know your customer and anti-money laundering rules.

The term "Prohibited Person" means any person, corporation, limited liability company, trust, partnership, estate or other corporate body, if in the sole opinion of the Management Company, the holding of Shares of the relevant Subfund may be detrimental to the interests of the existing shareholders of the Company (the "Shareholders") or of the relevant Subfund, if it may result in a breach of any law or regulation, whether Luxembourg or otherwise, or if as a result thereof the relevant Subfund or any subsidiary or investment structure (if any) may become exposed to tax or other legal, regulatory or administrative disadvantages, fines or penalties that it would not have otherwise incurred or, if as a result thereof the relevant Subfund or any subsidiary or investment structure (if any), the Management Company and/or the Company, may become required to comply with any registration or filing requirements in any jurisdiction with which it would not otherwise be required to comply. The term "Prohibited Person" includes (i) any investor which does not meet the definition of Eligible Investors as defined for the respective Subfund in Chapter 22, "Subfunds", (if any), (ii) any U.S. Person or (iii) any person who has failed to provide any information or declaration required by the Management Company or the Company within one calendar month of being requested to do so. The term "Prohibited Person" moreover includes natural persons or entities acting, directly or indirectly, in contravention of any applicable AML/CTF Rules or who are the subject of sanctions, including those persons or entities that are included on any relevant lists maintained by the United Nations, the North Atlantic Treaty Organisation, the Organisation for Economic Cooperation and Development, the Financial Action Task Force, the U.S. Central Intelligence Agency, and the U.S. Internal Revenue Service, all as may be amended from time to time.

The Company will not accept investments by or on behalf of Prohibited Persons. No subscription for Shares may be made on behalf of Prohibited Person whether on the subscriber's own behalf or, if applicable, as an agent, trustee, representative, intermediary, nominee, or in a similar capacity on behalf of any other beneficial owner). Any subscriber must promptly notify the Company of any change in its status or the status of any underlying beneficial owner(s) with respect to its representations and warranties regarding Prohibited Person.

## 2. Company

The Company is an undertaking for collective investment in transferable securities organized as a public limited company (société anonyme) in the legal form of an investment company with variable capital (société d'investissement à capital variable, SICAV) subject to Part I of the Luxembourg law of 17 December 2010 on undertakings for collective investment ("Law of 17 December 2010") transposing Directive 2009/65/EC of the European Parliament and the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (the "Directive 2009/65/EC"). The Company is managed by MultiConcept Fund Management S.A. ("Management Company") in accordance with the articles of incorporation of the Company (the "Articles of Incorporation"). The Company was established on 23 January 2014.

In this capacity, the Management Company acts as investment manager and UCI administrator, and as the distributor of the Shares. The Management Company has delegated the above-mentioned tasks as follows:

Tasks relating to investment management have been delegated to the investment managers described in Chapter 22, "Subfunds", ("Investment Managers") and administrative tasks have been delegated to UBS Fund Administration Services Luxembourg S.A. as UCI administrator ("UCI Administrator"). The distribution of the Shares has been delegated to the distributors described in Chapter 21, "Distributors".

The Company is registered with the Trade and Companies Register of Luxembourg (registre de commerce et des sociétés) under number B 184203. Its Articles of Incorporation were first published in the "Mémorial, Recueil des Sociétés et Associations" ("Mémorial") on 24 February 2014. The Articles of Incorporation are filed in their consolidated, legally binding form for public reference with the Trade and Companies Register of Luxembourg. All amendments of the Articles of Incorporation will be announced in accordance with Chapter 13 "Information for Shareholders" and become legally binding for all Shareholders subsequent to their approval by the general meeting of Shareholders ("General Meeting") of Shareholders. The Articles of Incorporation have been amended for the last time on 22 October 2014 and been published in the Mémorial on 17 November 2014. The initial capital of the Company amounted to USD 50,000 and thereafter will correspond to the total net asset value of the Company. The minimum capital of the Company amounts to at least the equivalent in USD of EUR 1,250,000. The capital of the Company shall be expressed in USD.

The Company has an umbrella structure and therefore consists of at least one subfund ("Subfund"). Each Subfund represents a portfolio containing different assets and liabilities and is considered to be a separate entity in relation to the Shareholders and third parties. The rights of Shareholders and creditors concerning a Subfund or which have arisen in relation to the establishment, operation or liquidation of a Subfund are limited to the assets of that Subfund. No Subfund will be liable with its assets for the liabilities of another Subfund.

The Board of Directors may at any time establish new Subfunds with Shares having similar characteristics to the Shares in the existing Subfunds. The Board of Directors may at any time create and issue new classes of Shares ("Classes") within any Subfund. If the Board of Directors establishes a new Subfund and/or creates a new Class, the corresponding details shall be set out in this Prospectus. A new Class may have different features than the currently existing Classes. The terms of any offering of new Shares shall be set out in Chapter 22, "Subfunds".

The characteristics of each possible Class are further described in this Prospectus and in particular in Chapter 4, "Investment in White Fleet II", and in Chapter 22, "Subfunds".

The individual Subfunds shall be denominated as indicated in Chapter 22, "Subfunds". The reference currency ("Reference Currency"), as well as the currency in which the net asset value ("Net Asset Value") of the corresponding Shares of a Subfund is expressed is also provided for in Chapter 22, "Subfunds".

Information about the performance of the individual Subfunds and Classes of the Subfunds is contained in the Key Information Document.

### 3. Investment Policy

The primary objective of the Company is to provide the Shareholders with an opportunity to invest in professionally managed portfolios. The assets of the Subfunds shall be invested, in accordance with the principle of risk diversification, in transferable securities and other assets as specified in Article 41 of the Law of 17 December 2010 and set out in this Prospectus in Chapter 5, "Investment Restrictions".

**The investment objective for each Subfund is to maximize the appreciation of the assets invested. In order to achieve this, the Company shall assume a fair and reasonable degree of risk. However, in consideration of market fluctuations and other risks (see Chapter 6, "Risk Factors") there can be no guarantee that the investment objective of the relevant Subfunds will be achieved. The value of investments may go down as well as up and investors may not recover the value of their initial investment.**

#### Reference Currency

The Reference Currency is the currency in which the performance and the Net Asset Value of the Subfunds are calculated. The Reference Currency of the Company is USD, the Reference Currencies of the relevant Subfunds are specified in Chapter 22, "Subfunds".

#### Ancillary Liquid Assets

The Subfunds may hold ancillary liquid assets (as defined below) within a limit of 20% of its Net Assets Value.

The above mentioned 20% limit may only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances. Liquid assets held to cover exposure to financial derivative instruments do not fall under this restriction. Bank deposits, money market instruments or money market funds that meet the criteria of Article 41(1) of the Law of 17 December 2010 are not considered to be included in the ancillary liquid assets under Article 41(2) b) of the Law of December 17, 2010. Ancillary liquid assets are limited to bank deposits at sight, such as cash held in current accounts with a bank accessible at any time, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under Article 41(1) of the Law of 17 December 2010 or for a period of time strictly necessary in case of unfavourable market conditions. A Subfund may not hold more than 20% of its Net Asset Value in bank deposits at sight made with a same body.

Subject to conditions set out in Chapter 5, "Investment Restrictions" and unless otherwise specified in Chapter 22, "Subfunds", the Subfunds can also invest in other liquid assets such as time deposits and money market instruments, in any convertible currency.

#### Securities Financing Transactions and Total Return Swaps

Apart from securities lending (insofar explicitly allowed for the respective Subfund in Chapter 22, "Subfunds"), the Company does neither use securities financing transactions as described in article 3 (11) of Regulation (EU) 2015/2365 on transparency on securities financing transactions and of reuse and amending Regulation (EU) No 648/2012 (the "SFTR") (i.e. repurchase transactions, securities lending or borrowing, buy-sell back transactions or sell-buy back transactions, margin lending transactions) nor total return swaps. If at a future point in time the Company decides to make use of such securities financing transactions, other than securities lending, this Prospectus will be updated accordingly.

#### Use of Derivatives

In addition to direct investments, all Subfunds may acquire financial derivative instruments (such as, without being limited to, futures, forward or options) as well as swap transactions (such as, without being limited to, interest-rate swaps, but excluding total return swaps) for the purpose of hedging, the efficient management of the portfolio and implementing its investment strategy, provided due account is taken of the investment restrictions set out in the Prospectus.

Furthermore, the Subfunds may actively manage their currency exposure through the use of currency futures, currency, forwards, currency options and swap transactions (excluding total return swaps). The counterparty risk may be disregarded provided that the value of the collateral valued at market price, taking into account appropriate haircuts, exceeds the value of the amount exposed to risk.

The risk exposure to a counterparty generated through OTC financial derivatives must be combined when calculating counterparty risk limits referred to under Chapter 5, "Investment Restrictions".

## Securities Lending Transactions

If specifically mentioned in Chapter 22, "Subfunds" and always subject to the investment restrictions set out below, a Subfund may from time to time enter into securities lending transactions for the purpose of efficient portfolio management. The decision to enter into securities lending transactions (or to stop securities lending transactions, temporarily or permanently) will be made on the basis of costs and benefits analysis carried out in the best interest of the shareholders of the relevant Subfunds (e.g., at the occasion of large subscriptions or redemptions).

A securities lending agreement is an agreement whereby title to the "loaned" securities is transferred by a "lender" to a "borrower" with the borrower contracting to deliver "equivalent securities" to the lender at a later date ("securities lending").

Securities lending may be effected only via recognised clearing houses such as Clearstream International or Euroclear, or using first-class financial institutions that specialise in such activities and following the procedure specified by them.

In the case of securities lending transactions, the Company must, in principle, receive collateral, the value of which must at least correspond to the total value of the securities lent out and any accrued interest thereon. This collateral must be issued in a form of financial collateral permitted by the provisions of Luxembourg law. Such collateral is not required if the transaction is effected via Clearstream International or Euroclear, or another organisation which guarantees the Company that the value of the securities lent will be refunded.

The provisions of the section entitled "Collateral management" shall apply accordingly to the management of collateral that was left to the Company within the scope of securities lending. In derogation of the provisions of the section entitled "Collateral management", shares from the finance sector are accepted as securities within the framework of securities lending.

The Management Company has appointed UBS Europe SE, Luxembourg Branch as securities lending agent to enter into, for and on behalf of the Company, securities lending transactions with UBS Switzerland AG. In its capacity as securities lending agent, UBS Europe SE, Luxembourg Branch is also responsible for management of collateral provided by UBS Switzerland AG, including daily valuation, performing controls regarding the collateral quality, ensuring compliance of UBS Switzerland AG with the collateral terms agreed in the global master securities lending agreement between UBS Europe SE, Luxembourg branch, as agent, and UBS Switzerland AG, as well as other related administrative services. UBS Switzerland AG, in its capacity as lending principal in its own name and for its own account lends the securities borrowed from the Company to other market participants and also performs, to the benefit of the Company certain agent-type activities not performed by the securities lending agent (such as finding ultimate securities lending counterparties and negotiating arm's length lending terms). By acting as principal, UBS Switzerland AG also provides credit risk intermediation to the benefit of the Company.

UBS Switzerland AG and UBS Europe SE, Luxembourg Branch are remunerated for their services from the gross revenues received from securities lending transactions entered into by UBS Switzerland AG with third party borrowers. The gross revenues are split as follows: 70% is returned to the relevant Subfund, 22,5% is retained by UBS Switzerland AG and 7,5% is retained by UBS Europe SE, Luxembourg Branch.

All fees for operating the securities lending program are paid from the securities lending agent's portion of the gross revenues. This covers all direct and indirect costs incurred through securities lending activities. UBS Europe SE, Luxembourg Branch and UBS Switzerland AG are part of the UBS Group. Furthermore, the Company has drawn up internal framework agreements regarding securities lending. These framework agreements contain, among other things, the relevant definitions, the description of the principles and standards of the contractual management of the securities lending transactions, the quality of the collateral, the approved counterparties, the risk management, the fees to be paid to third parties and fees to be received by the Company, as well as the information to be published in the annual and semi-annual reports.

Under normal circumstances, it is generally expected that the actual percentage of the assets held by a Subfund that may be subject to securities lending transactions at any time range between 0% and 30% of such Subfund's net assets. In exceptional circumstances and unless specified otherwise for the respective Subfund in Chapter 22, "Subfunds", such percentage may be increased up to a maximum of 100% of the Subfund's net assets. The actual percentage depends on factors including but not limited to, the amount of relevant transferable securities held by such Subfund and the market demand for such securities at any given time. The Company will ensure that the volume of the securities lending transactions of a Subfund is kept at an appropriate level or that it is entitled to request the return of the securities lent in a manner that enables it, at all times, to meet its redemption obligations.

In general, the following requirements apply to securities lending agreements:

- (i) Counterparties to a securities lending agreement will be entities with legal personality typically located in OECD jurisdictions. These counterparties will be subject to a credit assessment. Where the counterparty is subject to a credit rating by any agency registered and supervised by ESMA, that rating shall be taken into account in the credit assessment. Where a counterparty is downgraded to A2 or below (or comparable rating) by such a credit rating agency, a new credit assessment in respect of the counterparty will be undertaken without delay.
- (ii) The Company must be able at any time to recall any security that has been lent out or terminate any securities lending agreement into which it has entered.
- (iii) securities lending agreements do not constitute borrowing or lending for the purposes of the UCITS Directive.
- (iv) All the revenues arising from securities lending transactions, net of direct and indirect operational costs/fees, will be returned to the relevant sub-fund.
- (v) Any direct and indirect operational costs/fees arising from securities lending transactions that may be deducted from the revenue delivered to the relevant sub-fund must not include hidden revenue. Such direct and indirect operational costs/fees will be paid to the entities outlined in the respective annual or semi-annual report of the Company, which shall indicate the amounts of the respective fees and whether the entities are related to the Management Company or the Depositary.

The Company and its sub-funds may under no circumstances deviate from their investment objectives as a result of the securities lending transactions. Equally, the use of these transactions may not cause the risk level of the sub-fund in question to increase significantly with regard to its original risk level (i.e. without the use of these transactions). With regards to the risks inherent to the use of these transactions, reference is made here to the information contained in the paragraph entitled "Securities Lending" in the section 6 "Risk Factors". The Company ensures that it or one of its appointed service providers will monitor and manage the risks incurred through the use of these transactions, particularly counterparty risk, as part of the risk management procedure. The monitoring of potential conflicts of interest arising from transactions with companies associated with the Company, the Management Company and the Depositary is primarily carried out through reviewing the contracts and corresponding processes on a regular basis. Furthermore, the Company ensures that, despite the use of these transactions, the investors' redemption orders can be processed at any time."

The Board of Directors of the Company has approved instruments of the following asset classes as collateral from securities lending transactions and determined the following haircuts to be used on these instruments:

Asset class	Minimum haircut (% deduction from market value)
Fixed and variable-rate interest-bearing instruments	
Instruments issued by a state belonging to the G-10 (excluding the US, Japan, the UK, Germany and Switzerland, including their federal states and cantons as issuers) and with a minimum rating of A*	2%
Instruments issued by the US, Japan, the UK, Germany and Switzerland, including their federal states and cantons**	0%
Bonds with a minimum rating of A	2%
Instruments issued by supranational organisations	2%
Instruments issued by an entity and belonging to an issue with a minimum rating of A	4%
Instruments issued by a local authority and with a minimum rating of A	4%
Shares	8%
Shares listed on the following indexes are accepted as permissible collateral:	Bloomberg ID
Australia (S&P/ASX 50 INDEX)	AS31
Austria (AUSTRIAN TRADED ATX INDX)	ATX
Belgium (BEL 20 INDEX)	BEL20
Canada (S&P/TSX 60 INDEX)	SPTSX60
Denmark (OMX COPENHAGEN 20 INDEX)	KFX
Europe (Euro Stoxx 50 Pr)	SX5E
Finland (OMX HELSINKI 25 INDEX)	HEX25
France (CAC 40 INDEX)	CAC
Germany (DAX INDEX)	DAX
Hong Kong (HANG SENG INDEX)	HSI
Japan (NIKKEI 225)	NKY
Netherlands (AEX-Index)	AEX
New Zealand (NZX TOP 10 INDEX)	NZSE10
Norway (OBX STOCK INDEX)	OBX
Singapore (Straits Times Index STI)	FSSTI

Sweden (OMX STOCKHOLM 30 INDEX)	OMX
Switzerland (SWISS MARKET INDEX)	SMI
Switzerland (SPI SWISS PERFORMANCE IX)	SPI
UK (FTSE 100 INDEX)	UKX
U.S. (DOW JONES INDUS. AVG)	INDU
U.S. (NASDAQ 100 STOCK INDX)	NDX
U.S. (S&P 500 INDEX)	SPX
U.S. (RUSSELL 1000 INDEX)	RIY

\* In this table, "rating" refers to the rating scale used by S&P. Ratings by S&P, Moody's and Fitch are used with their corresponding scales. If the ratings given to a certain issuer by these rating agencies are not uniform, then the lowest rating shall apply.

\*\* Unrated issues by these states are also permissible. No haircut is applied to these either

## Management of Collateral and Collateral Policy

### General

In the context of OTC financial derivative 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 shall be considered as collateral for the purpose 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 CSSF-Circulars issued from time to time notably in terms of liquidity, valuation, issuer credit quality, correlation, risks linked to the management of collateral and enforceability. In particular, collateral should comply with the following conditions:

- (i) Any collateral received other than cash should be of high quality, highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation;
- (ii) It should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place;
- (iii) It should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty;
- (iv) It should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure of 20% of the respective Subfund's net asset value to any single issuer on an aggregate basis, taking into account all collateral received; deviating from the aforementioned diversification requirement, a Subfund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State of the EU, one or more of its local authorities, by any other state which is a member of the Organisation for Economic Co-operation and Development ("OECD"), by Brazil or Singapore or a public international body to which one or more Member States of the EU belong. Such Subfund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Subfund's Net Asset Value. A Subfund may accept as collateral for more than 20% of its Net Asset Value securities which are issued or guaranteed by a Member State of the EU, one or more of its local authorities, by any other state which is a member of the OECD, by Brazil or Singapore or a public international body to which one or more Member States of the EU belong.
- (v) Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process;
- (vi) Where there is a title transfer, the collateral received should be held by the Depositary. For other types of collateral arrangement with respect to OTC financial derivative transactions, 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;
- (vii) It should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

### Reinvestment of Collateral

Non-cash collateral received by the Company may not be sold, re-invested or pledged.

Cash collateral received by the Company can only be:

- (i) placed on deposit with credit institutions which have their registered office in an EU Member State or, if their registered office is located in a third country, are subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
- (ii) invested in high-quality government bonds;
- (iii) invested in short-term money market funds as defined in the ESMA-Guidelines 2010/049 on a Common Definition of European Money Market Funds (in accordance with the opinion issued by ESMA in relation thereto on 22 August 2014 (ESMA/2014/1103)).

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

The Subfund concerned 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 Company on behalf of such Subfund to the counterparty at the conclusion of the transaction. The Subfund 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 Subfund.



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

- (i) Cash and cash equivalents, including short-term bank certificates and money market instruments;
- (ii) Bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope, each with a minimum ratio of A+ (S&P) or A1 (Moody's);
- (iii) Bonds issued or guaranteed by issuers rated at least A- (S&P) or equivalent and offering adequate liquidity
- (iv) Shares admitted to or dealt in on a regulated market of a Member State of the EU or on a stock exchange of a Member State of the OECD.

#### Level of Collateral

The Company will determine the required level of collateral for OTC financial derivatives transactions 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. At least the following level of collateral will be required by the Company for the different types of transactions:

Type of Transaction	Level of collateral (in relation to volume of transaction concerned)
OTC financial derivative transactions	100%

#### OTC 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.

According to the Company's haircut policy the following discounts will be made in respect of different types of transactions:

Type of Transactions	Type of Collateral	Discount
OTC financial derivatives transactions	Cash and cash equivalents (only in currencies of G10 member states), including short-term bank certificates and money market instruments; a discount may be made if the currency of the collateral is different from the currency of the OTC derivative to which the collateral relates to	0% - 1%
OTC financial derivatives transactions	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, each with a minimum rating of A+ (S&P) or A1 (Moody's)	0,5% - 5%
OTC financial derivatives transactions	Bonds issued or guaranteed by issuers rated at least A- (S&P) or equivalent and offering adequate liquidity	1% - 8%
OTC financial derivatives transactions	Shares admitted to or dealt in on a regulated market of a Member State of the EU or on	5%-15%

	a stock exchange of a Member State of the OECD	
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### Techniques and Instruments for Managing Credit Risk

Subject to the investment restrictions set out below, the Company may use securities (credit linked notes) as well as techniques and instruments (credit default swaps) for the purpose of managing the credit risk of each Subfund.

**Since the assets of each Subfund are subject to normal price fluctuations, no guarantee can be given that all Subfunds will achieve their investment objective.**

## 4. Investment in White Fleet II

### i. General Information on the Shares

Within each Subfund one or more Classes may be offered which may differ in various respects, e.g. management fee, sales charge, commissions, appropriation of income, currency or regarding the intended circle of investors.

The Classes which are issued within each Subfund, in addition to the related fees, sales and redemption charges as well as the Reference Currency are stated in Chapter 22, "Subfunds".

In addition, certain other fees, charges and expenses shall be paid out of the assets of the relevant Subfunds. For further information, see Chapter 8, "Expenses and Taxes".

All Shares are only available in uncertificated form and will exist exclusively as book entries.

The Shares will either be accumulating Shares or distribution Shares.

The initial issue price and initial offering date of Shares which are being issued for the first time are stated in Chapter 22, "Subfunds".

Investors may, at the discretion of the UCI Administrator, pay the subscription monies for Shares in a convertible currency other than the currency in which the relevant Class is denominated. As soon as the receipt is determined by the depositary of the Company ("Depositary"), such subscription monies shall be automatically converted by the Depositary into the currency in which the relevant Shares are denominated. Further details are set out below in Chapter 4, "Investment in White Fleet II", section ii., "Subscription of Shares".

The Company may at any time issue, within a Subfund, one or more Classes denominated in a currency other than the Subfund's Reference Currency ("Alternate Currency Class"). The issue of each further or Alternate Currency Class is specified in Chapter 22, "Subfunds". Where explicitly mentioned in the Subfund related part of Chapter 22, "Subfunds", of this Prospectus, the Company enters into certain currency related transactions in order to hedge the exchange rate risk between the Reference Currency of such Subfund and the currency in which Shares of such Class are designated. Any financial instruments used to implement such strategies with respect to one or more Class(es) shall be assets and liabilities of a Subfund as a whole but will be attributable to the relevant Class and the gains and losses on and the costs of the relevant financial instrument will accrue solely to the relevant Class. Transactions will be clearly attributable to a specific Class, therefore any currency exposure of a Class may not be combined with, or offset against, that of any other Class of a Subfund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. Where there is more than one hedged Class in a Subfund denominated in the same currency and it is intended to hedge the foreign currency exposure of such Classes into another currency, the Subfund may aggregate the foreign exchange transactions entered into on behalf of such hedged Classes and apportion the gains/losses on and the costs of the relevant financial instruments pro rata to each such hedged Class in the relevant Subfund. Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However, over-hedged positions will not exceed 105% of the Net Asset Value of the Class and under-hedged positions shall not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not fall short of or exceed the permitted levels outlined above and will be rebalanced on a regular basis. To the extent that hedging is successful for a particular Class, the performance of the Class is likely to move directionally with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the currency in which the assets of the particular Subfund are denominated.

The Net Asset Value of the Shares of the Alternate Currency Classes may not develop in the same way as that of the Classes issued in the Reference Currency. Investors' attention is drawn to the risk factor entitled "Share Currency Designation Risk" in Chapter 6, "Risk Factors".

However, no assurance can be given that the hedging objective will be achieved.

#### Hedged Share Classes

The foreign exchange transactions in relation to Share-Class Hedging will be executed by either the relevant portfolio manager, or UBS Asset Management Switzerland AG, the latter being an affiliate of UBS Group AG, acting in its capacity as FX hedging agent for the purpose of share-class hedging activities including determination of the appropriate hedging positions and placement of FX trades (UBS Asset Management Switzerland AG hereafter the "FX Hedging Agent").

Shares may be held through collective depositories. In such cases, Shareholders shall receive a confirmation in relation to their Shares from the depositary of their choice (for example, their bank or broker), or Shares may be held by Shareholders directly in registered account kept for the Company and its Shareholders by the UCI Administrator. These Shareholders will be registered by the UCI Administrator. Shares held by a depositary may be transferred to an account of the Shareholder with the UCI Administrator, or to an account with other depositories approved by the Company or – with other depositories participating in the Euroclear or Clearstream Banking System S.A. clearing systems. Conversely, Shares held in a Shareholder's account kept by the UCI Administrator may at any time be transferred to an account with a depositary.

The Board of Directors may divide or merge the Shares or Classes in the interest of the Shareholders.

### ii. Subscription of Shares

Unless stated otherwise in Chapter 22, "Subfunds", Shares may be subscribed on any Banking Day (defined as any full day on which banks are normally open for business in Luxembourg) at the Net Asset Value per Share of the relevant Class of the Subfund in question, which is calculated on the next Valuation Day (as defined in Chapter 7, "Net Asset Value") following such Banking Day according to the method described in Chapter 7, "Net Asset Value", plus the applicable initial sales charges and any taxes. The applicable maximum sales charge levied in connection with the issue of Shares is indicated in Chapter 22, "Subfunds".

Unless otherwise specified in Chapter 22, "Subfunds", subscription applications must be submitted in written form to the UCI Administrator or a Distributor, and subscription applications must be received by the UCI Administrator before 3 p.m. (Central European Time) on a Banking Day (cut-off time). Earlier cut-off times may apply for applications submitted to Distributors. Investors are advised to contact their Distributor to find out which cut-off time is applicable to them.

Unless otherwise specified in Chapter 22, "Subfunds", subscription applications shall be settled before 3 p.m. (Central European Time) on the Valuation Day following the Banking Day on which receipt of the subscription application is determined by the UCI Administrator.

Subscription applications received by the UCI Administrator after 3 p.m. (Central European Time) on a Banking Day shall be deemed to have been received prior to 3 p.m. (Central European Time) on the following Banking Day.

Unless otherwise specified in Chapter 22, "Subfunds", payment must be received within two Banking Days after the Valuation Day on which the issue price of such Shares was determined.

Charges to be paid due to the subscription of Shares shall accrue to the banks and other financial institutions engaged in the distribution of the Shares. Any taxes incurred on the issue of Shares shall also be charged to the investor. Subscription amounts shall be paid in the currency in which the relevant Shares are denominated or, if requested by the investor and at the sole discretion of the UCI Administrator, in another convertible currency. Payment shall be effected by bank transfer to the Company's bank accounts. Further details are set out in the subscription application form.

If the payment is made in a currency other than the one in which the relevant Shares are denominated, the proceeds of conversion from the currency of payment to the currency of denomination less fees and exchange commission shall be allocated to the purchase of Shares.

The Company may in the interest of the Shareholders accept transferable securities and other assets permitted by Part I of the Law of 17 December 2010 as payment for subscription ("contribution in kind"), provided the offered transferable securities and assets correspond to the investment policy and restrictions of the relevant Subfund. Each payment of Shares in return for a contribution in kind is subject to a valuation report issued by the Independent Auditor. The Board of Directors may at its sole discretion, reject all or several offered transferable securities and assets without giving reasons. All costs caused by such contribution in kind (including the costs for the valuation report, broker fees, expenses, commissions, etc.) shall be borne by the contributing investor.

The Shares shall be issued upon the receipt of the issue price with the correct value date by the Depositary. Notwithstanding the above, the Company may, at its own discretion, decide that the subscription application will only be accepted once these monies are received by the Depositary.

The minimum value or number of Shares which must be held by a Shareholder in a particular Class, if any, is set out in Chapter 22, "Subfunds". Such minimum initial investment and holding requirement may be waived in any particular case at the sole discretion of the Company.

Subscriptions of fractions of Shares shall be permitted up to three decimal places. Fractional Shares shall not be entitled to voting rights. A holding of fractional Shares shall entitle the Shareholder to proportional rights in relation to such Shares. It might occur that clearing institutions will be unable to process holdings of fractional Shares. Investors should verify whether this is the case.

The Company is entitled to refuse at its own discretion subscription applications and temporarily or permanently suspend or limit the sale of new Shares. In particular, the Company, Management Company and the UCI Administrator are entitled to refuse any subscription application in whole or in part for any reason, and may in particular prohibit or limit the sale of Shares to individuals or corporate bodies in certain countries or regions if such sales might be detrimental to the Company or if a subscription in the country concerned is in contravention of applicable laws. Moreover, where new investments would adversely affect the achievement of the investment objective, the Management Company may decide to suspend the issue of Shares on a permanent or temporary basis.

Further, the UCI Administrator is entitled to refuse any subscription, transfer or conversion application in whole or in part for any reason, and may in particular prohibit or limit the sale, transfer or conversion of Shares to individuals or corporate bodies in certain countries if such transaction might be detrimental to the Company or result in the Shares being held directly or indirectly by a Prohibited Person (included but not limited to any U.S. Person) or if such subscription, transfer or conversion in the relevant country is in contravention of the local applicable laws. The subscription, transfer or conversion for Shares and any future transactions shall not be processed until the information required by the UCI Administrator, included but not limited to know your customer and anti-money laundering checks, is received.

### **iii. Redemption of Shares**

Unless otherwise specified in Chapter 22, "Subfunds", the Company shall in principle redeem Shares on any Banking Day at the Net Asset Value per Share of the relevant Class of the Subfund, which is calculated as of the next Valuation Day, less any redemption charge, if applicable.

Redemption applications must be submitted to the UCI Administrator or a Distributor. Redemption applications for Shares held through a depository must be submitted to the depository concerned. Unless otherwise specified in Chapter 22, "Subfunds", redemption applications must be received by the UCI Administrator before 3 p.m. (Central European Time) one Banking Day before the respective Valuation Day (cut-off time). Earlier cut-off times may apply for applications submitted to Distributors. Investors are advised to contact their Distributor to find out which cut-off time is applicable to them.

Redemption applications received by the UCI Administrator after 3 p.m. (Central European Time) one Banking Day before the respective Valuation Day shall be dealt with on the following Valuation Day.

If the execution of a redemption application would result in the relevant Shareholder's holding in a particular Class falling below the minimum holding requirement (if any) for that Class as set out in Chapter 22, "Subfunds", the Company may, without further notice to the Shareholder concerned, treat such redemption application as though it were an application for the redemption of all Shares of that Class held by the Shareholder.

Equally, Shares of Classes, which may only be purchased by certain investors shall automatically be redeemed if the Shareholder does not satisfy the requirements for the Class anymore.

Unless stated otherwise in Chapter 22, "Subfunds", Shares shall be redeemed at the relevant Net Asset Value per Share calculated as of the Valuation Day immediately following such Banking Day. Whether and to what extent the redemption price is lower or higher than the purchase price paid depends on the development of the Net Asset Value of each Class.

Redemptions of fractions of Shares shall be permitted up to three decimal places.

Payment of the redemption price of the Shares shall be made within two Banking Days following the calculation of the redemption price, unless stated otherwise in Chapter 22, "Subfunds". This does not apply where specific statutory provisions, such as foreign exchange or other transfer restrictions or other circumstances beyond the Depositary's control, make it impossible to transfer the redemption amount.

Furthermore, if in relation to any Valuation Day (as defined in Chapter 7, "Net Asset Value") redemption requests relate to more than 10% of the Shares in issue in a specific Subfund, the Board of Directors may decide that part or all of such requests for redemption will be deferred proportionally for such period as the Board of Directors considers to be in the best interests of the Subfund, but normally not exceeding one Valuation Day. In

relation to the next Valuation Day following such period, these redemption requests will be met on a pro-rata basis in priority to later requests and in compliance with the principle of equal treatment of Shareholders.

Payment shall be made by means of remittance to a bank account or, if possible, by cash in the currency that is legal tender in the country where payment is to be made, after conversion of the amounts in question. If payment is to be made in a currency other than that the one in which the relevant Shares are denominated, the amount to be paid shall be the proceeds of conversion from the currency of denomination to the currency of payment less all fees and exchange commission.

Upon payment of the redemption price, the corresponding Share shall cease to be valid.

If the Board of Directors discovers at any time that Shares are owned by a Prohibited Person either alone or in conjunction with any other person, whether directly or indirectly, the Board of Directors may at its discretion and without liability, compulsorily redeem the Shares in accordance with the rules laid down in the Articles of Incorporation, and upon redemption, the Prohibited Person will cease to be the owner of those Shares. The Board of Directors may require any Shareholder to provide it with any information that it may consider necessary for the purpose of determining whether or not such owner of Shares is or will be a Prohibited Person. Further, Shareholders shall have the obligation to immediately inform the Company to the extent the ultimate beneficial owner of the Shares held by such Shareholder becomes or will become a Prohibited Person.

#### **iv. Conversion of Shares**

Unless otherwise specified in Chapter 22, "Subfunds", Shareholders in a particular Class of a Subfund may not convert all or part of their Shares into Shares of the same Class of another Subfund or into Shares of another Class of the same or another Subfund.

#### **v. Suspension of the Subscription and Redemption of Shares and/or the Calculation of the Net Asset Value**

The Company may suspend the calculation of the Net Asset Value and/or the issue and redemption of Shares of a Subfund where a substantial proportion of the assets of the Subfund:

- a) cannot be valued because a stock exchange or market is closed on a day other than a usual public holiday, or when trading on such stock exchange or market is restricted or suspended; or
- b) is not freely disposable because a political, economic, military, monetary or any other event beyond the control of the Company does not permit the disposal of the Subfund's assets, or such disposal would be detrimental to the interests of Shareholders; or
- c) cannot be valued because of disruption to the communications network or any other reason makes a valuation impossible; or
- d) is not available for transactions because restrictions on foreign exchange or other types of restrictions make asset transfers impracticable or it can be objectively demonstrated that transactions cannot be effected at normal foreign exchange rates;

The calculation of the Net Asset Value and/or the issue and redemption of Shares of a Subfund may further be suspended:

- a) when the prices of a substantial portion of the constituents of the underlying asset or the price of the underlying assets itself of an OTC transaction and/or when the applicable techniques used to create an exposure to such underlying asset cannot promptly or accurately be ascertained; or
- b) if the existence of any state of affairs which, in the opinion of the Board of Directors, constitutes an emergency or renders impracticable a disposal of a substantial portion of the assets attributable to a Subfund and/or a disposal of substantial portion of the constituents of the underlying asset of an OTC transaction, requires such measure.
- c) following a suspension of the calculation of the net asset value per share/unit, the issue, redemption and/or the conversion of shares or units, respectively, at the level of a Masterfund in which a Subfund invests as a Feederfund in accordance with letter d) of section 5) of Chapter 5., "Investment Restrictions".

Investors applying for, or who have already applied for, the subscription or redemption of Shares of the relevant Subfund shall be notified of the suspension without delay so that they are given the opportunity to withdraw their application. Notice of the suspension shall be published as described in Chapter 13, "Information for Shareholders", and in any publications listed in Chapter 22, "Subfunds" if, in the opinion of the Board of Directors, the suspension is likely to last for longer than one week.

Suspension of the calculation of the Net Asset Value of one Subfund shall not affect the calculation of the Net Asset Value of the other Subfunds if none of the above conditions apply to such other Subfunds.

#### **vi. Measures to Combat Money Laundering**

Pursuant to the applicable provisions of Luxembourg laws and regulations in relation to the fight against money laundering and terrorist financing ("AML/CFT"), obligations have been imposed on the Company as well as on other professionals of the financial sector to prevent the use of funds for money laundering and financing of terrorism purposes.

The Company and the Management Company will ensure their compliance with the applicable provisions of the relevant Luxembourg laws and regulations, including but not limited to the Luxembourg law of 12 November 2004 on the fight against money laundering and terrorist financing (the "2004 AML/CFT Law"), the Grand-Ducal Regulation of 1 February 2010 providing detail on certain provisions of the 2004 AML/CFT Law (the "2010 AML/CFT Regulation"), CSSF Regulation N°12-02 of 14 December 2012 on the fight against money laundering and terrorist financing ("CSSF Regulation 12-02") and relevant CSSF Circulars in the field of AML/CFT, including but not limited to CSSF Circular 18/698 on the authorization and organization of investment fund managers incorporated under Luxembourg law ("CSSF Circular 18/698", and the above collectively referred to as the "AML/CTF Rules").

In accordance with the AML/CTF Rules, the Company and the Management Company are required to apply due diligence measures on the investors (including on their ultimate beneficial owner(s)), their delegates and the assets of the Company in accordance with their respective policies and procedures put in place from time to time.

Among others, the AML/CTF Rules require a detailed verification of a prospective investor's identity. In this context, the Company and the Management Company, or the UCI Administrator or any Distributor, nominee or any other type of intermediary (as the case may be), acting under the responsibility and supervision of the Company and the Management Company will require prospective investors to provide them with any information, confirmation and documentation deemed necessary in their reasonable judgment, applying a risk-based approach, to proceed such identification.

The Company and the Management Company reserve the right to request such information as is necessary to verify the identity of a prospective or current investor. In the event of delay or failure by a prospective investor to produce any information required for verification purposes, the Company and the Management Company are entitled to refuse the application and will not be liable for any interest, costs or compensation. Similarly, when

Shares are issued, they cannot be redeemed or converted until full details of registration and anti-money laundering documents have been completed.

The Company and the Management Company moreover reserve the right to reject an application, for any reason, in whole or in part in which event the application monies (if any) or any balance thereof will, to the extent permissible, be returned without unnecessary delay to the prospective investor by transfer to the prospective investor's designated account or by post at the prospective investor's risk, provided the identity of the prospective investor can be properly verified pursuant to the AML/CTF Rules. In such event, the Company and the Management Company will not be liable for any interest, costs or compensation.

In addition, the Company and the Management Company, or the UCI Administrator or any Distributor, nominee or any other type of intermediary (as the case may be), acting under the responsibility and supervision of the Company and the Management Company, may request investors to provide additional or updated identification documents from time to time pursuant to on-going client due diligence requirements under the AML/CTF Rules, and investors shall be required and accept to comply with such requests.

Failure to provide proper information, confirmation or documentation may, among others, result in (i) the rejection of subscriptions, (ii) the withholding of redemption proceeds by the Company or (iii) the withholding of outstanding dividend payments. Moreover, prospective or current investors who fail to comply with the above requirements may be subject to additional administrative or criminal sanctions under applicable laws, including but not limited to the laws of the Grand Duchy of Luxembourg. None of the Company the Management Company, the UCI Administrator or any Distributor, nominee or any other type of intermediary (as the case may be) has any liability to an investor for delays or failure to process subscriptions, redemptions or dividend payments as a result of the investor providing no or only incomplete documentation. The Company and the Management Company moreover reserve all rights and remedies available under applicable law to ensure their compliance with the AML/CTF Rules.

Pursuant to the Luxembourg law of 13 January 2019 on the register of beneficial owners (the "RBO Law"), the Company is required to collect and make available certain information on its beneficial owner(s) (as defined in the AML/CTF Rules"). Such information includes, among others, first and last name, nationality, country of residence, personal or professional address, national identification number and information on the nature and the scope of the beneficial ownership interest held by each beneficial owner in the Company. The Company is further required, among others, (i) to make such information available upon request to certain Luxembourg national authorities (including the Commission de Surveillance du Secteur Financier, the Commissariat Assurances, the Cellule de Renseignement Financier, Luxembourg tax and other national authorities as defined in the RBO Law) and upon motivated request of other professionals of the financial sector subject to the AML/CTF Rules, and (ii) to register such information in a publicly available central register of beneficial owners (the "RBO").

That being said, the Company or a beneficial owner may however, on a case by case basis and in accordance with the provisions of the RBO Law, formulate a motivated request with the administrator of the RBO to limit the access to the information relating to them, e.g. in cases where such access could cause a disproportionate risk to the beneficial owner, a risk of fraud, kidnapping, blackmail, extortion, harassment or intimidation towards the beneficial owner, or where the beneficial owner is a minor or otherwise incapacitated. The decision to restrict access to the RBO does, however, not apply to the Luxembourg national authorities, nor to credit institutions, financial institutions, bailiffs and notaries acting in their capacity as public officers, which can thus always consult the RBO.

In light of the above RBO Law requirements, any persons willing to invest in the Company and any beneficial owner(s) of such persons (i) are required to provide, and agree to provide, the Company and the case being the Management Company the UCI Administrator or their Distributor, nominee or any other type of intermediary (as the case may be), with the necessary information in order to allow the Company to comply with its obligations in terms of beneficial owner identification, registration and publication under the RBO Law (regardless of applicable rules regarding professional secrecy, banking secrecy, confidentiality or other similar rules or arrangements), and (ii) accept that such information will be made available among others to Luxembourg national authorities and other professionals of the financial sector as well as to the public, with certain limitations, through the RBO.

Under the RBO Law, criminal sanctions may be imposed on the Company in case of its failure to comply with the obligations to collect and make available the required information, but also on any beneficial owner(s) that fail to make all relevant necessary information available to the Company.

#### **vii. Market Timing and Late Trading**

The Company does not permit practices related to "Market Timing" (i.e. a method through which an investor systematically subscribes and redeems or converts Shares of Classes within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Value).

The Company does further not permit practices related to "Late Trading" (i.e. the execution of a subscription or redemption application after the time limit fixed for accepting applications (the "cut-off time") on the relevant day and the execution of such application at a price based on the net asset value applicable to such same day). The Company considers that such practices violate the provisions of the Prospectus according to which an application received after the cut-off time is dealt with at a price based on the next applicable Net Asset Value. As a result, subscription and redemption applications shall be dealt with at an unknown Net Asset Value.

The Company therefore reserves the right to reject subscription applications from an investor who the Company suspects of using such practices and to take, if appropriate, the necessary measures to protect the other investors of the Company.

### **5. Investment Restrictions**

For the purpose of this Chapter, each Subfund shall be regarded as a separate UCITS within the meaning of Article 40 of the Law of 17 December 2010.

The following provisions shall apply to the investments made by each Subfund:

- 1) The Subfunds' investments may comprise only one or more of the following:
  - a) transferable securities and money market instruments admitted to or dealt in on a regulated market; for these purposes, a regulated market is any market for financial instruments within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments as amended;
  - b) transferable securities and money market instruments dealt in on another market in a Member State which is regulated, operates regularly and is recognized and open to the public; for the purpose of this Chapter "Member State" means a Member State of the European Union ("EU") or the States of the European Economic Area ("EEA") other than the Member States of the EU;
  - c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or dealt in on another market in a non-Member State of the European Union which is regulated, operates regularly and is recognized and open to the public, and is established in a country in Europe, America, Asia, Africa or Oceania;

- d) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on stock exchanges or markets as per paragraphs a), b) or c) above and provided such admission takes place within one year of issue;
  - e) units or shares of undertakings for collective investment in transferable securities authorized according to Directive 2009/65/EC ("UCITS") and/or other undertakings for collective investment within the meaning of Article 1, paragraph 2, points a) and b) of Directive 2009/65/EC ("UCI"), whether or not established in a Member State, provided that:
    - these other UCIs are authorised under laws which provide that they are subject to supervision considered by the supervisory authority responsible for the Company, to be equivalent to that required by EU Community law and that cooperation between the supervisory authorities is sufficiently ensured,
    - the level of protection for share-/unit holders of the other UCIs is equivalent to that provided for share-/unit holders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC,
    - the business activities of the other UCIs are reported in semi-annual and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,
    - the UCITS or other UCIs whose units/shares are to be acquired, may not, pursuant to their management regulations or instruments of incorporation, invest more than 10% of their total net assets in units/shares of other UCITS or other UCIs;
  - f) deposits with a credit institution which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered by the supervisory authority responsible for the Company, as equivalent to those laid down in EU Community law;
  - g) financial derivative instruments, including equivalent cash-settled instruments which are dealt in on a regulated market referred to under paragraphs a), b) and c) above and/or financial derivative instruments which are dealt in over-the-counter ("OTC derivatives"), provided that:
    - the underlying consists of instruments within the meaning of Article 41, paragraph (1) of the Law of 17 December 2010, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives,
    - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the supervisory authority responsible for the Company, and
    - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative;
  - h) money market instruments other than those dealt in on a regulated market and which are normally traded on the money market and are liquid, and whose value can be precisely determined at any time, provided the issuer or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that these investments are:
    - issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in case of a federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
    - issued by an undertaking any securities of which are dealt in on regulated markets referred to in paragraphs a), b) or c) above, or
    - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU Community law, or issued or guaranteed by an establishment that is subject to and complies with supervisory rules considered by the supervisory authority responsible for the Company, to be at least as stringent as those required by EU Community law, or
    - issued by other bodies belonging to the categories approved by the supervisory authority responsible for the Company, provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent of this paragraph h) and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (EUR 10,000,000) and which presents and publishes its annual financial statements in accordance with the fourth Directive 78/660/EEC or is an entity, which within a group of companies comprising one or several listed companies, is dedicated to the financing of the group, or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.
- 2) The Subfunds shall not, however, invest more than 10% of their total net assets in transferable securities or money market instruments other than those referred to in section 1).
- The Subfunds may hold ancillary liquid assets in different currencies, subject to the conditions set out in chapter 3, Investment Policy.
- 3) The Management Company applies a risk management process which enables it to monitor and measure at any time the risk of the investment positions and their contribution to the overall risk profile of the portfolio and a process for accurate and independent assessment of the value of OTC derivatives.
- Each Subfund may, for the purpose of (i) hedging, (ii) efficient portfolio management and/or (iii) implementing its investment strategy, use all financial derivative instruments within the limits laid down by Part I of the Law of 17 December 2010, with the exception of securities financing transactions in the meaning of the SFTR and total return swaps.
- The global exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions. This shall also apply to the following subparagraphs.
- As part of its investment policy and within the limits laid down in section 4) paragraph e), each Subfund may invest in financial derivative instruments, provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in section 4). If a Subfund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in section 4). When a transferable security or a money market instrument embeds a derivative instrument, the derivative instrument shall be taken into account when complying with the requirements of this section.
- The global exposure may be calculated through the commitment approach or the Value-at-Risk (VaR) methodology as specified for each Subfund in Chapter 22, "Subfunds".
- The standard commitment approach calculation converts the financial derivative position into the market value of an equivalent position in the underlying asset of that derivative. When calculating global exposure using the commitment approach, the Company may benefit from the effects of netting and hedging arrangements.
- VaR provides a measure of the potential loss that could arise over a given time interval under normal market conditions, and at a given confidence level. The Law of 17 December 2010 provides for a confidence level of 99% with a time horizon of one month.
- Unless otherwise specified in Chapter 22, each Subfund shall ensure that its global exposure to financial derivative instruments computed on a commitment basis does not exceed 100% of its total net assets or that the global exposure computed based on a VaR method does not exceed either (i) 200% of the reference portfolio (benchmark) or (ii) 20% of the total net assets.
- The risk management of the Management Company supervises the compliance of these provision in accordance with the requirements of applicable circulars or regulation issued by the Luxembourg supervisory authority (Commission de Surveillance du Secteur Financier, CSSF) or any other European authority authorized to issue related regulation or technical standards.
- 4) a) No more than 10% of the total net assets of each Subfund may be invested in transferable securities or money market instruments issued by the same issuer. In addition, the total value of transferable securities and money market instruments issued by those issuers in which the Subfund invests more than 5% of its total net assets, shall not exceed 40% of the value of its total net asset. No Subfund may invest

more than 20% of its total net assets in deposits made with the same body. The risk exposure to a counterparty of a Subfund in an OTC derivative transaction may not exceed the following percentages:

- 10% of total net assets if the counterparty is a credit institution referred to in Chapter 5, “Investment Restrictions”, section 1) paragraph f), or
  - 5% of total net assets in other cases.
- b) The 40% limit specified in section 4) paragraph a) is not applicable to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision. Irrespective of the limits specified in section 4) paragraph a), each Subfund shall not combine, where this would lead to investing more than 20% of its total net assets in a single body, any of the following:
- investments in transferable securities or money market instruments issued by that body, or
  - deposits made with that body, or
  - exposures arising from OTC derivatives transactions undertaken with that body.
- c) The limit of 10% stipulated in section 4) paragraph a) is raised to a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State, by its public local authorities, by a non-Member State or by public international bodies to which one or more Member States belong.
- d) The 10% limit stipulated in section 4) paragraph a) is raised to 25% for bonds issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of those bonds must be invested in accordance with the legal requirements in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest. If a Subfund invests more than 5% of its total net assets in bonds referred to in this paragraph which are issued by a single issuer, the total value of these investments may not exceed 80% of the Subfund's total net assets.
- e) The transferable securities and money market instruments referred to in paragraphs c) and d) of this section 4) shall not be taken into account for the purpose of applying the limit of 40% referred to under paragraph a) of this section. The limits specified under paragraphs a), b), c) and d) shall not be combined; thus investments in transferable securities or money market instruments issued by the same issuer or in deposits or derivative instruments made with this body carried out in accordance with paragraphs a), b), c) and d) shall not exceed in total 35% of a Subfund's total net assets. Companies which belong to the same group for the purposes of the preparation of consolidated financial statements in accordance with Directive 83/349/EEC as amended or restated or in accordance with internationally recognized accounting rules, shall be regarded as a single issuer for the purpose of calculating the investment limits specified in the present section 4). A Subfund may cumulatively invest up to a limit of 20% of its total net assets in transferable securities and money market instruments within the same group.
- f) **The limit of 10% stipulated in section 4) paragraph a) is raised to 100% if the transferable securities and money market instruments involved are issued or guaranteed by a Member State, one or more of its local authorities, by any other state which is a member of the Organisation for Economic Cooperation and Development (“OECD”), by Brazil or Singapore or by a public international body to which one or more Member States of the European Union belong. In such case, the Subfund concerned must hold securities or money market instruments from at least six different issues, and the securities or money market instruments of any single issue shall not exceed 30% of the Subfund's total assets.**
- g) Without prejudice to the limits laid down in section 7), the limits laid down in the present section 4) are raised to a maximum of 20% for investments in Shares and/or debt securities issued by the same body, when the aim of the Subfund's investment policy is to replicate the composition of a certain stock or debt securities index which is recognized by the supervisory authority responsible for the Company, on the following basis:
- the composition of the index is sufficiently diversified,
  - the index represents an adequate benchmark for the market to which it relates,
  - it is published in an appropriate manner.

The aforementioned limit of 20% may be raised to a maximum of 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

- 5) a) The Company will not invest more than 10% of the total net assets of any Subfund in units/shares of other UCITS and/or in other UCIs (“Target Funds”) pursuant to section 1) paragraph e), unless otherwise specified in the investment policy applicable to a Subfund as described in Chapter 22, “Subfunds”.
- b) Where a higher limit as 10% is specified in Chapter 22, “Subfunds”, the following restrictions shall apply:
- No more than 20% of a Subfund's total net assets may be invested in units/shares of a single UCITS or other UCI. For the purpose of application of this investment limit, each compartment of a UCITS or other UCI with multiple compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured.
  - Investments made in units/shares of UCI other than UCITS may not in aggregate exceed 30% of the total net assets of the Subfund.
- c) Where a Subfund invests in units/shares of other UCITS and/or other UCI that are managed, directly or by delegation, by the same management company or by any other company with which the Company is linked by common management or control, or by a direct or indirect holding of more than 10% of the capital or votes (“Affiliated Funds”), the Company or the other company may not charge subscription or redemption fees on account of the Subfund's investment in the units/shares of such Affiliated Funds.
- d) A Subfund may act as a feederfund (the “Feederfund”) of a masterfund. In such case, the relevant Subfund shall invest at least 85% of its assets in shares/units of another UCITS or of a subfund of such UCITS (the “Masterfund”), which is not itself a Feederfund nor holds units/shares of a Feederfund. The Subfund, as Feederfund, may not invest more than 15% of its assets in one or more of the following:
- ancillary liquid assets in accordance with Article 41, paragraph 2, second sub-paragraph of the Law of 17 December 2010;
  - financial derivative instruments, which may be used only for hedging purposes, in accordance with Article 41, paragraph 1, point g) and Article 42, paragraphs 2 and 3 of the Law of 17 December 2010;
  - movable and immovable property which is essential for the direct pursuit of the Company's business.

A Feederfund that invests into a Masterfund shall disclose in the relevant Subfund's part of Chapter 22, “Subfunds”, the maximum level of the management fees that may be charged both to the Feederfund itself and to the Masterfund in which it intends to invest. In its annual report, the Company shall indicate the maximum proportion of management fees charged both to the Subfund itself and to the Masterfund. The Masterfund shall not charge subscription or redemption fees for the investment of the Feederfund into its shares/units or the disinvestment thereof.

- 6) a) The Company's assets may not be invested in securities carrying voting rights which enable the Company to exercise significant influence over the management of an issuer.
- b) Moreover, the Company and each Subfund may acquire no more than

- 10% of the non-voting shares of the same issuer;
- 10% of the debt securities of the same issuer;
- 25% of the units/shares of the same UCITS or other UCI;
- 10% of the money market instruments of any single issuer.

In the last three cases, the restriction shall not apply if the gross amount of bonds or money market instruments, or the net amount of the instruments in issue cannot be calculated at the time of acquisition.

- c) The restrictions set out under paragraphs a) and b) shall not apply to:
  - transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities,
  - transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union,
  - transferable securities and money market instruments issued by public international bodies to which one or more Member States of the European Union belong,
  - shares held by the Company in the capital of a company which is incorporated in a non-Member State of the European Union and which invests its assets mainly in securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Company can invest in the securities of issuing bodies of that State. This derogation, however, shall apply only if in its investment policy the company from the non-Member State of the European Union complies with the limits stipulated in section 4, paragraphs a) to e), section 5, and section 7 paragraphs a) and b).
- 7) The Company may not borrow any money for any Subfund except for:
  - a) the purchase of foreign currency using a back-to-back loan
  - b) an amount equivalent to not more than 10% of the Subfund's total net assets and borrowed on a temporary basis.
- 8) The Company may not grant loans or act as guarantor for third parties.
- 9) The Company may not invest its assets directly in real estate, precious metals or certificates representing precious metals and goods.
- 10) The Company may not carry out uncovered sales of transferable securities and money market instruments or other financial instruments referred to in section 1) paragraph e), g) and h).
- 11) a) In relation to borrowing conducted within the limitations set out in the Prospectus, the Company may pledge or assign the assets of the Subfund concerned as collateral.
- b) Furthermore, the Company may pledge or assign the assets of the Subfund concerned as collateral to counterparties of transactions involving OTC derivatives or financial derivative instruments which are dealt in on a regulated market referred to under paragraphs a), b) and c) of number 1) above in order to secure the payment and performance by such Subfund of its obligations to the relevant counterparty. To the extent counterparties require the provision of collateral exceeding the value of the risk to be covered by collateral or the overcollateralization is caused by other circumstances (e.g. performance of the assets posted as collateral or provisions of customary framework documentation), such (excess) collateral may – also in respect of non-cash collateral – be exposed to the counterparty risk of such counterparty and may only have a mere unsecured claim in respect of such assets.

The restrictions set out above shall not apply to the exercise of subscription rights.

During the first six months following official authorization of a Subfund in Luxembourg, the restrictions set out in sections 4) and 5) above need not be complied with, provided that the principle of risk diversification is observed.

If the limits referred to above are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, the Company shall as a matter of priority remedy that situation, taking due account of the interests of the Shareholders.

The Company is entitled to issue, at any time, further investment restrictions, in the interests of the Shareholders, if such restrictions are necessary to comply with the legislation and regulations in those countries in which Shares are or will be offered for sale.

## 6. Risk Factors

**In addition to those risk factors set out in Chapter 22, “Subfunds”, prospective investors should consider the following risk factors before investing in the Company. However, the risk factors set out below do not purport to be an exhaustive list of risks related to investments in the Company. Prospective investors should read the entire Prospectus, and where appropriate consult with their legal, tax and Investment Managers, in particular regarding the tax consequences of subscribing, holding, converting, redeeming or otherwise disposing of Shares under the law of their country of citizenship, residence or domicile (further details are set out in Chapter 8, “Expenses and Taxes”). Investors should be aware that the investments of the Company are subject to market fluctuations and other risks associated with investments in transferable securities and other financial instruments. The value of the investments and the resulting income may go up or down and it is possible that investors will not recoup the amount originally invested in the Company, including the risk of loss of the entire amount invested. There is no assurance that the investment objective of a particular Subfund will be achieved or that any increase in the value of the assets will occur. Past performance is not a reliable indicator of future results.**

The Net Asset Value of a Subfund may vary as a result of fluctuations in the value of the underlying assets and the resulting income. Investors are reminded that in certain circumstances their right to redeem Shares may be suspended.

Depending on the currency of the investor's domicile, exchange-rate fluctuations may adversely affect the value of an investment in one or more of the Subfunds. Moreover, in the case of an Alternate Currency Class in which the currency risk is not hedged, the result of the associated foreign exchange transactions may have a negative influence on the performance of the corresponding Share Class.

### Market Risk

Market risk is a general risk which may affect all investments to the effect that the value of a particular investment could change in a way that is detrimental to the Company's interests. In particular, the value of investments may be affected by uncertainties such as international, political and economic developments or changes in government policies.

### Interest Rate Risk

Subfunds investing in fixed income securities may fall in value due to fluctuations in interest rates. Generally, the value of fixed income securities rises when interest rates fall. Conversely, when interest rates rise, the value of fixed income securities can generally be expected to decrease. Long term fixed income securities will normally have more price volatility than short term fixed income securities.

### Foreign Exchange Risk

The Subfunds' investments may be made in other currencies than the relevant Reference Currency and therefore be subject to currency fluctuations, which may affect the Net Asset Value of the relevant Subfunds favorably or unfavorably.



Currencies of certain countries may be volatile and therefore may affect the value of securities denominated in such currencies. If the currency in which an investment is denominated appreciates against the Reference Currency of the relevant Subfund, the value of the investment will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the investment.

The Subfunds may enter into hedging transactions on currencies to protect against a decline in the value of investments denominated in currencies other than the Reference Currency, and against any increase in the cost of investments denominated in currencies other than the Reference Currency. However, there is no guarantee that the hedging will be successfully achieved.

Although it is the policy of the Company to hedge the currency exposure of Subfunds against their respective Reference Currencies, hedging transactions may not always be possible and currency risks cannot therefore be excluded.

### **Share Currency Designation Risk**

A Class of a Subfund may be designated in a currency other than the Reference Currency of the Subfund and/or the designated currencies in which the Subfund's assets are denominated. Redemption proceeds and any distributions to Shareholders will normally be made in the currency of denomination of the relevant Class. Changes in the exchange rate between the Reference Currency and such designated currency or changes in the exchange rate between the designated currencies in which the Subfund's assets are denominated and the designated currency of a Class may lead to a depreciation of the value of such Shares as expressed in the designated currency. If specifically mentioned in the Subfund related part of Chapter 22, "Subfunds", the Company will try to hedge this risk. Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class from benefiting if the designated currency falls against the Reference Currency of the Subfund and/or the currency/currencies in which the assets of the respective Subfund are denominated. In such circumstances, Shareholders of the relevant Class may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/losses on and the costs of the relevant assets. Assets used to implement such strategies shall be assets/liabilities of the Subfund as a whole. However, the gains/losses on, and the costs of, the relevant assets will accrue solely to the relevant Class.

### **Credit Risk**

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

### **Counterparty Risk**

In accordance with its investment objective and policy, a Subfund may trade 'over-the-counter' (OTC) financial derivative instruments such as non-exchange traded futures and options, forwards, swaps or contracts for difference. OTC derivatives are instruments specifically tailored to the needs of an individual investor that enable the user to structure precisely its exposure to a given position. Such instruments are not afforded the same protections as may be available to investors trading futures or options on organised exchanges, such as the performance guarantee of an exchange clearing house. The counterparty to a particular OTC derivative transaction will generally be the specific entity involved in the transaction rather than a recognised exchange clearing house. In these circumstances the Subfund will be exposed to the risk that the counterparty will not settle the 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 the insolvency, bankruptcy or other credit or liquidity problems of the counterparty. This could result in substantial losses to the Subfund.

Participants in OTC markets are typically not subject to the credit evaluation and regulatory oversight to which members of 'exchange-based' markets are subject. Unless otherwise indicated in the Prospectus for a specific Subfund, the Company will not be restricted from dealing with any particular counterparties. The Company's evaluation of the creditworthiness of its counterparties may not prove sufficient. The lack of a complete and foolproof evaluation of the financial capabilities of the counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses.

The Company may select counterparties located in various jurisdictions. Such local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Subfund and its assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize the effect of their insolvency on the Subfund and its assets. Shareholders should assume that the insolvency of any counterparty would generally result in a loss to the Subfund, which could be material.

If there is a default by the counterparty to a transaction, the Company will under most normal circumstances have contractual remedies and in some cases collateral pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays and costs. If one or more OTC counterparties were to become insolvent or the subject of liquidation proceedings, the recovery of securities and other assets under OTC derivatives may be delayed and the securities and other assets recovered by the Company may have declined in value.

Regardless of the measures that the Company may implement to reduce counterparty credit risk there can be no assurance that a counterparty will not default or that the Subfund will not sustain losses on the transactions as a result. Such counterparty risk is accentuated for contracts with longer maturities or where the Subfund has concentrated its transactions with a single or small group of counterparties.

### **EU Bank Recovery and Resolution Directive**

Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms (the "BRRD") was published in the Official Journal of the European Union on June 12, 2014 and entered into force on July 2, 2014. The stated aim of the BRRD is to provide resolution authorities, including the relevant Luxembourg resolution authority, with common tools and powers to address banking crises pre-emptively in order to safeguard financial stability and minimize taxpayers' exposure to losses.

In accordance with the BRRD and relevant implementing laws, national prudential supervisory authorities can assert certain powers over credit institutions and certain investment firms which are failing or are likely to fail and where normal insolvency would cause financial instability. These powers comprise write-down, conversion, transfer, modification, or suspension powers existing from time to time under, and exercised in compliance with any laws, regulations, rules or requirements in effect in the relevant EU Member State relating to the implementation of BRRD (the "Bank Resolution Tools").

The use of any such Bank Resolution Tools may affect or restrain the ability of counterparties subject to BRRD to honour their obligations towards the Subfunds, thereby exposing the Subfunds to potential losses.

The exercise of Bank Resolution Tools against investors of a Subfund may also lead to the mandatory sale of part of the assets of these investors, including their Shares in that Subfund. Accordingly, there is a risk that a Subfund may experience reduced or even insufficient liquidity because of such an unusually high volume of redemption requests. In such case the Company may not be able to pay redemption proceeds within the time period stated in this Prospectus.

Furthermore, exercising certain Bank Resolution Tools in respect of a particular type of securities may, under certain circumstances, trigger a drying-up of liquidity in specific securities markets, thereby causing potential liquidity problems for the Subfunds.

### **Liquidity Risk**

There is a risk that the Company will suffer liquidity issues because of unusual market conditions, an unusually high volume of redemption requests or other reasons. In such case the Company may not be able to pay redemption proceeds within the time period stated in this Prospectus.

### **Management Risk**

The Company is actively managed and therefore the Subfunds may be subject to management risks. The Company will apply its investment strategy (including investment techniques and risk analysis) when making investment decisions for the Subfunds, however no assurance can be given that the investment decision will achieve the desired results. The Company may in certain cases decide not to use investment techniques, such as derivative instruments, or, they may not be available, even under market conditions where their use could be beneficial for the relevant Subfund.

### **Investment Risk**

#### ***Investments in Equities***

The risks associated with investments in equity (and equity-type) securities include in particular significant fluctuations in market prices, adverse issuer or market information and the subordinate status of equity compared to debt securities issued by the same company.

Investors should also consider the risk attached to fluctuations in exchange rates, possible imposition of exchange controls and other restrictions.

#### ***Investments in Fixed Income Securities***

Investments in securities of issuers from different countries and denominated in different currencies offer potential benefits not available from investments solely in securities of issuers from a single country, but also involve certain significant risks that are not typically associated with investing in the securities of issuers located in a single country. Among the risks involved are fluctuations in interest rates as well as fluctuations in currency exchange rates (as further described above under section "Interest Rate Risk" and "Foreign Exchange Risk") and the possible imposition of exchange control regulations or other laws or restrictions applicable to such investments. A decline in the value of a particular currency in comparison with the Reference Currency of the Subfund would reduce the value of certain portfolio securities that are denominated in such a currency.

An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, may fluctuate independently of each other.

As the Net Asset Value of a Subfund is calculated in its Reference Currency, the performance of investments denominated in a currency other than the Reference Currency will depend on the strength of such currency against the Reference Currency and on the interest rate environment in the country issuing the currency. In the absence of other events that could otherwise affect the value of non-Reference Currency investments (such as a change in the political climate or an issuer's credit quality), an increase in the value of the non-Reference Currency can generally be expected to increase the value of a Subfund's non-Reference Currency investments in terms of the Reference Currency.

The Subfunds may invest in investment grade debt securities. Investment grade debt securities are assigned ratings within the top rating categories by rating agencies on the basis of the creditworthiness or risk of default. Rating agencies review, from time to time, such assigned ratings and debt securities may therefore be downgraded in rating if economic circumstances impact the relevant debt securities issue. Moreover, the Subfunds may invest in debt instruments in the non investment grade sector (high yield debt securities). Compared to investment grade debt securities, high yield debt securities are generally lower-rated securities and will usually offer higher yields to compensate for the reduced creditworthiness or increased risk of default attached to these debt instruments.

#### ***Investments in Warrants***

The leveraged effect of investments in warrants and the volatility of warrant prices make the risks attached to investments in warrants higher than in the case of investment in equities. Because of the volatility of warrants, the volatility of the share price of any Subfund investing in warrants may potentially increase.

#### ***Investments in Target Funds***

Investors should note that investments in Target Funds may incur the same costs both at the Subfund level and at the level of the Target Funds. Furthermore, the value of the units or shares in the Target Funds may be affected by currency fluctuations, currency exchange transactions, tax regulations (including the levying of withholding tax) and any other economic or political factors or changes in the countries in which the Target Fund is invested, along with the risks associated with exposure to the emerging markets.

The investment of the Subfunds' assets in units or shares of Target Funds entails a risk that the redemption of the units or shares may be subject to restrictions, with the consequence that such investments may be less liquid than other types of investment.

### **Use of Derivatives**

While the use of financial derivative instruments can be beneficial, financial derivative instruments also involve risks different from, and, in certain cases, greater than, the risks presented by more traditional investments.

Derivatives are highly specialized financial instruments. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself, without there being any opportunity to observe the performance of the derivative under all possible market conditions.

If a derivative transaction is particularly large or if the relevant market is illiquid, it may not be possible to initiate a transaction or liquidate a position at an advantageous price.

Since many derivatives have a leverage component, adverse changes in the value or level of the underlying asset, rate or index may result in a loss substantially greater than the amount invested in the derivative itself.

The other risks associated with the use of derivatives include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices. Many derivatives are complex and are often valued subjectively. Improper valuations can result in increased cash payment requirements to counterparties or a loss of value to the Company. Consequently, the Company's use of derivatives may not always be an effective means of, and sometimes could be counterproductive to, furthering the Company's investment objectives. Derivative instruments also carry the risk that a loss may be sustained by the Company as a result of the failure of the counterparty to a derivative to comply with the terms of the contract (as further described under "Counterparty Risk" above). The default risk for exchange-traded derivatives is generally less than for privately negotiated derivatives, since the clearing house, which is the issuer or counterparty to each exchange-traded derivative, provides a guarantee of performance. In addition, the use of credit derivatives (credit default swaps, credit linked notes) carries the risk of a loss arising for the Company if one of the entities underlying the credit derivative defaults.

Moreover, OTC derivatives may bear liquidity risks. The counterparties with which the Company effects transactions might cease making markets or quoting prices in certain of the instruments. In such cases, the Company might not be in a position to enter into a desired transaction in currencies

or credit default swaps or to enter into an offsetting transaction with respect to an open position which might adversely affect its performance. Unlike exchange-traded derivatives, forward, spot and option contracts on currencies do not provide the Management Company with the possibility to offset the Company's obligations through an equal and opposite transaction. Therefore, through entering into forward, spot or options contracts, the Company may be required, and must be able, to perform its obligations under these contracts. The use of derivative instruments may or may not achieve its intended objective.

#### ***Investments in Hedge Fund Indices***

In addition to the risks entailed in traditional investments (such as market, credit and liquidity risks), investments in hedge fund indices entail a number of specific risks that are set out below.

The hedge funds underlying the respective index, as well as their strategies, are distinguished from traditional investments primarily by the fact that their investment strategy may involve the short sale of securities and, on the other hand, by using borrowings and derivatives, a leverage effect may be achieved.

The leverage effect entails that the value of a fund's assets increases faster if capital gains arising from investments financed by borrowing exceed the related costs, notably the interest on borrowed monies and premiums payable on derivative instruments. A fall in prices, however, causes a faster decrease in the value of the Company's assets. The use of derivative instruments, and in particular of short selling, can in extreme cases lead to a total loss in value.

Most of the hedge funds underlying the respective index were established in countries in which the legal framework, and in particular the supervision by the authorities, either does not exist or does not correspond to the standards applied in western Europe or other comparable countries. The success of hedge funds depends in particular on the competence of the fund managers and the suitability of the infrastructure available to them.

#### ***Investments in Commodity and Real Estate Indices***

Investments in products and/or techniques providing an exposure to commodity, hedge fund and real estate indices differ from traditional investments and entail additional risk potential (e.g. they are subject to greater price fluctuations). When included in a broadly diversified portfolio, however, investments in products and/or techniques providing an exposure to commodity and real estate indices generally show only a low correlation to traditional investments.

#### ***Investments in Illiquid Assets***

The Company may invest up to 10% of the total net assets of each Subfund in transferable securities or money market instruments which are not traded on stock exchanges or regulated markets. It may therefore be the case that the Company cannot readily sell such securities. Moreover, there may be contractual restrictions on the resale of such securities. In addition, the Company may under certain circumstances trade futures contracts or options thereon. Such instruments may also be subject to illiquidity in certain situations when, for example, market activity decreases, or when a daily fluctuation limit has been reached. Most futures exchanges restrict the fluctuations in future contract prices during a single day by regulations referred to as "daily limits". During a single trading day no trades may be executed at prices above or below these daily limits. When the price of a futures contract has increased or decreased to the limit, positions can neither be purchased nor compensated. Futures prices have occasionally moved outside the daily limit for several consecutive days with little or no trading. Similar occurrences may prevent the Company from promptly liquidating unfavourable positions and therefore result in losses.

For the purpose of calculating the Net Asset Value, certain instruments, which are not listed on an exchange, for which there is limited liquidity, will be valued based upon the average price taken from at least two major primary dealers. These prices may affect the price at which Shares are redeemed or purchased. There is no guarantee that in the event of a sale of such instruments the price thus calculated can be achieved.

#### ***Investments in Asset Backed Securities and Mortgage Backed Securities***

The Subfunds may have exposure to asset backed securities („ABS“) and mortgage backed securities („MBS“). ABS and MBS are debt securities issued by a special purpose vehicle (SPV) with the aim to pass through of liabilities of third parties other than the parent company of the issuer. Such securities are secured by an asset pool (mortgages in the case of MBS and various types of assets in the case of ABS). Compared to other traditional fixed income securities such as corporate or government issued bonds, the obligations associated with these securities may be subject to greater counterparty, liquidity and interest rate risks as well as other types of risks, such as reinvestment risk (arising from included termination rights, prepayment options), credit risks on the underlying assets and advance repayments of principal resulting in a lower total return (especially, if repayment of the debt is not concurrent with redemption of the assets underlying the claims).

ABS and MBS assets may be highly illiquid and therefore prone to substantial price volatility.

#### **Investments in contingent convertibles instruments**

##### **Unknown risk**

The structure of the contingent convertibles instruments is yet untested. In a stressed environment, when the underlying features of these instruments will be put to the test, it is uncertain how they will perform. In the event a single issuer activates a trigger or suspends coupons, it is uncertain if the market will view the issue as an idiosyncratic event or systemic. In the latter case, potential price contagion and volatility to the entire asset class is possible. This risk may in turn be reinforced depending on the level of underlying instrument arbitrage. Furthermore, in an illiquid market, price formation may be increasingly stressed.

##### **Capital structure inversion risk**

Contrary to classic capital hierarchy, contingent convertibles instruments investors may suffer a loss of capital when equity holders do not. In certain scenarios, holders of contingent convertibles instruments will suffer losses ahead of equity holders, e.g. when a high trigger principal write-down contingent convertibles instruments is activated. This cuts against the normal order of capital structure hierarchy where equity holders are expected to suffer the first loss.

##### **Industry concentration risk**

As the issuers of contingent convertibles instruments may be unevenly distributed across sectors of industry, contingent convertibles instruments may be prone to industry concentration risks.

#### ***Small to medium-sized Companies***

A number of Subfunds may invest primarily in small and mid-cap companies. Investing in the securities of smaller, lesser-known companies involves greater risk and the possibility of greater price volatility due to the less certain growth prospects of smaller firms, the lower degree of liquidity of the markets for such stocks and the greater sensitivity of smaller companies to changing market conditions.

## **Investments in the Russian Federation**

### **Custodial and registration risk in the Russian Federation**

- Although exposure to the Russian equity markets is substantially hedged through the use of GDRs and ADRs, individual Subfunds may, in accordance with their investment policy, invest in securities which require the use of local depository and/or custodial services. Currently, evidence of legal title to equities is maintained in “book-entry” form in the Russian Federation.
- The significance of the register is crucial to the custodial and registration process. Registrars are not subject to effective government supervision and it is possible for the respective Subfund to lose its registration through fraud, negligence or mere oversight. Furthermore, while companies with more than 1,000 shareholders are required under Russian law to maintain independent registrars that meet certain statutory criteria, in practice this regulation has not been strictly enforced. Because of this lack of independence, the management of a company can potentially exert significant influence over the make-up of that company’s shareholder base.
- Distortion or destruction of the register could substantially impair, or in certain cases erase, the respective Subfund’s holdings of the relevant company’s shares. Although the Depositary has made arrangements for any appointed registrars to be adequately monitored by a specialized service provider in the Russian Federation, neither the Company, the Board of Directors, the Investment Manager, the Depositary, the Management Company, nor any of their agents can make any representation or warranty about, or any guarantee of, the registrars’ actions or performance. Such risk will be borne by the Subfund.

At present, Russian law does not provide for the concept of the “good faith purchaser” as is commonly provided for in Western jurisprudence. Under Russian law, a purchaser of securities (other than cash and bearer instruments) therefore accepts such securities subject to any flaws in title and ownership that may have existed with regard to the seller thereof or any such seller’s predecessors in title. The Russian Federal Commission on Securities and Capital Markets is currently drafting legislation to provide for the concept of a good faith purchaser. There is no guarantee, however, that such legislation will retroactively apply to any prior purchases of equities by a Subfund. At the present time, it is therefore possible that a Subfund’s ownership of equities could be challenged by a prior owner from whom the equities were acquired, in which case the value of the Subfund’s assets would be impaired.

Direct investments in the Russian market are made in principal via equities or equity-type securities traded on the Russian Trading System which has merged with the Moscow Interbank Currency Exchange, creating the Moscow Exchange MICEX-RTS, in accordance with Chapter 5, “Investment Restrictions”, and unless stipulated otherwise in Chapter 22, “Subfunds”.

## **Investments in India**

### **Direct Investments in India**

In addition to the restrictions set out in this Prospectus, direct investments made in India are subject to the relevant Subfund obtaining a certificate of registration as “Foreign Portfolio Investor” (“FPI”) (registration as Category I FPI) from a Designated Depository Participant (“DDP”) on behalf of the Securities and Exchange Board of India (“SEBI”). In addition, the Subfund shall obtain a Permanent Account Number (“PAN”) card from the Income Tax Department of India. The FPI Regulations set various limits for investments by FPIs and impose various obligations on the FPIs. All investments made directly in India will be subject to FPI Regulations prevailing at the time of the investment. Investors should note that the registration of the relevant Subfund as a FPI is a condition precedent to any direct investments by this Subfund in the Indian market.

The FPI registration of the Subfund can in particular be suspended or withdrawn by the SEBI in case of non-compliance with the SEBI’s requirements, or in case of any acts or omissions in relation to compliance with any Indian regulations, including applicable laws and regulations relating to Anti-Money Laundering and Counter Terrorism Financing. No assurance can be given that the FPI registration will be maintained for the whole duration of the relevant Subfund. Consequently, investors should note that a suspension or a withdrawal of the FPI registration of the Subfund may lead to a deterioration of the performance of the relevant Subfund, which as a consequence, could have a negative impact on the value of the investors’ participation depending on the prevailing market conditions at that time.

Investors should also note that the Prevention of Money Laundering Act, 2002 (“PMLA”) and the rules framed thereunder in relation to the prevention and control of activities concerning money laundering and confiscation of property derived or involved in money laundering in India require inter-alia certain entities such as banks, financial institutions and intermediaries dealing in securities (including FPIs) to conduct client identification procedures and to establish the beneficial owner of the assets (“Client ID”) and to maintain a record of Client ID and certain kinds of transactions (“Transactions”), such as cash transactions exceeding certain thresholds, suspicious transactions (whether or not made in cash and including credits or debits into or from non-monetary accounts such as security accounts). Accordingly, the FPI regulations have the ability to seek information from the FPI holder on the identity of beneficial owners of the Subfund, hence information regarding investors of the Subfund may be required for disclosure to local supervisory authorities.

As far as permitted under Luxembourg law, information and personal data regarding the investors of the Subfund investing in the Indian market (including but not limited to any documentation submitted as part of the identification procedure prescribed in relation to their investment in the Subfund) may be disclosed to the DDP, resp. to governmental or regulatory authorities in India upon their request. In particular investors shall note that, in order to enable the Subfund to comply with the Indian laws and regulations, any natural person who, whether acting alone or together, or through one or more juridical person, exercises control through ownership or who ultimately has a controlling ownership interest above 25% of the Subfund’s assets is required to disclose its identity to the DDP.

### **Indirect Investments in India**

In addition, certain Subfunds seek to get exposure to the Indian market by investing indirectly in Indian assets through derivative instruments or structured products. Accordingly, investors shall note that, in line with Indian laws and regulations on anti-money laundering, indirect investments made in India may require to disclose information pertaining to the Subfund, to the investors and beneficial owners of the Subfund to the relevant Indian supervisory authorities through the counterparty to the derivative instrument or structured product.

Therefore, as far as permitted under Luxembourg law, information and personal data regarding the investors of the Subfund investing indirectly in the Indian market (including but not limited to any documentation submitted as part of the identification procedure prescribed in relation to their investment in the Subfund) may be disclosed to the counterparty to the derivative instrument or structured product and to governmental or regulatory authorities in India upon their request. In particular, investors shall note that, in order to enable the Subfund to comply with the Indian laws and regulations, any natural person who, whether acting alone or together, or through one or more juridical persons, exercises control through ownership or who ultimately has a controlling ownership interest above 25% of the Subfund’s assets is required to disclose its identity to the relevant counterparty to the derivative instrument or structured product and to the local supervisory authorities.

## **Risks associated with the Stock Connect Scheme**

The Subfunds may invest in eligible China A shares (“China Connect Securities”) through the Shanghai-Hong Kong Stock Connect scheme or other similar scheme(s) established under applicable laws and regulations from time to time (the “Stock Connect Scheme”). The Stock Connect Scheme is a securities trading and clearing linked program developed by, amongst others, The Stock Exchange of Hong Kong Limited (“SEHK”), Shanghai

Stock Exchange ("SSE"), Hong Kong Securities Clearing Company Limited ("HKSCC") and China Securities Depository and Clearing Corporation Limited ("ChinaClear"), with an aim to achieve mutual stock market access between mainland China and Hong Kong.

For investment in China Connect Securities, the Stock Connect Scheme provides the "Northbound Trading Link". Under the Northbound Trading Link, investors, through their Hong Kong brokers and a securities trading service company established by SEHK, may be able to place orders to trade China Connect Securities listed on the SSE by routing orders to the SSE.

Under the Stock Connect Scheme, HKSCC, also a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited ("HKEx"), will be responsible for the clearing, settlement and the provision of depository, nominee and other related services of the trades executed by Hong Kong market participants and investors.

#### **Hedged Share Class Risk**

The hedging strategy applied to hedged Share Classes may vary from one Subfund to another. Each Subfund will apply a hedging strategy which aims to reduce currency risk between the Reference Currency of the respective Subfund and the nominal currency of the hedged Share Class while taking various practical considerations into account. The hedging strategy aims to reduce, however may not totally eliminate, currency exposure. Investors should note that there is no segregation of liabilities between the individual Share Classes within a Subfund. Hence, there is a risk that under certain circumstances, hedging transactions in relation to a hedged Share Class could result in liabilities affecting the Net Asset Value of the other Share Classes of the same Subfund. In such case assets of other Share Classes of such Subfund may be used to cover the liabilities incurred by the hedged Share Class.

#### **Clearing and Settlement Procedures**

Different markets also have different clearing and settlement procedures. Delays in settlement may result in a portion of the assets of a Subfund remaining temporarily uninvested and no return is earned thereon. The inability of the Company to make intended security purchases due to settlement problems could cause a Subfund to miss attractive investment opportunities. The inability to dispose of portfolio securities due to settlement problems could result either in losses to a Subfund due to subsequent declines in value of the portfolio security or, if a Subfund has entered into a contract to sell the security, could result in possible liability to the purchaser.

#### **Investment Countries**

The issuers of fixed income securities and the companies, the Shares of which are purchased, are generally subject to different accounting, auditing and financial reporting standards in the different countries of the world. The volume of trading, volatility of prices and liquidity of issuers may vary from one market or country to another. In addition, the level of government supervision and regulation of securities exchanges, securities dealers and listed and unlisted companies is different throughout the world. The laws and regulations of some countries may restrict the Company's ability to invest in securities of certain issuers located in those countries.

#### **Concentration on certain Countries/Regions**

Where a Subfund restricts itself to investing in securities of issuers located in a particular country or countries, such concentration will expose the Subfund to the risk of adverse social, political or economic events which may occur in that country or countries.

The risk increases if the country in question is an emerging market. Investments in these Subfunds are exposed to the risks which have been described; these may be exacerbated by the special factors pertaining to this emerging market.

#### **Armed conflict risk**

At a future date following its investments, a Subfund may find itself in a situation where it has exposure to issuers that are based or have business operations or assets in a region where an armed conflict, caused either by state actors or by non-state actors, is occurring. As a consequence of such armed conflict, trade, payment infrastructure, control over investments and business operations may be significantly impeded, and, as such, investments in such region may suffer extensive losses. Such Subfund may suffer losses because of the adverse impact of such armed conflict on the Subfund's investments in such a region or in an issuer with either business operations or assets in such a region.

In addition, in the context of an armed conflict, the conflicted parties and/or other countries and/or international or supranational bodies may impose Sanctions, other restrictions on trade or free movement of capital and/or asset freezes, directly or indirectly related to the conflict or targeted at certain individuals, companies, public institutions, critical industrial, technological and/or financial infrastructure, currencies and/or the overall economy of one or more conflicted parties. Such Sanctions and/or other restrictions (including rating restrictions) may have a significant adverse impact on the investments of a Subfund and lead to considerable losses in value of the Subfund's assets. Sanctions may further cause the assets of a Subfund to become stranded as a result of the inability of the Subfund to value such assets and/or to sell such assets due to their unanticipated or premature economic depreciation. The scope of Sanctions and/or other restrictions may be very broad and their practical implementation and monitoring may be challenging. Any failure to fully implement and abide by any applicable Sanctions and/or other restrictions may cause additional financial and/or reputational damage to the Subfund or its assets.

#### **Investments in Emerging Market Countries**

Investors should note that certain Subfunds may invest in less developed or emerging markets. Investing in emerging markets may carry a higher risk than investing in developed markets.

The securities markets of less developed or emerging markets are generally smaller, less developed, less liquid and more volatile than the securities markets of developed markets. In addition, there may be a higher than usual risk of political, economic, social and religious instability and adverse changes in government regulations and laws in less developed or emerging markets, which could affect the investments in those countries. The assets of Subfunds investing in such markets, as well as the income derived from the Subfund, may also be effected unfavourably by fluctuations in currency rates and exchange control and tax regulations and consequently the Net Asset Value of Shares of these Subfunds may be subject to significant volatility. Also, there might be restrictions on the repatriation of the capital invested.

Some of these markets may not be subject to accounting, auditing and financial reporting standards and practices comparable to those of more developed countries and the securities markets of such markets may be subject to unexpected closure. In addition, there may be less government supervision, legal regulation and less well defined tax laws and procedures than in countries with more developed securities markets.

Moreover, 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 concerned Subfunds may be in jeopardy because of failures or of defects in the systems. In particular, market practice may require that payment shall be made prior to receipt of the security which is being purchased or that delivery of a security must be made before payment is received. In such cases, default by a broker or bank through whom the relevant transaction is effected might result in a loss being suffered by the Subfunds investing in emerging market securities.

It must also be borne in mind that companies are selected regardless of their market capitalization (micro, small, mid, large caps), sector or geographical location. This may lead to a concentration in geographical or sector terms. Subscriptions in the relevant Subfunds are thus only suitable for investors who are fully aware of, and able to bear, the risks related to this type of investment.

### **Industry/Sector Risk**

The Subfunds may invest in specific industries or sectors or a group of related industries. These industries or sectors may, however, be affected by market or economic factors, which could have a major effect on the value of the Subfunds' investments.

### **Taxation**

The proceeds from the sale of securities in some markets or the receipt of any dividends and other income may be or may become subject to tax, levies, duties or other fees or charges imposed by the authorities in that market, including taxation levied by withholding at source.

It is possible that the tax law (and/or the current interpretation of the law) as well as the practice in countries, into which the Subfunds invest or may invest in the future, might change. As a result, the Company could become subject to additional taxation in such countries that is not anticipated either at the date of this Prospectus or when investments are made, valued or disposed of.

### **FATCA**

Capitalized terms used in this section have the meaning as set forth in the Luxembourg amended law dated 24 July 2015 (the "FATCA Law") unless provided otherwise herein.

The Company may be subject to regulations imposed by foreign regulators, in particular FATCA. FATCA provisions generally impose a reporting to the U.S. Internal Revenue Service of non-U.S. financial institutions that do not comply with FATCA and U.S. persons' (within the meaning of FATCA) direct and indirect ownership of non-U.S. accounts and non-U.S. entities. Failure to provide the requested information will 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.

Under the terms of FATCA, the Company will be treated as a Foreign Financial Institution (within the meaning of FATCA). As such, the Company may require all investors to provide documentary evidence of their tax residence and all other information deemed necessary to comply with the above-mentioned regulations.

Should the Company become subject to a withholding tax as a result of FATCA, the value of the Shares held by all Shareholders may be materially affected.

The Company and/or its Shareholders may also be indirectly affected by the fact that a non-U.S. financial entity does not comply with FATCA regulations even if the Company satisfies with its own FATCA obligations.

Despite anything else herein contained, the Company shall have the right to:

- withhold any taxes or similar charges that it is legally required to withhold by applicable laws and regulations in respect of any shareholding in the Company;
- require any Shareholder or beneficial owner of the Shares to promptly furnish such personal data as may be required by the Company in order to comply with applicable laws and regulations and/or to promptly determine the amount of withholding to be retained;
- divulge any such personal information to the Luxembourg tax authority, as may be required by applicable laws or regulations or requested by such authority; and
- delay payments of any dividend or redemption proceeds to a Shareholder until the Company holds sufficient information to comply with applicable laws and regulations or determine the correct amount to be withheld.

### **Common Reporting Standard**

The Company may be subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the "Standard") and its Common Reporting Standard (the "CRS") as set out in the Luxembourg law dated 18 December 2015 implementing Council Directive 2014/107/EU of 9 December 2014 as regards mandatory automatic exchange of information in the field of taxation (the "CRS-Law").

Capitalized terms used in this section have the meaning as set forth in the CRS Law, unless provided otherwise herein.

Under the terms of the CRS-Law, the Company is likely to be treated as a Luxembourg Reporting Financial Institution. As such, as of 30 June 2017 and without prejudice to other applicable data protection provisions, the Company will be required to annually report to the Luxembourg tax authority personal and financial information related, inter alia, to the identification of, holdings by and payments made to (i) certain shareholders as per the CRS-Law (the "Reportable Persons") and (ii) Controlling Persons of certain non-financial entities ("NFEs") which are themselves Reportable Persons. This information, as exhaustively set out in Annex I of the CRS-Law (the "Information"), will include personal data related to the Reportable Persons.

The Company's ability to satisfy its reporting obligations under the CRS-Law will depend on each Shareholder providing the Company with the Information, along with the required supporting documentary evidence. In this context, the Shareholders are hereby informed that, as data controller, the Company will process the Information for the purposes as set out in the CRS-Law. The Shareholders undertake to inform their Controlling Persons, if applicable, of the processing of their Information by the Company.

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

The Shareholders are further informed that the Information related to Reportable Persons within the meaning of the CRS-Law will be disclosed to the Luxembourg tax authority annually for the purposes set out in the CRS-Law. In particular, Reportable Persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg tax authority.

Similarly, the Shareholders undertake to inform the Company within thirty (30) days of receipt of these statements should any included personal data be not accurate. The Shareholders further undertake to immediately inform the Company of, and provide the Company with all supporting documentary evidence of any changes related to the Information after occurrence of such changes.

Any Shareholder that fails to comply with the Company's Information or documentation requests may be held liable for penalties imposed on the Company and attributable to such shareholder's failure to provide the Information.

## Sustainability Risks

Pursuant to Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (the "SFDR"), the Subfunds are required to disclose the manner in which sustainability risks (as defined hereafter) are integrated into the investment decision and the results of the assessment of the likely impacts of sustainability risks on the returns of the Subfunds.

Sustainability risk is an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investments made by the Subfunds ("Sustainability Risk").

Such risk is principally linked to climate-related events resulting from climate change (the so-called physical risks) or to the society's response to climate change (the so-called transition risks), which may result in unanticipated losses that could affect the Subfunds' investments and financial condition. Social events (e.g. inequality, inclusiveness, labour relations, investment in human capital, accident prevention, changing customer behavior, etc.) or governance shortcomings (e.g. recurrent significant breach of international agreements, bribery issues, products quality and safety, selling practices, etc.) may also translate into Sustainability Risks.

Sustainability Risks are integrated in the investment decision making and risk monitoring to the extent that they represent potential or actual material risks and/or opportunities to maximising the long-term risk-adjusted returns.

The impacts following the occurrence of a Sustainability Risk may be numerous and vary depending on the specific risk, region and asset class. In general, where a Sustainability Risk occurs in respect of an asset, there will be a negative impact on, or entire loss of, its value.

Such assessment of the likely impact must therefore be conducted at portfolio level. Further details and specific information is given for each Subfund in Chapter 22, "Subfunds".

The Management Company delegates the portfolio management function of the funds under management and as such does not currently have access to sufficient ESG information for determining and weighting with adequate accuracy the negative sustainability effects across all its delegated Investment Managers. Therefore, the Management Company has decided not to consider directly and at its level the adverse impacts of investment decisions on sustainability factors (PASI) according to Article 4 SFDR.

## Risk related to the Depositary and Custody functions

Financial instruments of the Company are to be held in custody with the Depositary, while assets other than financial instruments may be held and/or registered with third parties. In accordance with the Law of 17 December 2010 and as further detailed in Chapter 16, "Depositary", the Depositary may delegate parts of its custody functions to third parties.

Custody risk in the form of delayed or denied access to financial instruments held in custody may arise as a result of an external event beyond the Depositary's reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary, or as a result of bankruptcy, negligence, wilful misconduct or fraudulent activity on the part of the Depositary or its sub-custodians. The Company may place assets of a Subfund outside the Depositary's safekeeping network. The Depositary remains responsible for the safekeeping duties regarding the ownership verification and record-keeping of these assets. However, the Depositary having fulfilled its legal functions and duties shall not be liable in case of losses suffered by the Company resulting from the safekeeping of those assets, except when those result from the Depositary's negligence or intentional failure to properly fulfil its obligations pursuant to applicable law. In this case, the Company (and the Subfund concerned) may suffer thus a loss. Further, Shareholders should note that there may be delays in settlement and/or uncertainty in relation to the ownership of a Subfund's investments which could affect such Subfund's liquidity and/or which could lead to financial losses.

When the Depositary or a third party custodian is holding cash (including cash collateral) for the benefit of the relevant Subfund as further described in Chapter 18, "Regulatory Disclosure" and under this Chapter 6, "Risk Factors", the latter may be exposed to the credit risk of the Depositary and/or any sub-custodian used by the Depositary or the third party custodian holding such cash for the benefit of the relevant Subfund. Cash held by the Depositary and sub-custodians or a third party custodian for the benefit of the relevant Subfund will not be segregated in practice but may be a debt owing from the Depositary and/or sub-custodians or any third party custodian holding cash for the benefit of the relevant Subfund to the relevant Subfunds as a depositor. Such cash will be co-mingled with cash belonging to other clients of the Depositary or sub-custodians or third party custodian holding cash for the benefit of the relevant Subfund. In the event of the insolvency of the Depositary and/or sub-custodians or third party custodian holding cash for the benefit of the relevant Subfund, the Company will be treated as a general unsecured creditor of the Depositary and/or sub-custodians or third party custodian holding cash for the benefit of the relevant Subfund in relation to cash holdings of the Company and its Subfunds. The Company may face difficulties and/or encounter delays in recovering such debt, or may not be able to recover it in full or at all, in which case the relevant Subfund(s) will lose some or all of their cash. To mitigate the Company's exposure to the Depositary and/or sub-custodian or third party custodian holding cash for the benefit of the relevant Subfund, the Management Company employs specific procedures to ensure that the Depositary or third party custodian holding cash for the benefit of the relevant Subfund is each a reputable institution and that the credit risk is acceptable to the Company. Investors are invited to consider Chapter 16, "Depositary" for further information on the liability of the Depositary.

## Securities Lending

The Subfunds may enter into securities lending transactions subject to the conditions and limits set out in this Prospectus. Securities lending transactions involve counterparty risk, including the risk that the securities lent cannot be returned or redeemed on time. If the borrower of securities fails to return the securities lent by a sub-fund, there is a risk that the collateral received may be realised at a lower value than the securities lent, whether due to inaccurate pricing of the collateral, adverse market movements, a deterioration in the creditworthiness of the collateral issuer, illiquidity of the market on which the collateral is traded, negligence or insolvency of the custodian holding collateral or termination of legal agreements, e.g. due to insolvency, which adversely affects the performance of the Subfund. If the other party to a securities lending transaction should default, the Subfund might suffer a loss to the extent that the proceeds from the sale of the collateral held by the Company in connection with the securities lending transaction are less than the value of the securities lent. In addition, in the event of the bankruptcy or similar proceedings of the other party to the securities lending transaction or its failure to return the securities as agreed, the sub-fund could suffer losses, including loss of interest on or principal of the securities and costs associated with delay and enforcement of the securities lending agreement.

The Subfunds will only use securities lending transactions for the purpose of either reducing risks (hedging) or generating additional capital or income for the relevant Subfund. When using such techniques, the Subfund will comply at all times with the provisions set out in this Prospectus. The risks arising from the use of securities lending transactions will be closely monitored and techniques (including collateral management) will be employed to seek to mitigate those risks. Although it is expected that the use of securities lending transactions will generally not have a material impact on a Subfund's performance, the use of such transactions may have a significant effect, either negative or positive, on the Subfund's net asset value.

## 7. Net Asset Value

Unless stated otherwise specified in Chapter 22, "Subfunds", the Net Asset Value of the Shares of each Subfund shall be calculated under the responsibility of the Board of Directors in Luxembourg as of each Banking Day (each such day being referred to as a "Valuation Day").

In case the Valuation Day is not a Banking Day, the Net Asset Value of that Valuation Day will be calculated as of the next following Banking Day. If a Valuation Day falls on a day which is a holiday in countries whose stock exchanges or other markets are decisive for valuing the majority of a Subfund's assets, the Company may decide, by way of exception, that the Net Asset Value of the Shares of this Subfund will not be determined as of such days.

For determining the Net Asset Value, the assets and liabilities of the Company shall be allocated to the Subfunds (and to the individual Classes within each Subfund), the calculation is carried out by dividing the Net Asset Value of the Subfund by the total number of Shares outstanding for the relevant Subfund or the relevant Class. If the Subfund in question has more than one Class, that portion of the Net Asset Value of the Subfund attributable to the particular Class will be divided by the number of issued Shares of that Class.

The Net Asset Value of an Alternate Currency Class shall be calculated first in the Reference Currency of the relevant Subfund.

The Net Asset Value of the Alternate Currency Class shall be calculated through conversion at those rates between the Reference Currency and the Alternate Currency of the relevant Class which are determined on any Valuation Day at 5 p.m. (Central European Time).

The Net Asset Value of the Alternate Currency Class will in particular reflect the costs and expenses incurred for the currency conversion in connection with the subscription, redemption and conversion of Shares in this Class and for hedging the currency risk.

Unless otherwise specified in Chapter 22, "Subfunds", the assets of each Subfund shall be valued as follows:

- a) Securities which are listed or regularly traded on a stock exchange shall be valued at the last available traded price. If such a price is not available for a particular trading day, but a closing mid-price (the mean of the closing bid and ask prices) or a closing bid price is available, the closing mid-price, or alternatively the closing bid price, may be taken as a basis for the valuation.
- b) If a security is traded on several stock exchanges, the valuation shall be made by reference to the exchange which is the main market for this security.
- c) In the case of securities for which trading on a stock exchange is not significant but which are traded on a secondary market with regulated trading among securities dealers (with the effect that the price reflects market conditions), the valuation may be based on this secondary market.
- d) Securities traded on a regulated market shall be valued in the same way as those listed on a stock exchange.
- e) Securities that are not listed on a stock exchange and are not traded on a regulated market shall be valued at their last available market price. If no such price is available, the Company shall value these securities in accordance with other criteria to be established by the Board of Directors and on the basis of the probable sales price, the value of which shall be estimated with due care and in good faith.
- f) Derivatives shall be treated in accordance with the above. OTC swap transactions will be valued on a consistent basis based on bid, offer or mid prices as determined in good faith pursuant to procedures established by the Board of Directors. When deciding whether to use the bid, offer or mid prices the Board of Directors will take into consideration the anticipated subscription or redemption flows, among other parameters. If, in the opinion of the Board of Directors, such values do not reflect the fair market value of the relevant OTC swap transactions, the value of such OTC swap transactions will be determined in good faith by the Board of Directors or by such other method as it deems in its discretion appropriate.
- g) The valuation price of a money market instrument which has a maturity or remaining term to maturity of less than 12 months and does not have any specific sensitivity to market parameters, including credit risk, shall, based on the net acquisition price or on the price at the time when the investment's remaining term to maturity falls below 12 months, be progressively adjusted to the repayment price while keeping the resulting investment return constant. In the event of a significant change in market conditions, the basis for the valuation of different investments shall be brought into line with the new market yields.
- h) Units or shares of UCITS or UCI shall be valued on the basis of their most recently calculated net asset value, where necessary by taking due account of the redemption fee. Where no net asset value and only buy and sell prices are available for units or shares of UCITS or other UCI, the units or shares of such UCITS or UCIs may be valued at the mean of such buy and sell prices.
- i) The value of credit default swaps is calculated on a regular basis using comprehensible, transparent criteria. The Company and the Independent Auditor shall monitor the comprehensibility and transparency of the valuation methods and their application.
- j) Liquid assets, fiduciary and fixed-term deposits shall be valued at their respective nominal value plus accrued interest.

The amounts resulting from such valuations shall be converted into the Reference Currency of each Subfund at those rates, which are determined on any Valuation Day at 5 p.m. (Central European Time). Foreign exchange transactions conducted for the purpose of hedging currency risks shall be taken into consideration when carrying out this conversion.

If a valuation in accordance with the above rules is rendered impossible or incorrect due to particular or changed circumstances, the Board of Directors shall be entitled to use other generally recognized and auditable valuation principles in order to reach a proper valuation of the Subfund's assets. The Net Asset Value shall be rounded up or down, as the case may be, to the next smallest unit of the Reference Currency which is currently used unless otherwise specified in Chapter 22, "Subfunds".

The Net Asset Value of one or more Classes may also be converted into other currencies at those rates, which are determined on any Valuation Day at 5 p.m. (Central European Time), should the Board of Directors decide to effect the issue and redemption of Shares in one or more other currencies. Should the Board of Directors determine such currencies, the Net Asset Value of the Shares in these currencies shall be rounded up or down to the next smallest unit of currency.

In exceptional circumstances, further valuations may be carried out on the same day; such valuations will be valid for any applications for subscription and/or redemption subsequently received.

The total Net Asset Value of the Company shall be calculated in the Company's Reference Currency.

#### Adjustment of the Net Asset Value (Single Swing Pricing)

In order to protect existing Shareholders and subject to the conditions set out in Chapter 22, "Subfunds", the Net Asset Value per Share Class of a Subfund may be adjusted upwards or downwards by a maximum percentage ("swing factor") indicated in Chapter 22, "Subfunds", in the event of a net surplus of subscription or redemption applications on a particular Valuation Day. In such case the same Net Asset Value applies to all incoming and outgoing investors on that particular Valuation Day. Whilst the adjustment is normally not expected to exceed the threshold set out in Chapter 22, "Subfunds", the Board of Directors may decide to increase the maximum swing factor of the Net Asset Value in exceptional circumstances to protect Shareholders' interests.

The adjustment of the Net Asset Value aims to cover in particular but not exclusively transaction costs, tax charges and bid/offer spreads incurred by the respective Subfund due to subscriptions, redemptions and/or conversions in and out of the Subfund. Existing Shareholders would no longer have to indirectly bear these costs, since they are directly integrated into the calculation of the Net Asset Value and hence, are borne by incoming and outgoing investors.



The Net Asset Value may be adjusted on every Valuation Day on a net deal basis. The Board of Directors can set a threshold (net capital flows that needs to be exceeded) to apply the adjustment to the Net Asset Value. Shareholders should note that the performance calculated on the basis of the adjusted Net Asset Value might not reflect the true portfolio performance as a consequence of the adjustment of the Net Asset Value.

## **8. Expenses and Taxes**

### **i. Taxes**

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

##### Subscription tax

The following summary is based on the laws and practices currently applicable in the Grand Duchy of Luxembourg and is subject to changes thereto. Unless otherwise specified in Chapter 22, "Subfunds", the Company's assets are subject to a tax ("*taxe d'abonnement*") in the Grand Duchy of Luxembourg of 0.05% p. a., payable quarterly.

This rate is however of 0.01% per annum for:

- individual Subfunds the exclusive object of which is the collective investment in money market instruments and the placing of deposits with credit institutions;
- individual Subfunds the exclusive object of which is the collective investment in deposits with credit institutions; and,
- individual Subfunds as well as for individual Classes, provided that the Shares of such Subfund or Class are reserved to one or more institutional investors (defined as investors referred to in Article 174, para. 2, lit. c) of the Law of 17 December 2010 and meeting the conditions resulting from the Luxembourg regulator's administrative practice).

The Net Asset Value of each Subfund at the end of each quarter is taken as the basis for calculation.

Are further exempt from the subscription tax:

- the value of the assets of a Subfund represented by units or shares held in other UCIs, provided such units or shares have already been subject to the subscription tax;
- individual Subfunds (i) whose securities are reserved for institutional investors, (ii) whose exclusive object is the collective investment in money market instruments and the placing of deposits with credit institutions, (iii) whose weighted residual portfolio maturity must not exceed ninety (90) days, and (iv) which have obtained the highest possible rating from a recognized rating agency; and
- Subfunds whose Shares are reserved for (i) institutions for occupational retirement provision, or similar investment vehicles, created on the initiative of a same group for the benefit of its employees and (ii) undertakings of this same group investing funds they hold, to provide retirement benefits to their employees.

##### Income Tax

The Company is not subject to Luxembourg income taxes.

##### Withholding tax

Under current Luxembourg tax law, there is no tax on any distribution, redemption or payment made by the Company to its Shareholders. There is also no withholding tax on the distribution of liquidation proceeds to the Shareholders.

Dividends, interest, income and gains received by the Company on its investments may be subject to non-recoverable withholding tax or other taxes in the countries of origin.

##### VAT

The Company is considered in Luxembourg as a taxable person for value added tax ("VAT") purposes without input VAT deduction right. A VAT exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Company could potentially trigger VAT and require the VAT registration of the Company in Luxembourg as to self-assess the VAT regarded as due in Luxembourg on taxable services (or goods to some extent) purchased from abroad.

No VAT liability in principle arises in Luxembourg in respect of any payments by the Company to its Shareholders to the extent such payments are linked to their subscription to the Shares and do therefore not constitute the consideration received for any taxable services supplied.

#### ***Taxation of the Shareholders***

##### Income tax

A Shareholder will not become resident, nor be deemed to be resident, in Luxembourg by reason only of the holding and/or disposing of the Shares or the execution, performance or enforcement of his/her rights hereunder.

A Shareholder is not liable to any Luxembourg income tax on reimbursement of share capital previously contributed to the Company.

##### Luxembourg resident individuals

Dividends and other payments derived from the Shares by a resident individual Shareholder, who acts in the course of the management of either his/her private wealth or his/her professional/business activity, are subject to income tax at the ordinary progressive rates.

Capital gains realized upon the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her private wealth, are not subject to income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation. Capital gains are deemed to be speculative and are thus subject to income tax at ordinary rates if the Shares are disposed of within six (6) months after their acquisition or if their disposal precedes their acquisition. A participation is deemed to be substantial where a resident individual Shareholder holds or has held, either alone or together with his spouse or partner and/or minor children, directly or indirectly at any time within the five (5) years preceding the disposal, more than ten percent (10%) of the share capital of the Company. A Shareholder is also deemed to alienate a substantial participation if he acquired free of charge, within the five (5) years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same five-year period). Capital gains realized on a substantial participation more than six (6) months after the acquisition thereof are taxed according to the half-global rate method (i.e. the average rate applicable to the total income is calculated according to progressive income tax rates and half of the average rate is applied to the capital gains realized on the substantial participation). A disposal may include a sale, an exchange, a contribution or any other kind of alienation of the participation.

Capital gains realized on the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her professional/business activity, are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

#### *Luxembourg resident companies*

A Luxembourg resident company (société de capitaux) must include any profits derived, as well as any gain realized on the sale, disposal or redemption of Shares, in their taxable profits for Luxembourg income tax assessment purposes.

#### *Luxembourg residents benefiting from a special tax regime*

Shareholders which are Luxembourg resident companies benefiting from a special tax regime, such as (i) undertakings for collective investment subject to the Law of 17 December 2010, (ii) specialized investment funds subject to the amended Luxembourg law of 13 February 2007 on specialized investment funds and (iii) family wealth management companies governed by the amended Luxembourg law of 11 May 2007, are income tax exempt entities in Luxembourg, and are thus not subject to any Luxembourg income tax.

#### *Luxembourg non-resident Shareholders*

A non-resident Shareholder, who has neither a permanent establishment nor a permanent representative in Luxembourg to which or whom the Shares are attributable, is generally not liable to any Luxembourg income tax on income received and capital gains realized upon the sale, disposal or redemption of the Shares.

A non-resident company which has a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable, must include any income received, as well as any gain realized on the sale, disposal or redemption of Shares, in its taxable income for Luxembourg tax assessment purposes. The same inclusion applies to an individual, acting in the course of the management of a professional or business undertaking, who has a permanent establishment or a permanent representative in Luxembourg, to which the Shares are attributable. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

#### Net wealth tax

A Luxembourg resident Shareholder, or a non-resident Shareholder who has a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable, is subject to Luxembourg net wealth tax on such Shares, except if the Shareholder is (i) a resident or non-resident individual taxpayer, (ii) an undertaking for collective investment subject to the Law of 17 December 2010, (iii) a securitization company governed by the Luxembourg law of 22 March 2004 on securitization, (iv) a company governed by the Luxembourg law of 15 June 2004 on venture capital vehicles, (v) a specialized investment fund governed by the amended Luxembourg Law of 13 February 2007 on specialized investment funds, or (vi) a family wealth management company governed by the amended Luxembourg law of 11 May 2007.

#### Other taxes

Under Luxembourg tax law, where an individual Shareholder is a resident of Luxembourg for tax purposes at the time of his/her death, the Shares are included in his or her taxable basis for inheritance tax purposes. On the contrary, no inheritance tax is levied on the transfer of the Shares upon death of a Shareholder in cases where the deceased was not a resident of Luxembourg for inheritance purposes.

Gift tax may be due on a gift or donation of the Shares, if the gift is recorded in a Luxembourg notary deed or otherwise registered in Luxembourg. The tax consequences will vary for each investor in accordance with the laws and practices currently in force in a Shareholder's country of citizenship, residence or temporary domicile, and in accordance with his or her personal circumstances.

Investors should therefore ensure they are fully informed in this respect and should, if necessary, consult their financial advisers.

#### ***Certain U.S. Regulatory and Tax Matters – Foreign Account Tax Compliance***

The Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act (commonly known as "FATCA") generally impose a new reporting regime and potentially a 30% withholding tax with respect to (i) certain US source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce US source interest or dividends ("Withholdable Payments") and (ii) a portion of certain non-US source payments from non-US entities that have not entered into FFI Agreements (as defined below) to the extent attributable to Withholdable Payments ("Passthru Payments"). As a general matter, the new rules are designed to require US Persons' direct and indirect ownership of non-US accounts and non-US entities to be reported to the US Internal Revenue Service (the "IRS"). The 30% withholding tax regime applies if there is a failure to provide required information regarding US ownership.

Generally, the new rules will subject all Withholdable Payments and Passthru Payments received by the Company to 30% withholding tax (including the share that is allocable to Non-US Investors) unless the Company enters into an agreement (a "FFI Agreement") with the IRS to provide information, representations and waivers of non-US law (including any information notice relating to data protection) as may be required to comply with the provisions of the new rules, including, information regarding its direct and indirect US accountholders, or otherwise qualifies for an exemption, including an exemption under an intergovernmental agreement (or "IGA") between the United States and a country in which the non-US entity is resident or otherwise has a relevant presence.

The governments of Luxembourg and the United States have entered into an IGA regarding FATCA. Provided the Company adheres to any applicable terms of the IGA, the Company will not be subject to withholding or generally required to withhold amounts on payments it makes under FATCA. Additionally, the Company will not have to enter into an FFI agreement with the IRS and instead will be required to obtain information regarding its Shareholders and to report such information to the Luxembourg government, which, in turn, will report such information to the IRS.

Any tax caused by a Shareholder's failure to comply with FATCA will be borne by such Shareholder.

Each prospective investor and each Shareholder should consult its own tax advisors regarding the requirements under FATCA with respect to its own situation.

Each Shareholder and each transferee of a Shareholder's interest in any Subfund shall furnish (including by way of updates) to the Management Company, or any third party designated by the Management Company (a "Designated Third Party"), in such form and at such time as is reasonably requested by the Management Company (including by way of electronic certification) any information, representations, waivers and forms relating to the Shareholder (or the Shareholder's direct or indirect owners or account holders) as shall reasonably be requested by the Management Company or the Designated Third Party to assist it in obtaining any exemption, reduction or refund of any withholding or other taxes imposed by any taxing authority or other governmental agency (including withholding taxes imposed pursuant to the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement, or any agreement entered into pursuant to any such legislation or intergovernmental agreement) upon the Company, amounts paid to the Company, or amounts allocable or distributable by the Company to such Shareholder or transferee. In the event that any Shareholder or transferee of a Shareholder's interest fails to furnish such information, representations, waivers or forms to the Management Company or the Designated Third Party, the Management Company or the Designated Third Party shall have full authority to take any and all of the following actions: (i) withhold any taxes required to be withheld pursuant to any applicable legislation, regulations, rules or agreements; (ii) redeem the Shareholder's or transferee's interest in any Subfund, and (iii) form and operate an investment vehicle organized in the United States that is treated as a "domestic partnership" for purposes of section 7701 of the Internal Revenue Code of 1986, as amended and transfer such Shareholder's or transferee's interest in any Subfund or interest in such Subfund assets and liabilities to such investment vehicle. If requested by the Management Company or the Designated Third Party, the Shareholder or transferee shall execute

any and all documents, opinions, instruments and certificates as the Management Company or the Designated Third Party shall have reasonably requested or that are otherwise required to effectuate the foregoing. Each Shareholder hereby grants to the Management Company or the Designated Third Party a power of attorney, coupled with an interest, to execute any such documents, opinions, instruments or certificates on behalf of the Shareholder, if the Shareholder fails to do so.

The Management Company or the Designated Third Party may disclose information regarding any Shareholder (including any information provided by the Shareholder pursuant to this Chapter) to any person to whom information is required or requested to be disclosed by any taxing authority or other governmental agency including transfers to jurisdictions which do not have strict data protection or similar laws, to enable the Company to comply with any applicable law or regulation or agreement with a governmental authority.

Each Shareholder hereby waives all rights it may have under applicable bank secrecy, data protection and similar legislation that would otherwise prohibit any such disclosure and warrants that each person whose information it provides (or has provided) to the Management Company or the Designated Third Party has been given such information, and has given such consent, as may be necessary to permit the collection, processing, disclosure, transfer and reporting of their information as set out in this Chapter and this paragraph.

The Management Company or the Designated Third Party may enter into agreements on behalf of the Company with any applicable taxing authority (including any agreement entered into pursuant to the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement) to the extent it determines such an agreement is in the best interest of the Company or any Shareholder.

#### **Data Protection Information in the Context of FATCA Processing**

In accordance with the FATCA Law, Luxembourg Financial Institutions ("FI") are required to report to the Luxembourg tax authority (i.e. Administration des Contributions Directes, the "Luxembourg Tax Authority") information regarding reportable persons such as defined in the FATCA Law.

The Company is considered a sponsored entity and as such as a non-reporting Luxembourg financial institution and shall be treated as deemed compliant foreign FI as foreseen by FATCA. The Company is the data controller and processes personal data of Shareholders and Controlling Persons as reportable persons for FATCA purposes.

The Company processes personal data concerning Shareholders or their Controlling Persons for the purpose of complying with the Company's legal obligations under the FATCA Law. These personal data include the name, date and place of birth, address, U.S. tax identification number, the country of tax residence and residence address, the phone number, the account number (or functional equivalent), the account balance or value, the total gross amount of interest, the total gross amount of dividends, the total gross amount of other income generated with respect to the assets held in the account, the total gross proceeds from the sale or redemption of property paid or credited to the account, the total gross amount of interest paid or credited to the account, the total gross amount paid or credited to the Shareholder with respect to the account, standing instructions to transfer funds to an account maintained in the United States, and any other relevant information in relation to the Shareholders or their Controlling Persons for the purposes of the FATCA Law (the "FATCA Personal Data").

The FATCA Personal Data will be reported by the Management Company or the UCI Administrator, as applicable, to the Luxembourg Tax Authority. The Luxembourg Tax Authority, under its own responsibility, will in turn pass on the FATCA Personal Data to the IRS in application of the FATCA Law.

In particular, Shareholders and Controlling Persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg Tax Authority.

FATCA Personal Data may also be processed by the Company's data processors ("Processors") which, in the context of FATCA processing, may include the Management Company of the Company and the UCI Administrator of the Company.

The Company's ability to satisfy its reporting obligations under the FATCA Law will depend on each Shareholder or Controlling Person providing the Company with the FATCA Personal Data, including information regarding direct or indirect owners of each Shareholder, along with the required supporting documentary evidence. Upon request of the Company, each Shareholder or Controlling Person must provide the Company with such information. Failure to do so within the prescribed timeframe may trigger a notification of the account to the Luxembourg Tax Authority.

Although the Company will attempt to satisfy any obligation imposed on it to avoid any taxes or penalties imposed by the FATCA Law, no assurance can be given that the Company will be able to satisfy these obligations. If the Company becomes subject to a tax or penalty as result of the FATCA Law, the value of the Shares may suffer material losses.

Any Shareholder or Controlling Person that fails to comply with the Company's documentation requests may be charged with any taxes and penalties of the FATCA law imposed on the Company (inter alia: withholding under section 1471 of the U.S. Internal Revenue Code, a fine of up to 250.000 euros or a fine of up to 0,5 per cent of the amounts that should have been reported and which may not be less than 1.500 euros) attributable to such Shareholder's or Controlling Person's failure to provide the information and the Company may, in its sole discretion, redeem the Shares of such Shareholders.

Shareholders and Controlling Persons should consult their own tax advisor or otherwise seek professional advice regarding the impact of the FATCA Law on their investment.

FATCA Personal Data will be processed in accordance with the provisions of the data protection notice which will be made available in the application form issued by the Company to the investors.

#### **Automatic Exchange of Information**

On 9 December 2014, the Council of the European Union adopted the Directive 2014/107/EU amending the Directive 2011/16/EU of 15 February 2011 on administrative cooperation in the field of taxation which now provides for an automatic exchange of financial account information between EU Member States ("DAC Directive"). The adoption of the aforementioned directive implements the OECD's CRS and generalizes the automatic exchange of information within the European Union as of 1 January 2016.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement ("Multilateral Agreement") to automatically exchange information between financial authorities. Under this Multilateral Agreement, Luxembourg automatically exchanges financial account information with other participating jurisdictions since 1 January 2016. The CRS-Law implements this Multilateral Agreement, jointly with the DAC Directive introducing the CRS in Luxembourg law.

#### **Data protection information in the context of CRS processing**

In accordance with the CRS-Law, Luxembourg FI are required to report to the Luxembourg Tax Authority information regarding Reportable Persons such as defined in the CRS-Law.

As Luxembourg Reporting FI, the Company is the data controller and processes personal data of Shareholders and Controlling Persons as Reportable Persons for the purposes set out in the CRS-Law.

In this context, the Company may be required to report to the Luxembourg Tax Authority the name, residence address, TIN(s), the date and place of birth, the country of tax residence(s), the phone number, the account number (or functional equivalent), standing instructions to transfer funds to an account maintained in a foreign jurisdiction, the account balance or value, the total gross amount of interest, the total gross amount of dividends,

the total gross amount of other income generated with respect to the assets held in the account, the total gross proceeds from the sale or redemption of property paid or credited to the account, the total gross amount of interest paid or credited to the account, the total gross amount paid or credited to the Shareholder with respect to the account, as well as any other information required by applicable laws of i) each Reportable Person that is an account holder, ii) and, in the case of a Passive NFE within the meaning of the CRS-Law, of each Controlling Person that is a Reportable Person (the "CRS Personal Data").

CRS Personal Data regarding the Shareholders or the Controlling Persons will be reported by the Reporting FI to the Luxembourg Tax Authority. The Luxembourg Tax Authority, under its own responsibility, will in turn pass on the CRS Personal Data to the competent tax authorities of one or more Reportable Jurisdiction(s). The Company processes the CRS Personal Data regarding the Shareholders or the Controlling Persons only for the purpose of complying with the Company's legal obligations under the CRS Law.

In particular, Shareholders and Controlling Persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg Tax Authority.

CRS Personal Data may also be processed by the Company's data processors ("Processors") which, in the context of CRS processing, may include the Management Company of the Company and the UCI Administrator of the Company.

The Company's ability to satisfy its reporting obligations under the CRS-Law will depend on each Shareholder or Controlling Person providing the Company with the CRS Personal Data, including information regarding direct or indirect owners of each Shareholder, along with the required supporting documentary evidence. Upon request of the Company, each Shareholder or Controlling Person must provide the Company with such information. Failure to do so within the prescribed timeframe may trigger a notification of the account to the Luxembourg Tax Authority.

Although the Company will attempt to satisfy any obligation imposed on it to avoid any taxes or penalties imposed by the CRS-Law, no assurance can be given that the Company will be able to satisfy these obligations. If the Company becomes subject to a tax or penalty as result of the CRS-Law, the value of the Shares may suffer material losses.

Any Shareholder or Controlling Person that fails to comply with the Company's documentation requests may be charged with any taxes and penalties of the CRS-Law imposed on the Company (inter alia: a fine of up to 250.000 euros or a fine of up to 0,5 per cent of the amounts that should have been reported and which may not be less than 1.500 euros) attributable to such Shareholder's or Controlling Person's failure to provide the information and the Company may, in its sole discretion, redeem the Shares of such Shareholder.

Shareholders should consult their own tax advisor or otherwise seek professional advice regarding the impact of the CRS-Law on their investment.

CRS Personal Data will be processed in accordance with the provisions of the data protection notice which will be made available in the application form issued by the Company to the investors.

## ii. Expenses

Apart from the above-mentioned "*taxe d'abonnement*", the Company shall bear the costs specified below, unless otherwise specified in Chapter 22, "Subfunds":

- a) All taxes which may be payable on the assets, income and expenses chargeable to the Company;
- b) Standard brokerage and bank charges incurred by the Company through securities transactions in relation to the portfolio (these charges shall be included in the acquisition cost of such securities and deducted from the sale proceeds);
- c) A monthly UCI administration fee for the UCI Administrator, calculated on the average Net Asset Value of the relevant Class during that month and payable at the beginning of the next following month. The UCI administration fee may be charged at different rates for individual Subfunds and Classes within a Subfund or may even be waived. Further details of the UCI administration fee may be found in Chapter 22, "Subfunds";
- d) An annual FX hedging fee of up to 0.10% per annum payable to the FX Hedging Agent is charged to the Alternate Currency Classes of the Subfunds, as set out in Chapter 4, "Investment in White Fleet II". The FX hedging fee is calculated on a pro rata temporis basis on the basis of the average net assets of the relevant Alternate Currency Class upon calculation of its net asset value. Margins/spreads charged by the FX counterparties on transactions (including those charged for agency style execution service, if applicable) are not covered by the FX hedging fee. In the event share-class hedging activities are performed by the relevant portfolio manager, there will be no additional fee charged by the portfolio manager for such share class hedging activities.
- e) In addition to the monthly UCI administration fee, the Central Administration is entitled to an annual fee to be paid out of the net assets of the relevant Subfund for its services as registrar and transfer agent as further disclosed in Chapter 22, "Subfunds";
- f) A monthly management fee for the Management Company, calculated on the average Net Asset Value of the relevant Class during that month and payable at the beginning of the next following month. The Management Company, the Investment Manager and the Distributors will be paid out of this management fee. The management fee may be charged at different rates for individual Subfunds and Classes within a Subfund or may even be waived. Further details of the management fee may be found in Chapter 22, "Subfunds";
- g) In addition to the UCI administration fee, the UCI Administrator will receive a fee for its services as domiciliary agent of the Company;
- h) Possible, additional performance-related fees for the relevant Subfund, which are set out in Chapter 22, "Subfunds";
- i) Fees payable to the Depositary, which are based on the net assets of the respective Subfund and/or the value of transferable securities and other assets held or determined as a fixed sum; the fees payable to the Depositary may not exceed the pre-determined percentage amount although in certain cases the transaction fees and the fees of the Depositary's correspondents may be charged additionally. Further details concerning the fees payable to the Depositary can be found in Chapter 22, "Subfunds";
- j) Fees payable to the paying agents (in particular, a coupon payment commission), transfer agents and the authorized representatives in the countries of registration;
- k) All other charges incurred for sales activities (in particular, registration fees) and other services rendered to the Company but not mentioned in the present section; for certain Classes, these fees may be borne in full or in part by the Investment Manager;
- l) Fees incurred for collateral management in relation to derivative transactions;
- m) Expenses, including those for legal advice, which may be incurred by the Company or the Depositary as a result of measures taken on behalf of the Shareholders;
- n) The cost of preparing, depositing and publishing the Articles of Incorporation and other documents in respect of the Company, including notifications for registration, Key Information Documents, prospectuses or memoranda for all government authorities and stock exchanges (including local securities dealers' associations) which are required in connection with the Company or with offering the Shares; the cost of printing and distributing annual and semi-annual reports for the Shareholders in all required languages, together with the cost of printing and distributing all other reports and documents which are required by the relevant legislation or regulations of the above-mentioned authorities

and calculating the Net Asset Value, the cost of notifications to Shareholders including the publication of prices for the Shareholders, the fees and costs of the Independent Auditors and the Company's legal advisers, and all other similar administrative expenses, and other expenses directly incurred in connection with the offer and sale of Shares, including the cost of printing copies of the aforementioned documents or reports as are used in marketing the Shares. The cost of advertising may also be charged;

- o) Fees, expenses, remuneration, reasonable and documented travel and out-of-pocket expenses payable to the members of the Board of Directors, including insurance related coverage.

All recurring fees shall first be deducted from investment income, then from the gains from securities transactions and then from the Company's assets. Other non-recurring fees, such as the costs for establishing new Subfunds or Classes, may be written off over a period of up to five years.

The costs attributable to the individual Subfunds are allocated directly to them; otherwise the costs shall be divided among the individual Subfunds in proportion to the Net Asset Value of each Subfund.

## **9. Accounting Year**

The accounting year of the Company starts on 1<sup>st</sup> October and closes on 30<sup>th</sup> September of the following year.

## **10. Appropriation of Net Income and Capital Gains**

### **Accumulating Shares**

At present, no distribution is envisaged for accumulating Classes of the Subfunds (see Chapter 22, "Subfunds") and the income generated shall be used to increase the Net Asset Value of the Shares after deduction of general costs. However, within the scope of statutory provisions the Company may distribute from time to time, in whole or in part, ordinary net income and/or realized capital gains as well as all non-recurring income, after deduction of realized capital losses.

### **Distribution Shares**

The Annual General Meeting of Shareholders of the Subfunds shall, on proposal of the Board of Directors, decide if and to what extent distributions shall be made from the net investment income attributable to each distributing Class of each Subfund (see Chapter 22, "Subfunds"). In addition, gains made on the sale of assets belonging to the Subfund may be distributed to Shareholders. Further distributions may be made from the Subfund's assets in order to achieve an appropriate distribution ratio.

Distributions may on no account cause the Company's capital to fall below the minimum amount prescribed by law.

Distributions shall generally be effected on an annual basis or at such other intervals as the Board of Directors may decide. The Company intends to effect the annual distributions within three months of the end of the relevant accounting year.

### **General Information**

Payment of income distributions shall be made in the manner described in Chapter 4, "Investment in White Fleet II", iii. "Redemption of Shares".

Claims for distributions which are not enforced within five years shall lapse and the assets involved shall revert to the relevant Classes.

## **11. Lifetime, Liquidation and Merger**

The Company and the Subfunds have been established for an unlimited period, unless otherwise specified in Chapter 22, "Subfunds". However, an extraordinary General Meeting of Shareholders may dissolve the Company. To be valid, such a resolution shall require the minimum quorum prescribed by law. If the capital of the Company falls below two thirds of the minimum amount, the Board of Directors must submit the question of the Company's dissolution to a General Meeting of Shareholders for which no quorum is prescribed and which may pass a resolution by a simple majority of the Shares represented. If the capital of the Company falls below one quarter of the minimum amount, the Board of Directors must submit the question of the Company's dissolution to a General Meeting of Shareholders for which no quorum shall be prescribed; Shareholders holding one quarter of the Shares at the General Meeting may pass a resolution to dissolve the Company. The minimum capital required under Luxembourg legislation currently stands at EUR 1,250,000. If the Company is liquidated, the liquidation shall be carried out in accordance with Luxembourg law and the liquidator(s) named by the General Meeting of Shareholders shall dispose of the Company's assets in the best interests of the Shareholders and the net liquidation proceeds of the Subfunds shall be distributed pro rata to the Shareholders of these Subfunds.

If necessary in the interests of Shareholders, a Subfund may be dissolved or the Shares of a Subfund may be subject to compulsory redemption.

A Subfund may be liquidated and Shares of the Subfund concerned may be subject to compulsory redemption based on:

- a resolution by the Board of Directors, if necessary in the interests of the Shareholders; or
- a resolution of the General Meeting of the Subfund in question.

Any resolution passed by the Board of Directors to dissolve a Subfund shall be published in accordance with Chapter 13, "Information for Shareholders". The Net Asset Value of the Shares of the relevant Subfund will be paid out on the date of the mandatory redemption of the Shares. Any redemption proceeds that cannot be distributed to the Shareholders at the close of the liquidation procedure shall be deposited with the "Caisse des Consignations" in Luxembourg until the statutory period of limitation has elapsed.

In accordance with the Law of 17 December 2010, any Subfund may, either as a merging subfund or as a receiving subfund, be subject to mergers with another Subfund of the Company or another UCITS, on a domestic or cross-border basis. The Company itself may also, either as a merging UCITS or as a receiving UCITS be subject to cross-border and domestic mergers.

Furthermore, a Subfund may as a receiving subfund be subject to mergers with another UCI or subfund thereof, on a domestic or cross-border basis.

In all cases, the Board of Directors will be competent to decide on the merger. Insofar as a merger requires the approval of the Shareholders pursuant to the provisions of the Law of 17 December 2010, an extraordinary General Meeting deciding by simple majority of the votes cast by Shareholders

present or represented at the meeting is competent to approve the effective date of such a merger. No quorum requirement will be applicable. Only the approval of the Shareholders of the Subfund concerned by the merger will be required.

Mergers shall be announced at least thirty days in advance in order to enable Shareholders to request the redemption or conversion of their Shares free of charge.

## **12. General Meetings**

The Annual General Meeting of Shareholders is held in Luxembourg at 9.00 a.m. (Central European Time) on the second Wednesday of March. If this date is not a Banking Day, the Annual General Meeting will take place on the next Banking Day.

Notices relating to the General Meetings will be published in the newspapers mentioned in Chapter 13, "Information for Shareholders", and/or in Chapter 22, "Subfunds". Meetings of the Shareholders of a particular Subfund may only pass resolutions relating to that Subfund.

## **13. Information for Shareholders**

Information about the launch of new Subfunds may be obtained from the Management Company and the Distributors.

The audited annual reports shall be made available to Shareholders free of charge at the registered office of the Management Company, at the paying agents, information agents and Distributors, within four months of the close of each accounting year. Unaudited semi-annual reports shall be made available in the same way within two months after the end of the accounting period to which they refer.

Other information regarding the Company, as well as the issue and redemption prices of the Shares, may be obtained on any Banking Day at the registered office of the Management Company.

All notices to Shareholders, including any information relating to a suspension of the calculation of the Net Asset Value, shall, if required, be published in the "Receuil Electronique des Sociétés et des Associations" (RESA) and/or in the "Luxemburger Wort" and in various newspapers in those countries in which the Shares of the Company are admitted for public distribution. The Company may also place announcements in other newspapers and periodicals of its choice.

Investors may obtain the Prospectus, the Key Information Document, the latest annual and semi-annual reports and copies of the Articles of Incorporation free of charge from the registered offices of the Company. The relevant contractual agreements, as well as the Management Company's articles of incorporation are available for inspection at the registered offices of the Company during normal business hours.

## **14. Management Company**

The Company has appointed MultiConcept Fund Management S.A. as the Management Company. In this capacity, the Management Company acts as asset manager, UCI administrator and Distributor of the Company's shares. The Management Company has delegated the above-mentioned tasks as follows:

Tasks relating to investment management are performed by the Investment Managers named in the Chapter 22, "Subfunds", and administrative tasks are performed by UBS Fund Administration Services Luxembourg S.A.

The Distributors named in Chapter 21, "Distribution of Shares", are responsible for the distribution of the Company's shares.

The Management Company was incorporated in Luxembourg on 26 January 2004 as a joint-stock company for an indefinite period and is subject to the provisions of Chapter 15 of the Law of 17 December 2010. It has its registered office in Luxembourg, at 5, rue Jean Monnet.

The articles of incorporation of the Management Company were published in the "Mémorial, Recueil des Sociétés et Associations" on 14 February 2004 and have since that time been amended several times. The latest amendments were published on 12 March 2014. The articles of incorporation of the Management Company are filed in their consolidated, legally binding form for public reference in the Luxembourg Trade and Companies Register under no. B 98 834.

The equity capital of the Management Company amounts to three million three hundred thirty-six thousand one hundred and twenty-five (3,336,125) Swiss francs.

The board of directors of the Management Company shall have plenary powers on behalf of the Management Company and shall cause and undertake all such actions and provisions which are necessary in pursuit of the Management Company's objective, particularly in relation to the management of the Company's assets, administration and distribution of Shares.

The board of directors of the Management Company is currently composed of the members listed in Chapter 20, "Main Parties".

The Management Company has appointed an independent auditor. At present, this function is performed by PricewaterhouseCoopers Luxembourg, société coopérative, Luxembourg.

In addition to the Company, the Management Company also manages other undertakings for collective investment.

## **15. Investment Manager and Sub-Investment Manager**

The Company's Board of Directors is responsible for investing the Subfunds' assets. The Board of Directors has appointed the Management Company to implement the Subfunds' investment policy on a day-to-day basis.

In order to implement the policy of each Subfund, the Management Company may delegate, under its permanent supervision and responsibility, the management of the assets of the Subfunds to one or more Investment Managers.

The Investment Manager may appoint in accordance with the investment management agreement entered into between the Investment Manager and the Management Company one or more Sub-Investment Managers for each Subfund to assist it in the management of the individual portfolios. The Investment Manager and Sub-Investment Manager/s for the respective Subfunds are indicated in Chapter 22, "Subfunds". The Management Company may at any time appoint an Investment Manager other than the one/s named in Chapter 22, "Subfunds", or may terminate the relation with any of the Investment Manager/s.

## 16. Depositary

The Company has appointed UBS Europe SE, Luxembourg Branch as its Depositary within the meaning of the Law of 17 December 2010 relating to undertakings for collective investment, as amended (the "2010 Law") and the Commission Delegated Regulation (EU) 2016/438, as amended, supplementing the UCITS Directive (UCITS Level II Regulation), pursuant to the Depositary and Paying Agent Agreement.

The Company has also appointed the Depositary as Paying Agent.

The Depositary is a Luxembourg established branch of UBS Europe SE, a European Company (Societas Europaea), having its registered office in Frankfurt am Main, Germany, registered with the German Trade Register under number HRB 107046. UBS Europe SE, Luxembourg Branch has its place of business at 33A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg and is registered with the Luxembourg Trade and Companies Register under number B 209.123.

### Depositary duties

The relationship between the Company, the Management Company and the Depositary is subject to the terms of the Depositary and Paying Agent Agreement. Pursuant to the Depositary and Paying Agent Agreement, the Depositary has been appointed for the safekeeping of financial instruments that can be held in custody, for the record keeping and verification of ownership of other assets of the Company as well as to ensure the effective and proper monitoring of the Company's cash flows in accordance with the provisions of the 2010 Law and the Depositary and Paying Agent Agreement. Assets held in custody by the Depositary shall not be reused by the Depositary, or any third party to which the custody function has been delegated, for their own account, unless such reuse is expressly allowed by the 2010 Law.

In addition, the Depositary shall also ensure that:

- (i) the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with Luxembourg law and the Articles of Incorporation,
- (ii) the value of the Shares is calculated in accordance with Luxembourg law and the Articles of Incorporation,
- (iii) the instructions of the Management Company or the Company are carried out, unless they conflict with applicable Luxembourg law and/or the Articles of Incorporation,
- (iv) in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits, and
- (v) the Company's income is applied in accordance with Luxembourg law or the Articles of Incorporation.

The Depositary shall assume its duties and responsibilities in accordance with the provisions of the 2010 Law. The Depositary must act honestly, fairly, professionally, independently and solely in the interest of the Company and its shareholders.

### Delegation and conflict of interests

In compliance with the provisions of the Depositary and Paying Agent Agreement and the 2010 Law, the Depositary may, subject to certain conditions, delegate part or all of its safekeeping duties in relation to financial instruments that can be held in custody to sub-custodian(s) (including any affiliates of UBS AG), as they are appointed by the Depositary from time to time.

Prior to the appointment of any sub-custodian and on an ongoing basis pursuant to applicable laws and regulations as well as its conflict of interests policy, the Depositary shall assess potential conflicts of interests that may arise from the delegation of safekeeping functions. The Depositary is part of the UBS Group, a worldwide, full-service private banking, investment banking, asset management and financial services organization which is a major participant in the global financial markets. As such, potential conflicts of interest from the delegation of its safekeeping functions could arise as the Depositary and its affiliates are active in various business activities and may have differing direct or indirect interests. Irrespective of whether a given sub-custodian is part of the UBS Group or not, the Depositary shall exercise the same level of due skill, care and diligence both in relation to the selection and appointment as well as in the on-going monitoring of the relevant sub-custodian. Furthermore, the conditions of any appointment of a sub-custodian that is member of the UBS Group shall be negotiated at arm's length in order to ensure the protection of interests of the Company and its shareholders. Should a conflict of interest occur and in case such conflict of interest cannot be mitigated, such conflict of interest as well as the decisions taken will be disclosed to the shareholders of the Company. An up-to-date description of any safekeeping functions delegated by the Depositary and an up-to-date list of these delegates can be found on the following webpage: <https://www.ubs.com/global/en/legalinfo2/luxembourg.html>.

### Liability

The Depositary is liable to the Company and its shareholders for the loss of a financial instrument held in custody (such financial instruments as defined in article 34(3)(a) of the 2010 Law and article 12 of the UCITS Level II Regulation, the "**Fund Custodial Assets**") by the Depositary and/or a sub-custodian in accordance with article 35 of the 2010 Law (the "**Loss of a Fund Custodial Asset**").

In case of Loss of a Fund Custodial Asset, the Depositary shall return a financial instrument of an identical type or the corresponding amount to the Company without undue delay. In accordance with the provisions of the 2010 Law, the Depositary shall not be liable for the Loss of a Fund Custodial Asset, if such Loss of a Fund Custodial Asset has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

The Depositary shall also be liable to the Company and to the shareholders for all other direct losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its duties in accordance with the 2010 Law.

The Depositary's liability shall not be affected by any delegation, unless otherwise stipulated in the 2010 Law.

### Termination

The Company and the Depositary may terminate the Depositary and Paying Agent Agreement at any time by giving three (3) months' prior written notice. The Depositary and Paying Agent Agreement may also be terminated on shorter notice in certain circumstances, for instance where one party commits a material breach of its obligations. In case no new depositary is appointed before the expiry of the notice period, the Depositary shall take all necessary steps to ensure good preservation of the interests of the Company investors, including the obligation to maintain or open all the accounts necessary for the safekeeping of the different assets of the Company until the closure of the liquidation of the Company.

### Fees

The Depositary is entitled to receive a remuneration for its services as agreed in the Depositary and Paying Agent Agreement. In addition, the Depositary is entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses and disbursements, including, but not limited to, taxes, duties, charges and broker fees, whether existing now or imposed in the future and which are paid by the Depositary or for which the Depositary may be held liable and for the charges of any correspondents.

#### Depositary's independence from the Company

The Depositary is not involved, directly or indirectly, with the business affairs, organization or management of the Company and is not responsible for the content of this document and thus accepts no responsibility for the accuracy of any information contained herein or the validity of the structure and investments of the Company. The Depositary has no decision-making discretion nor any advice duty relating to the Company's investments and is prohibited from meddling in the management of the Company's investments. The Depositary does not have any investment decision-making role in relation to the Company.

#### Outsourcing and data protection

Information about outsourcing and potential processing of investors' data by the Depositary may be found at <https://www.ubs.com/lu/en/wealth-management/about-us/europe-se.html>, specifically in the General Terms and Conditions (GTCs) of the Depositary (containing relevant outsourcing information) and the privacy notice (covering personal data processing pursuant to the applicable data protection laws).

### 17. UCI Administrator

As mentioned in Chapter 14, "Management Company", the Management Company has delegated the tasks related to the central administration of the Company to UBS Fund Administration Services Luxembourg S.A., a service company registered in Luxembourg, which belongs to UBS Group AG, and has authorized the latter in turn to delegate tasks wholly or partly to one or more third parties under the supervision and responsibility of the Management Company.

As the UCI Administrator, UBS Fund Administration Services Luxembourg S.A., will assume all administrative duties that arise in connection with the administration of the Company, including the issue and redemption of Shares, valuation of assets, calculation of the Net Asset Value, accounting and maintenance of the register of Shareholders. In addition, as registrar and transfer agent of the Fund, UBS Fund Administration Services Luxembourg S.A. is also responsible for collecting the required information and performing verifications on investors to comply with applicable anti-money laundering rules and regulations. Furthermore, UBS Fund Administration Services Luxembourg S.A. provides client communication services being responsible for the production and dispatch of documents intended for investors.

### 18. Regulatory Disclosure

#### Conflicts of Interest

The Management Company, the UCI Administrator, the Depositary and certain Distributors are part of UBS Group AG (the "Affiliated Person").

The Affiliated Person is a worldwide, full-service private banking, investment banking, asset management and financial services organization and a major participant in the global financial markets. As such, the Affiliated Person is active in various business activities and may have other direct or indirect interests in the financial markets in which the Company invests. The Company will not be entitled to compensation related to such business activities.

The Management Company is not prohibited to enter into any transactions with the Affiliated Person, provided that such transactions are carried out as if effected on normal commercial terms negotiated at arm's length. In such case, in addition to the management fees the Management Company earns for managing the Company, it may also have an arrangement with the issuer, dealer and/or Distributor of any products entitling it to a Share in the revenue from such products that it purchases on behalf of the Company.

Moreover, the Management Company is not prohibited to purchase or to provide advice to purchase any products on behalf of the Company where the issuer, dealer and/or Distributor of such products is part of the Affiliated Person provided that such transactions are carried out in the best interest of the Company as if effected on normal commercial terms negotiated at arm's length. Entities of the Affiliated Person act as counterparty and in respect of financial derivative contracts entered into by the Company.

Potential conflicts of interest or duties may arise because the Affiliated Person may have invested directly or indirectly in the Company. The Affiliated Person could hold a relatively large proportion of Shares in the Company.

Employees and Directors of the Affiliated Person may hold Shares in the Company. Employees of the Affiliated Person are bound by the terms of the respective policy on personal transactions and conflicts of interest applicable to them.

In the conduct of its business the Management Company and the Affiliated Person's policy is to identify, manage and where necessary prohibit any action or transaction that may pose a conflict between the interests of the Affiliated Persons' various business activities and the Company or its investors. The Affiliated Person, as well as the Management Company strive to manage any conflicts in a manner consistent with the highest standards of integrity and fair dealing. For this purpose, both have implemented procedures that shall ensure that any business activities involving a conflict which may harm the interests of the Company or its investors, are carried out with an appropriate level of independence and that any conflicts are resolved fairly.

Such procedures include, but are not limited to the following:

- Procedure to prevent or control the exchange of information between entities of the Affiliated Person;
- Procedure to ensure that any voting rights attached to the Company's assets are exercised in the sole interests of the Company and its investors;
- Procedures to ensure that any investment activities on behalf of the Company are executed in accordance with the highest ethical standards and in the interests of the Company and its investors;
- Procedure on management of conflicts of interest.

Notwithstanding its due care and best effort, there is a risk that the organisational or administrative arrangements made by the Management Company for the management of conflicts of interest are not sufficient to ensure with reasonable confidence, that risks of damage to the interests of the Company or its Shareholders will be prevented. In such case these non-neutralised conflicts of interest as well as the decisions taken will be reported to investors in an appropriate manner (e.g. in the notes to the financial statements of the Company). Respective information will also be available free of charge at the registered office of the Management Company.

#### Key Information Document

Starting as of 1 January 2023 and in accordance with Regulation (EU) 1286/2014, as amended, and the Commission Delegated Regulation (EU) 2017/653, as amended (collectively referred to as the "PRIIPs Regulation"), a KID will be published for each Share Class where such Share Class is available to retail investors in the European Economic Area ("EEA").



A retail investor within the meaning of the preceding paragraph means any person who is a retail client as defined in article 4(1), point (11), of Directive 2014/65/EU ("MiFID II") (referred to herein as a "Retail Investor").

A KID will be handed over to Retail Investors and professional investors, where Shares are made available, offered or sold in the EEA, in good time prior to their subscription in the Company. In accordance with the PRIIPs Regulation, the KID will be provided to Retail Investors and professional investors (i) by using a durable medium other than paper or (ii) at <https://www.credit-suisse.com/microsites/multiconcept/en.html> in which case it can also be obtained, upon request, in paper form from the Company free of charge.

### **Complaints Handling**

Investors are entitled to file complaints free of charge with the Distributor or the Management Company in an official language of their home country. The complaints handling procedure is available free of charge at the registered office of the Management Company.

### **Exercise of Voting Rights**

The Management Company has in place a dedicated policy as regards the exercise of voting rights attached to the instruments held in the Subfunds in order to act in the best interest of the Subfunds and the Shareholders and to avoid any possible conflicts of interest in relation to other funds, subfunds and investors. The Company has authorized the Management Company to exercise any voting rights attached to instruments held in the Subfunds on behalf of the Subfunds.

The Management Company may also sub-delegate its right to exercise such voting rights on behalf of the Subfunds to the Investment Manager of the respective Subfund if the Investment Manager has in place a voting rights policy in order to act in the interest of the Subfund and the Shareholders and to avoid any possible conflicts of interest in relation to other funds, subfunds and investors and furthermore exercises voting rights in the interest of the respective Subfund and the Shareholders.

Details of the actions taken will be made available to Shareholders free of charge on their request.

### **Best Execution**

The Management Company acts in the best interests of the Company when executing investment decisions. For that purpose it takes all reasonable steps to obtain the best possible result for the Company, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, or any other consideration relevant to the execution of the order (best execution). Where the Investment Managers are permitted to execute transactions, they will be committed contractually to apply equivalent best execution principles, if they are not already subject to equivalent best execution laws and regulations.

The best execution policy is available for investors free of charge at the registered office of the Management Company.

### **Investor Rights**

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise its investor rights directly against the Company - notably the right to participate in general shareholders' meetings - if the investor is registered itself and in its own name in the registered account kept for the Company and its Shareholders by the Company's UCI Administrator. In cases where an investor invests in the Company through an intermediary investing into the Company in its own name but on behalf of the investor, it may not always be possible for the investor (i) to exercise certain shareholder rights, such as the right to participate in general meetings of shareholders, directly against the Company or (ii)<sup>1</sup> to be indemnified in case of net asset value calculation errors and/or non-compliance with investment rules and/or other errors at the level of the Company. Investors are advised to take advice on their rights.

### **Remuneration Policy**

The Management Company has implemented the group standard remuneration policy and published a local appendix which is consistent with, and promotes, sound and effective risk management and that neither encourages risk taking which is inconsistent with the risk profiles of the Subfunds and the Articles of Incorporation nor impairs compliance with the Management Company's duty to act in the best interest of the Company and its Shareholders.

All employees of the UBS Group AG are subject to the Group Compensation Policy, the objectives of which include:

- (a) supporting a performance culture that is based on merit and differentiates and rewards excellent performance, both in the short and long term, and recognizes UBS' company values;
- (b) balancing the mix of fixed and variable compensation to appropriately reflect the value and responsibility of the role performed day to day, and to influence appropriate behaviours and actions; and
- (c) consistency with, and promotion of, effective risk management practices and UBS' compliance and control culture.

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 persons responsible for awarding the remuneration and benefits, including a description of the global UBS Group AG compensation committee are available on <https://multiconcept.credit-suisse.com/RemunerationPolicy.pdf> and will be made available to investors free of charge upon request.

## **19. Data Protection**

The Company and the Management Company are committed to protecting the personal data of the investors (including prospective investors) and of the other individuals whose personal information comes into their possession in the context of the investor's investments in the Company.

The Company and the Management Company have taken all necessary steps, to ensure compliance with the EU Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC and with any implementing legislation applicable to them (together, the "Data Protection Law") in respect of personal data processed by them in connection with investments made into the Company. This includes (non-exclusively) actions required in relation to: information about processing of the investor's personal data and, as the case may be, consent mechanisms, procedures for responding to requests to exercise individual rights, contractual arrangements with suppliers and other third parties, arrangements for overseas data transfers and record keeping and reporting policies and procedures. Personal data shall have the meaning given in the Data Protection Law and includes any information relating to an identifiable individual, such as the investor's name, address, invested amount, the investor's individual representatives' names as well as the name of the ultimate beneficial owner, where applicable, and such investor's bank account details.

<sup>1</sup> (ii) applicable as from January 2025.

When subscribing to the Shares, each investor is informed of the processing of his/her personal data (or, when the investor is a legal person, of the processing of such investor's individual representatives and/or ultimate beneficial owners' personal data) via a data protection notice which will be made available in the application form issued by the Company to the investors. This notice will inform the investors about the processing activities undertaken by the Company, the Management Company and their delegates in more details.

## **20. Main Parties**

### **Company**

White Fleet II  
5, rue Jean Monnet, L-2180 Luxembourg

### **Board of Directors of the Company**

Emil Stark  
Managing Director, UBS Fund Management (Switzerland) AG, Zurich  
Klaus Ebert  
Independent Director, Luxembourg

Claude Metz  
Director, UBS Fund Administration Services Luxembourg S.A., Luxembourg

### **Independent Auditor of the Company**

PricewaterhouseCoopers Luxembourg,  
société coopérative  
2 rue Gerhard Mercator, B.P. 1443, L-1014 Luxembourg

### **Management Company**

MultiConcept Fund Management S.A., 5, rue Jean Monnet,  
L-2180 Luxembourg

### **Board of Directors of the Management Company**

Annemarie Nicole Arens  
Independent Director, Luxembourg

Marcus Ulm  
CEO MultiConcept Fund Management S.A., Luxembourg

Arnold Louis Spruit  
Independent Director, Luxembourg

Yves Schepperle  
Head of White Label Product Structuring, UBS Fund Management (Switzerland) AG

### **Independent Auditor of the Management Company**

PricewaterhouseCoopers Luxembourg,  
société coopérative  
2, rue Gerhard Mercator, B.P. 1443, L-1014 Luxembourg

### **Depository**

UBS Europe SE, Luxembourg Branch  
33A, avenue J.F. Kennedy, L-1855 Luxembourg

### **Paying Agents**

The Company has appointed paying agents and may appoint further such paying agents to sell the Shares in specific legal jurisdictions. The paying agents are named in Chapter 22, "Subfunds".

### **Distributors**

The Company has appointed Distributors and may appoint further such Distributors to sell the Shares in specific legal jurisdictions. The Distributors are named in Chapter 22, "Subfunds".

### **UCI Administrator**

UBS Fund Administration Services Luxembourg S.A.,  
5, rue Jean Monnet, L-2180 Luxembourg

## **21. Distribution of Shares**

In accordance with current laws, the Company intends to appoint Distributors to offer and sell the Shares of each Subfund in all countries in which the offer and sale of the Shares is permitted. In this context, the Distributors shall be entitled to retain for themselves the issuing and/or redemption fees for the Shares sold by them or to waive such fees in full or in part. Distribution agreements with Distributors are concluded for an indefinite period and may be terminated by either contracting party in writing subject to a three-month period of notice.

The Company's current Distributors are listed under "Distributors" in Chapter 22, "Subfunds". Additional Distributors may be appointed by the Company in due course.

## 22. Subfunds

### WHITE FLEET II – ENERGY CHAMPIONS FUND

#### Investment Objective

The objective of the Subfund White Fleet II – Energy Champions Fund (the “**Subfund**”) is to achieve long term return by investing the Subfund’s assets mainly in energy stocks the issuers of which display a long-term balanced growth outlook. The Subfund invests the majority of its assets globally in equities or equity-type instruments of companies which achieve the majority of their revenues in the exploration, development, production and distribution of energy. This does include, but is not limited to oil, natural gas, coal, nuclear and alternative energy sources. The Subfund’s assets may also be invested in equities of companies that provide the equipment and technologies that enable these sources to be used or stored, including companies that create, facilitate or improve its technologies to enable a more efficient use of the energy (jointly the “Energy Markets Companies”).

This Subfund is actively managed without reference to any benchmark.

#### Investment Policy

In order to achieve its investment objective and in accordance with Chapter 5, “Investment Restrictions”, and the provisions of Art. 41 et seqq. of the Law of 17 December 2010, the Subfund shall invest in the following assets:

- 1) The Subfund shall mainly invest globally in equities or equity-type instruments issued by Energy Markets Companies.
- 2) The Subfund may also hold ancillary liquid assets up to 20 % of the Subfund’s assets in the conditions set out in Chapter 3, “Investment Policy”. Further, the Subfund may invest up to 10 % of its net assets in money market instruments as per paragraph h) of section 1) of Chapter 5, “Investment Restrictions”, and/or in liquid assets as per Chapter 3, “Investment Policy”, including listed money market instruments, investments in the foreign exchange market, or fixed deposits at credit institutions or other money market instruments provided the term to maturity does not exceed twelvemonths.
- 3) The Subfund may invest up to 20% of its net assets in so-called Emerging Market Countries. In this context, Emerging Market Countries are defined as countries which are at the time of investment not considered by the International Monetary Fund, World Bank, International Finance Corporation (IFC), a leading index provider or by any other source approved by the Board of Directors, to be developed, high-income industrialized countries.
- 4) Investments made by the Subfund in the above mentioned assets will be made either directly or indirectly through shares or units of Target Funds as per paragraph e) of section 1) of Chapter 5, “Investment Restrictions” taking into account the investment restrictions set out in section 5 of Chapter 5, “Investment Restrictions”, establishing a limit of 10% of the total net assets of the Subfund for investments in shares or units of Target Funds.
- 5) The Subfund may also use financial derivative instruments in the meaning of paragraph g) of section 1 of Chapter 5, “Investment Restrictions”, such as, but not limited to, forwards and to a limited extend swaps on single equities and/or indices for hedging purposes as well as for the efficient management of the portfolio.

#### Risk Information

Investors should carefully consider all of the risk factors set out in Chapter 6 “Risk Factors” before investing in the Subfund.

Investors should note that the Reference Currency of the Subfund is USD, and although the Investment Manager has the ability to hedge the Subfund’s exposure to movements in other currencies, there is the risk that any foreign currency exposure will not be fully or successfully hedged and that the Subfund’s Net Asset Value could move down due to a fall in the value of non-USD currencies against the USD. Where the Investment Manager decides to hedge part or all of a currency exposure, the hedging process may from time to time result in a small residual currency exposure due to market movements.

#### Specific Sustainability Risks

The Subfund could be exposed to some Sustainability Risks, which may differ depending on the investment instruments. In particular, some companies, markets and sectors may have greater exposure to Sustainability Risks than others.

The Subfund is significantly exposed to regions, which might have relatively low governmental or regulatory oversight or low transparency or disclosure of sustainability factors.

#### Global Exposure

The global exposure of the Subfund will be calculated on the basis of the commitment approach.

#### Profile of a Typical Investor

The Subfund is suitable for long-term investors wishing to achieve long-term capital growth by investing in a portfolio providing exposure to the global energy markets described in section “Investment Policy” above.

#### Performance

Historical performance of the Subfund is as follows between 2015 and 2022:

- 2022: +25.2%
- 2021: +80.4%
- 2020: -42.3%
- 2019: +11.0%

- 2018: -24.7%
- 2017: -6.7%
- 2016: +36.1%
- 2015: -39.2%

Further information about the performance of the Subfund is contained in the Key Investor Information Document. Historical performance is not a guarantee of future returns.

## Reference Currency

The Reference Currency of the Subfund is USD.

The investments of the Subfund will generally be hedged into the Reference Currency of the Subfund. Currency hedging will be made through the use of various techniques including the entering into forward currency contracts, currency options and futures. The relevant currency hedging is intended to reduce a Shareholder's exposure to the respective currencies in which the Subfund's investments are denominated. In this regard, it is anticipated that currency risks will be hedged to a large extent although there is no guarantee that such hedging will be effective. Where the currency exposure of the Subfund is not fully hedged or where the hedging transactions are not completely effective, the value of the assets of the Subfund may be affected favourably or unfavourably by fluctuations in currency rates. From time to time the Investment Manager may not fully hedge the currency exposure, if it considers this to be in the interest of the Shareholders. Any costs incurred relating to the above-mentioned hedging will be borne by the Subfund.

In addition, the foreign exchange exposure of the assets of the Subfund attributable to any Class denominated in any currency other than the Reference Currency of the Subfund is generally hedged in order to minimize, so far as reasonably practicable, the impact of fluctuations in the exchange rates between the Reference Currency of the Subfund and such other currency. Again, there can be no guarantee that any such hedges that are put in place will be effective. The costs and any benefit of hedging the foreign currency exposure of the assets attributable to any Class with a reference currency other than the Reference Currency of the Subfund will be allocated solely to the relevant Class.

## Classes

Shares in the Subfund are currently issued in the following Classes:

- Class "A1 Accumulating (USD)";
- Class "A2 Distributing (USD)";
- Class "I1 Accumulating (USD)";
- Class "I2 Distributing (USD)";
- Class "B Accumulating (USD)"; and Class "C Accumulating (USD)".

Shares of all Classes are available only as registered shares in uncertificated form.

Shares of Class A1 Accumulating (USD), Class I1 Accumulating (USD), Class B Accumulating (USD) and Class C Accumulating (USD) are accumulating Shares, whereas Shares of Class A2 Distributing (USD) and Class I2 Distributing (USD) are distributing Shares.

Shares of Class A1 Accumulating (USD), Class A2 Distributing (USD), Class B Accumulating (USD) and Class C Accumulating (USD) are open to all investors, whereas Shares of Class I1 Accumulating (USD) and Class I2 Distributing (USD) are only open for institutional investors. Institutional investors are investors referred to in Art. 174, para. 2, lit. c) of the Law of 17 December 2010 and meeting the conditions resulting from the Luxembourg administrative practice.

Entitlements to fractions of Shares will be rounded down to three decimal places.

## Initial Issue Price

The initial issue price of all Classes is USD 100 per Share. After the initial issue, the issue price will be calculated as set out below under "Net Asset Value" and "Subscription of Shares".

## Minimum Initial Subscription, Minimum Holding and Minimum Subsequent Subscription Amount

Neither a minimum initial subscription amount, a minimum holding amount nor a minimum subsequent subscription amount will be required for Shares of Class C Accumulating (USD).

The minimum initial subscription amount, the minimum holding amount and the minimum subsequent subscription amount for Shares of Class A1 Accumulating (USD), Class A2 Distributing (USD), I1 Accumulating (USD), Class I2 Distributing (USD) and Class B Accumulating (USD) are described below for each Class:

Minimum initial subscription amount:

- Class A1 Accumulating (USD): USD 1'000'000;
- Class A2 Distributing (USD): USD 1'000'000;
- Class I1 Accumulating (USD): USD 5'000'000;
- Class I2 Distributing (USD): USD 5'000'000; and
- Class B Accumulating (USD): USD 500'000;

Minimum holding amount:

- Class I1 Accumulating (USD): USD2'000'000; and
- Class I2 Distributing (USD): USD2'000'000.

Minimum subsequent subscription amount:

- Class I1 Accumulating (USD): USD 200'000; and
- Class I2 Distributing (USD): USD 200'000.

### **Sales, Conversion Redemption Charges**

For Shares of all Classes the maximum sales charge amounts to up to 2.0 % of the subscribed amount.

Neither a conversion charge nor a redemption charge will be levied.

### **Net Asset Value**

As defined in Chapter 7, "Net Asset Value", the Net Asset Value of the Shares of the Subfund shall be calculated as of each Valuation Day (as defined in Chapter 7, "Net Asset Value"). The actual calculation will take place on the next Banking Day following the Valuation Day (the "Calculation Day") on the basis of the latest available closing prices.

### **Subscription of Shares**

Applications for subscriptions of Shares may be made on any Banking Day at the Net Asset Value per Share of the relevant Class of the Subfund, plus any applicable sales charges and taxes.

Contrary to what is stated in section (ii) of Chapter 4, "Investment in White Fleet II", written subscription applications must be received by the UCI Administrator by 3 p.m. (Central European Time) one Banking Day prior to the relevant Valuation Day. Subscription applications received after this deadline will be taken into account for the following Valuation Day.

Payment into the account of the Depositary must be effected within three Banking Days after the relevant Valuation Day on which the issue price of such Shares was determined.

### **Redemption of Shares**

Notwithstanding the provisions of section (iii) of Chapter 4, "Investment in White Fleet II", redemption applications must be received by the UCI Administrator by 3 p.m. (Central European Time) one Banking Day prior to the relevant Valuation Day. Redemption applications received after this deadline will be taken into account for the following Valuation Day.

The redemption price of the Shares less any applicable redemption charges shall be paid within three Banking Days following the relevant Valuation Day on which this price was determined.

### **Conversion of Shares**

Notwithstanding the provisions of section iv. of Chapter 4, "Investment in White Fleet II" and provided that the requirements for the Class into which the Shares are converted are complied with, Shareholders will be able to apply to convert on any Valuation Day all or part of their holding of Shares of any Class into Shares of the same Class of another Subfund or into Shares of another Class of this or another Subfund which are being offered at that time by giving notice to the Central Administration or a Distributor in the manner set out under "Redemption of Shares". The general provisions and procedures set out under "Redemption of Shares" will apply equally to conversions.

Conversions of Shares will only be made on a Valuation Day, if the Net Asset Value of both relevant Classes is calculated.

If as a result of any request for conversion the number or the aggregate Net Asset Value of the Shares held by any Shareholder in any Class would fall below any applicable minimum holding requirement for the relevant Class, the Company may, without further notice to the Shareholder concerned, treat such request as a request for conversion of all Shares held by the Shareholder in that Class.

Where Shares denominated in one currency are converted into Shares denominated in another currency, the foreign exchange and conversion fees incurred will be taken into consideration and deducted.

### **Management Fee, UCI Administration Fee, Registrar and Transfer Agent Fee, Domiciliary Agent Fee and Depositary Fee**

#### **1) Management Fee**

In accordance with lit. e) of section ii. ("Expenses") of chapter 8, "Expenses and Taxes", the management fee is composed of the management company fee, the investment management and the distribution fee:

a) The management company fee in favor of the Management Company amounts to up to 0.05 % p.a. and is calculated monthly on the basis of the average Net Asset Value of the respective Class, subject to a minimum fee of up to 20,000 EUR p.a. for providing substance services (plus applicable taxes, if any).

b) The investment management fee in favor of the Investment Manager amounts to:

- Class "A1 Accumulating (USD)": up to 1.25 % p.a.;
- Class "A2 Distributing (USD)": up to 1.25 % p.a.;
- Class "I1 Accumulating (USD)": up to 0.65 % p.a.;
- Class "I2 Distributing (USD)": up to 0.65 % p.a.;
- Class "B Accumulating (USD)": up to 1.50% p.a.; and
- Class "C Accumulating (USD)": up to 2.00% p.a.

(plus applicable taxes, if any). Such fee is calculated monthly on the basis of the average Net Asset Value of the respective Class.

#### **2) UCI Administration Fee, Registrar and Transfer Agent Fee, Domiciliary Agent Fee**

The UCI Administrator is entitled to receive a fee for its UCI administration services in the amount of EUR 20,000 plus up to 0.05 % p.a. calculated monthly on the basis of the average Net Asset Value of the respective Class (each plus any applicable taxes, if any), subject to a minimum fee in the amount of EUR 30,000 p.a. (each plus any applicable taxes, if any).

In addition to the monthly UCI administration fee, the UCI Administrator is entitled to an annual registrar and transfer agency fee to be paid out of the assets of the Subfund for its services as registrar and transfer agent of up to 4,000 EUR (including one Class), plus (i) 2,000 EUR per each additional Class, plus (ii) a variable amount for transactions and account maintenance depending on the actual number of transactions and accounts.

Further, the UCI Administrator receives an annual fee of up to 5,000 EUR (plus applicable taxes, if any) for its services as domiciliary agent of the Company.

### 3) Depositary Fee

The Depositary is entitled to receive an annual depositary fee for its depositary services which is calculated monthly on the basis of the average Net Asset Value of the respective Class and amounts to (i) up to 0.06 % p.a. subject to a minimum fee in the amount of EUR 25,000 p.a. (each plus any applicable taxes, if any) plus (ii) a variable amount for transactions depending on the actual number of transactions (plus any applicable taxes, if any).

The actual fees that are charged shall be disclosed in the respective annual or semi-annual report.

### **ESG disclosure**

This Subfund does not follow a dedicated ESG investment strategy and sustainability is neither the objective, nor a mandatory part of the investment process of the Subfund. In particular, the underlying investments of the Subfund do not take into account the EU criteria for environmentally sustainable economic activities.

### **Investment Manager**

To assist it with the management of its duties, the Management Company has appointed Independent Capital Group AG, approved and supervised by the Swiss Financial Market Supervisory Authority (FINMA) and having its registered office at Waldmannstrasse 8, 8001 Zürich, Switzerland, as Investment Manager.

### **Distributor**

Independent Capital Group AG  
Waldmannstrasse 8, 8001 Zürich, Switzerland

### **Paying Agent**

UBS Europe SE, Luxembourg Branch  
33A, avenue J.F. Kennedy, L-1855 Luxembourg

## **WHITE FLEET II – CENTRICA GLOBAL BOND FUND**

### **Investment Objective**

The investment objective of White Fleet II – Centrica Global Bond Fund (the “Subfund”) is to achieve a capital appreciation in the long term by investing its assets primarily in bonds while taking into account the principles of risk spreading and assuming a moderate degree of risk.

The Subfund will invest on a broadly diversified basis in debt securities, all types of asset-backed securities, convertible bonds, convertible notes, warrant bonds and securities warrants.

This Subfund is actively managed without reference to any benchmark.

### **Investment Policy**

In order to achieve its investment objective and in accordance with Chapter 5, “Investment Restrictions”, and the provisions of Art. 41 et seqq. of the Law of 17 December 2010, the Subfund shall invest in the following assets:

1) On a consolidated basis the Subfund may invest up to 100% of its net assets in bonds, notes and other fixed income or floating rate secured or unsecured securities (including floating rate notes, zero bonds, convertible bonds and warrants entitling the holder to subscribe securities) issued by public authorities, semi-public enterprises or private borrowers, as well as in similar securities.

The Subfund may also invest up to 10% of its net assets in contingent convertible bonds.

The Subfund will select these fixed income or floating rate securities irrespective of their rating and may also invest in securities below investment grade (i.e. below “BBB-” (S&P) or “Baa3” (Moody’s) and such securities which are not rated.

2) The Subfund may also hold ancillary liquid assets up to 20 % of the Subfund’s assets in the conditions set out in Chapter 3, “Investment Policy”. Up to 20% of the Subfund’s net assets may be invested in all types of asset backed securities (ABS), structured products and/or in Target Funds pursuing alternative investment strategies or providing exposure to hedge funds. By alternative investment strategies, the Subfund aims to include Target Funds aiming to achieve an absolute return. These asset classes can also include other types of investments that are de-correlated from the equity and bond markets, or that cannot be classified as equity or bond investments.

The structured products the Subfund may acquire must be sufficiently liquid and issued by first-class banks (or by issuers that offer investor protection comparable to that provided by first-class banks). They must qualify as transferable securities pursuant to Art. 41, para. 1 of the Law of 17 December 2010 as well as Article 2 of the Grand-Ducal Decree of 8 February 2008 implementing Commission Directive 2007/16/EC and be valued regularly and transparently on the basis of independent sources. Unless these structured products contain embedded derivatives pursuant to Art. 42, para. 3 of the Law of 17 December 2010, such products must not entail any leverage effect. The underlying of the embedded derivatives contained in such a structured product can only consist in instruments listed in section 1) of Chapter 5, “Investment Restrictions”.

3) Within the framework of the above-mentioned investment policy the Subfund may buy and sell futures and options, and conduct transactions involving options on securities for both investment and hedging purposes. The markets in options, futures are volatile; both the opportunity to achieve gains as well as the risk of suffering losses are higher than with investments in securities. These instruments will be employed within the limits set forth and as described in Chapter 5, “Investment Restrictions”, and only if they are compatible with the investment policy of the Subfund and do not adversely affect its quality.

4) The Subfund may invest up to 20% of its net assets in deposits with credit institutions in all currencies deemed best suited for good performance provided that the principle of risk spreading is followed. The currency designation of the Subfund refers only to the currency in which the Net Asset Value is calculated and not to its investment currency. Investments of the Subfund are made in the currencies deemed best suited for good performance and are actively managed in respect of the currency of account.

5) The Subfund may invest globally, including in assets which are issued by issuers classified as or situated in so-called Emerging Market Countries. Such Emerging Market Countries are defined as countries which are at the time of investment not considered by the International Monetary Fund, World Bank, International Finance Corporation (IFC), a leading index provider or by any other source approved by the Board of Directors, to be developed, high-income industrialized countries.

6) Investments in the aforementioned asset classes may be made indirectly through Target Funds. Deviating from the limits stated in section 5) of chapter 5, “Investment Restrictions”, the Subfund may invest up to 100% of its net assets in Target Funds (including UCITS-compliant ETFs). The selection of the investment will be based on a steady analysis of the Target Funds without any limitation of category or type of fund.

### **Risk Information**

Investors should carefully consider all of the risk factors set out in Chapter 6, “Risk Factors”, before investing in the Subfund.

Investors should note that the Reference Currency of the Subfund is EUR, and although the Investment Manager has the ability to hedge the Subfund’s exposure to movements in other currencies, there is the risk that any foreign currency exposure will not be fully or successfully hedged and that the Net Asset Value could move down due to a fall in the value of non-EUR currencies against the EUR. Where the Investment Manager decides to hedge part or all of a currency exposure, the hedging process may from time to time result in a small residual currency exposure due to market movements.

Investments of the Subfund might include investments in Emerging Market Countries. The probable returns on securities of issuers from Emerging Market Countries are generally higher than the returns on similar securities of equivalent issuers from developed, industrialized countries. However, the higher return should be viewed as compensation for the greater risk to which the investor is exposed. Further information on the risks of investments in Emerging Market Countries is set out in Chapter 6, “Risk Factors”

Investors should further take into considerations the risks associated with investments in the “high yield” sector. The Subfund might invest in fixed-income or floating-rate securities in the non-investment grade sector (high yield debt securities). Compared to investment grade securities, such securities are generally lower-rated securities and will usually offer higher yields to compensate for the reduced creditworthiness or increased risk of default attached to these debt instruments. Also, there is a risk that such securities might suffer liquidity issues because of unusual market conditions, an unusually high volume of redemption requests or other reasons. In such case the Subfund may not be able to pay redemption proceeds within the time period stated in this Prospectus.

### **Specific Sustainability Risks**

The Subfund could be exposed to some Sustainability Risks, which may differ depending on the investment instruments. In particular, some companies, markets and sectors may have greater exposure to Sustainability Risks than others.

The Subfund is significantly exposed to regions, which might have relatively low governmental or regulatory oversight or low transparency or disclosure of sustainability factors.

### **Global Exposure**

The global exposure of the Subfund will be calculated on the basis of the commitment approach.

### **Profile of a Typical Investor**

The Subfund is suitable for investors wishing to have a strong focus on capital preservation with moderate concentration on real medium-term capital growth. Minor fluctuations in the Net Asset Value will have to be tolerated over an investment horizon of four years.

### **Performance**

Historical performance data is not yet available.

### **Reference Currency**

The Reference Currency of the Subfund is the EUR.

The Investment Manager may decide to hedge or not to hedge the Subfund's exposure to other currencies, if it considers this to be in the interest of the Shareholders. Currency hedging (if any) will be made through the use of various techniques including the entering into forward currency contracts, currency options and futures. The relevant currency hedging is intended to reduce a Shareholder's exposure to the respective currencies in which the Subfund's investments are denominated. There is no guarantee that any hedging will be effective. Where the currency exposure of the Subfund is not fully hedged or where the hedging transactions are not completely effective, the value of the assets of the Subfund may be affected favourably or unfavourably by fluctuations in currency rates. From time to time the Investment Manager may not fully hedge the currency exposure, if it considers this to be in the interest of the Shareholders. Any costs incurred relating to the above-mentioned hedging will be borne by the Subfund.

In addition, the foreign exchange exposure of the assets of the Subfund attributable to any Class denominated in any currency other than the Reference Currency of the Subfund is generally hedged in order to minimize, so far as reasonably practicable, the impact of fluctuations in the exchange rates between the Reference Currency of the Subfund and such other currency. Again, there can be no guarantee that any such hedges that are put in place will be effective. The costs and any benefit of hedging the foreign currency exposure of the assets attributable to any Class with a reference currency other than the Reference Currency of the Subfund will be allocated solely to the relevant Class.

### **Classes**

Shares of the Subfund are currently issued in Classes "R (EUR)", "R (CHF hedged)", "R (USD hedged)", "R2 (EUR)", "R2 (CHF hedged)", "R2 (USD hedged)", "R3 (EUR)", "R3 (CHF hedged)", "R3 (USD hedged)", "I (EUR)", "I (CHF hedged)", "I (USD hedged)", "I2 (EUR)", "I2 (CHF hedged)" and "I2 (USD hedged)". All Shares of all Classes are accumulating Shares available only as registered shares in uncertificated form.

The issue currency of Shares of Class R (EUR), R2 (EUR), R3 (EUR), I (EUR) and I2 (EUR) is the EUR, the issue currency of Shares of Class R (CHF hedged), R2 (CHF hedged), R3 (CHF hedged), I (CHF hedged) and I2 (CHF hedged) is CHF and of Shares of Class R (USD hedged), R2 (USD hedged), R3 (USD hedged), I (USD hedged) and I2 (USD hedged) the issue currency is USD.

Shares of Classes R (EUR), R (CHF hedged), R (USD hedged), R2 (EUR), R2 (CHF hedged) and R2 (USD hedged) are open to subscription by retail investors. Shares of Classes R3 (EUR), R3 (CHF hedged) and R3 (USD hedged) are reserved to employees of the Investment Manager.

Shares of Classes I (EUR), I2 (EUR), I (CHF hedged), I (USD hedged) and I2 (USD hedged) are reserved to institutional investors. Institutional investors are investors referred to in Art. 174, para. 2, lit. c) of the Law of 17 December 2010 and meeting the conditions resulting from the Luxembourg administrative practice.

Entitlements to fractions of Shares will be rounded down to three decimal places.

Hedged Classes are Classes to which a hedging strategy aiming at mitigating currency risk against the Reference Currency is applied, in accordance with ESMA opinion on share classes of UCITS (ESMA34-43-296).

In accordance with the provisions of Chapter 4, "Investment in White Fleet II", the Company will enter into hedging transactions to hedge the exposure to foreign exchange risk in the following Classes:

- R (CHF hedged);
- I (CHF hedged);
- R2 (CHF hedged);
- I2 (CHF hedged);
- R3 (CHF hedged);
- R (USD hedged);
- I (USD hedged);
- R2 (USD hedged); and
- I2 (USD hedged)
- R3 (USD hedged)

### **Initial Issue Price**

The initial issue price per Share of the different Classes is as follows:

Classes R (EUR) and I (EUR): EUR 100;

Classes R2 (EUR) and I2 (EUR): EUR 100;

Class R3 (EUR): EUR 100;



Classes R (CHF hedged) and I (CHF hedged): CHF 100;  
Classes R2 (CHF hedged) and I2 (CHF hedged): CHF100;  
Class R3 (CHF hedged): CHF100;  
Classes R (USD hedged) and I (USD hedged): USD 100;  
Classes R2 (USD hedged) and I2 (USD hedged): USD 100; and  
Class R3 (USD hedged): USD 100.

After the initial issue, the issue price will be calculated as set out below under “Net Asset Value” and “Subscription of Shares”.

#### **Initial Subscription Period**

The Subfund will be launched upon a decision of the Board of Directors.

#### **Minimum Initial Subscription, Minimum Holding and Minimum Subsequent Subscription Amount**

The minimum initial subscription amount, the minimum holding amount and the minimum subsequent subscription amount for Shares are described below for each Class:

Minimum initial subscription amount:

- Class R (EUR): EUR 100;
- Class R2 (EUR): EUR 100;
- Class R3 (EUR): EUR 100;
- Class R (CHF hedged): CHF 100;
- Class R2 (CHF hedged): CHF 100;
- Class R3 (CHF hedged): CHF 100;
- Class R (USD hedged): USD 100;
- Class R2 (USD hedged): USD 100;
- Class R3 (USD hedged): USD 100;
- Class I (EUR): EUR 1'000;
- Class I2 (EUR): EUR 1'000;
- Class I (CHF hedged): CHF 1'000;
- Class I2 (CHF hedged): CHF 1'000;
- Class I (USD hedged): USD 1'000; and
- Class I2 (USD hedged): USD 1'000.

Minimum holding amount:

- Class R (EUR): EUR 100;
- Class R2 (EUR): EUR 100;
- Class R3 (EUR): EUR 100;
- Class R (CHF hedged): CHF 100;
- Class R2 (CHF hedged): CHF 100;
- Class R3 (CHF hedged): CHF 100;
- Class R (USD hedged): USD 100;
- Class R2 (USD hedged): USD 100;
- Class R3 (USD hedged): USD 100;
- Class I (EUR): EUR 1'000;
- Class I2 (EUR): EUR 1'000;
- Class I (CHF hedged): CHF 1'000;
- Class I2 (CHF hedged): CHF 1'000;
- Class I (USD hedged): USD 1'000; and
- Class I2 (USD hedged): USD 1'000.

Minimum subsequent subscription amount:

- Class R (EUR): EUR 100;
- Class R2 (EUR): EUR 100;
- Class R3 (EUR): EUR 100;
- Class R (CHF hedged): CHF 100;
- Class R2 (CHF hedged): CHF 100;
- Class R3 (CHF hedged): CHF 100;
- Class R (USD hedged): USD 100;
- Class R2 (USD hedged): USD 100;

- Class R3 (USD hedged): USD 100;
- Class I (EUR): EUR 1'000;
- Class I2 (EUR): EUR 1'000;
- Class I (CHF hedged): CHF 1'000;
- Class I2 (CHF hedged): CHF 1'000;
- Class I (USD hedged): USD 1'000; and
- Class I2 (USD hedged): USD 1'000.

### **Sales, Redemption and Conversion Charges**

The maximum subscription charge amounts up to 2.0% of the amount subscribed. For Shares of all Classes the maximum redemption charge amounts to up to 2.0% of the redeemed amount. The maximum conversion charge for Shares of all Classes amounts to up to 1.0%.

### **Net Asset Value**

As defined in Chapter 7, "Net Asset Value", the Net Asset Value of the Shares of the Subfund shall be calculated as of each Valuation Day (as defined in Chapter 7, "Net Asset Value"). The actual calculation will take place on the next Banking Day following the Valuation Day (the "Calculation Day") on the basis of the latest available closing prices.

### **Subscription of Shares**

As further described in section ii., "Subscription of Shares", of Chapter 4, "Investment in White Fleet II", applications for subscriptions of Shares may be made on any Banking Day at the Net Asset Value per Share of the relevant Class of the Subfund, plus any applicable sales charges and taxes. Payment into the account of the Depositary must be effected within two Banking Days after the Valuation Day.

### **Redemption of Shares**

As further described in section iii, "Redemption of Shares", of Chapter 4, "Investment in White Fleet II", applications for redemptions of Shares may be made on any Valuation Day at the Net Asset Value per Share of the relevant Class of the Subfund.

The redemption price of the Shares less any applicable redemption charges and taxes shall be paid within two Banking Days following the Calculation Day.

### **Conversion of Shares**

Notwithstanding the provisions of section iv. of Chapter 4, "Investment in White Fleet II" and provided that the requirements for the Class into which the Shares are converted are complied with, Shareholders will be able to apply to convert on any Valuation Day all or part of their holding of Shares of any Class into Shares of another Class of the Subfund or into Shares of the same or another Class of another Subfund which are being offered at that time and managed by the Investment Manager by giving notice to the UCI Administrator in the manner set out under "Redemption of Shares". The general provisions and procedures set out under "Redemption of Shares" will apply equally to conversions. Conversions of Shares will only be made on a Valuation Day, if the Net Asset Value of both relevant Classes is calculated.

If as a result of any request for conversion the number or the aggregate Net Asset Value of the Shares held by any Shareholder in any Class would fall below any applicable minimum holding requirement for the relevant Class, the Company may, without further notice to the Shareholder concerned, treat such request as a request for conversion of all Shares held by the Shareholder in that Class. Where Shares denominated in one currency are converted into Shares denominated in another currency, the foreign exchange and conversion fees incurred will be taken into consideration and deducted.

### **Management Fee, UCI Administration Fee, Registrar and Transfer Agency Fee, Domiciliary Agent Fee and Depositary Fee**

#### **1) Management Fee**

In accordance with lit. e) of section ii. ("Expenses") of chapter 8, "Expenses and Taxes", the management fee is composed of the management company fee, the investment management and the distribution fee:

a) The management company fee in favor of the Management Company amounts to up to 0.05 % p.a. and is calculated monthly on the basis of the average Net Asset Value of the respective Class, subject to a minimum fee of up to 20,000 EUR p.a. for providing substance services (plus applicable taxes, if any).

b) The investment management fee in favor of the Investment Manager amounts to:

- Class R (EUR): up to 1.20 % p.a.;
- Class R2 (EUR): up to 0.80 % p.a.;
- Class R3 (EUR): up to 0.50 % p.a.;
- Class R (CHF hedged): up to 1.20 % p.a.;
- Class R2 (CHF hedged): up to 0.80 % p.a.;
- Class R3 (CHF hedged): up to 0.50 % p.a.;
- Class R (USD hedged): up to 1.20 % p.a.;
- Class R2 (USD hedged): up to 0.80 % p.a.;
- Class R3 (USD hedged): up to 0.50 % p.a.;
- Class I (EUR): up to 0.50 % p.a.;
- Class I2 (EUR): up to 0.50 % p.a.;
- Class I (CHF hedged): up to 0.50 % p.a.;

- Class I2 (CHF hedged): up to 0.50 % p.a.;
- Class I (USD hedged): up to 0.50 % p.a.; and
- Class I2 (USD hedged): up to 0.50 % p.a.;

(plus applicable taxes, if any). Such fee is calculated monthly on the basis of the average Net Asset Value of the respective Class.

c) The distribution fee in favor of any distributors appointed amounts to:

- Class R (EUR): up to 0 % p.a.;
- Class R2 (EUR): up to 0.40 % p.a.;
- Class R3 (EUR): up to 0 % p.a.;
- Class R (CHF hedged): up to 0 % p.a.;
- Class R2 (CHF hedged): up to 0.40 % p.a.;
- Class R3 (CHF hedged): up to 0 % p.a.;
- Class R (USD hedged): up to 0 % p.a.;
- Class R2 (USD hedged): up to 0.40 % p.a.;
- Class R3 (USD hedged): up to 0 % p.a.;
- Class I (EUR): up to 0 % p.a.;
- Class I2 (EUR): up to 0.30 % p.a.;
- Class I (CHF hedged): up to 0 % p.a.;
- Class I2 (CHF hedged): up to 0.30 % p.a.;
- Class I (USD hedged): up to 0 % p.a.; and
- Class I2 (USD hedged): up to 0.30 % p.a.;

(plus applicable taxes, if any). Such fee is calculated monthly on the basis of the average Net Asset Value of the respective Class.

#### 2) UCI Administration Fee, Registrar and Transfer Agent Fee, Domiciliary Agent Fee

The UCI Administrator is entitled to receive a UCI administration fee for its UCI administration services in the amount of EUR 20,000 plus up to 0.03 % p.a. calculated monthly on the basis of the average Net Asset Value of the respective Class, subject to a minimum fee in the amount of EUR 35,000 (each plus any applicable taxes, if any).

In addition to the UCI administration fee, the UCI Administrator is entitled to an annual registrar and transfer agency fee to be paid out of the assets of the Subfund for its services as registrar and transfer agent of up to EUR 4,000 p.a. (including one Class), plus (i) 2,000 EUR p.a. per each additional Class, plus (ii) a variable amount for transactions and account maintenance depending on the actual number of transactions and accounts (each plus any applicable taxes, if any).

Further, the UCI Administrator receives an annual fee of up to 2,000 EUR (plus applicable taxes, if any) for its services as domiciliary agent of the Company.

#### 3) Depositary Fee

The Depositary is entitled to receive an annual depositary fee for its depositary services which is calculated monthly on the basis of the average Net Asset Value of the respective Class and amounts to (i) up to 0.04 % p.a. subject to a minimum fee in the amount of EUR 15,000 p.a. (each plus any applicable taxes, if any) plus (ii) a variable amount for transactions depending on the actual number of transactions (plus any applicable taxes, if any).

The actual fees that are charged shall be disclosed in the respective annual or semi-annual report.

#### 4) FX Hedging Fee

The FX Hedging Agent is entitled to receive a fee up to 0.10% p.a. and is calculated on a pro rate temporis basis on the basis of the average net assets of the following share classes upon calculation of its net asset value.

- (i) Class R (CHF hedged);
- (ii) Class R2 (CHF hedged);
- (iii) Class R3 (CHF hedged);
- (iv) Class R (USD hedged);
- (v) Class R2 (USD hedged);
- (vi) Class R3 (USD hedged);
- (vii) Class I (CHF hedged);
- (viii) Class I2 (CHF hedged);
- (ix) Class I (USD hedged); and
- (x) Class I2 (USD hedged).

#### Costs Related to Investments in Target Funds

Investors should note that investments in Target Funds generally incur the same costs both at Subfund and Target Fund level. The Management Company may also charge a management fee for investments in Target Funds considered to be Affiliated Funds.

The cumulative management fee at Subfund and Target Fund level shall not exceed 2.5% per annum.

The Investment Manager may receive fees, commissions, reimbursements, discounts or other benefits in relation to investments made in Target Funds on behalf of the Subfund. Any such payments received by the Investment Manager will be passed on to the Subfund.

#### ESG disclosure

This Subfund does not follow a dedicated ESG investment strategy and sustainability is neither the objective, nor a mandatory part of the investment process of the Subfund. In particular, the underlying investments of the Subfund do not take into account the EU criteria for environmentally sustainable economic activities.

**Investment Manager**

To assist it with the management of its duties, the Management Company has appointed Copernicus Wealth Management S.A., approved and supervised by the Swiss Financial Market Supervisory Authority (FINMA) and having its registered office at Via al Forte 1, CH-6900 Lugano, Switzerland as Investment Manager.

**Distributor**

Thalia Capital Advisors S.A., Via al Forte 1, CH-6900 Lugano, Switzerland

**Paying Agent**

UBS Europe SE, Luxembourg Branch  
33A, avenue J.F. Kennedy, L-1855 Luxembourg

## WHITE FLEET II – SGVP GLOBAL VALUE EQUITY FUND

### Investment Objective

The investment objective of White Fleet II – SGVP Global Value Equity Fund (the “Subfund”) is to achieve the highest possible return in Euros (Reference Currency), while taking due account of the principle of risk diversification, the security of the capital invested, and the liquidity of the assets.

This Subfund is actively managed without reference to any benchmark.

### Investment Policy

At least two-thirds of the Subfund's net assets are invested worldwide (including Emerging Market Countries) in equities and other equity-type securities and rights (American depository receipts [ADRs], global depository receipts, profit-sharing certificates, participation certificates, dividend rights certificates, etc.) of companies which are considered to be value stocks. The value stocks are determined by the investment manager on the basis of fundamental criteria such as price/book ratio, price/earnings ratio, dividend yield and operating cash flow.

Securities are selected irrespective of their market capitalization, sector or geographical location. This may lead to a concentration in geographical or sector terms.

For hedging purposes, and in the interest of the efficient management of the portfolio as well as for the implementation of the investment strategy the aforementioned investments may also be effected by way of derivatives, provided the limits set out in Chapter 5, “Investment Restrictions” are observed. These derivatives include futures and options on equities, equity-like securities and equity indices of companies which are domiciled in or conduct the bulk of their business activities worldwide.

The Subfund may also hold ancillary liquid assets up to 20 % of the Subfund's assets in the conditions set out in Chapter 3, “Investment Policy”.

The Subfund may invest up to one third of its net assets in equities and equity-type securities of companies not fulfilling the above requirements, fixed income securities, which may include, but not limited to, bonds (with the minimum rating for BBB-, as per Standard & Poor's rating system), notes, and similar fixed and variable interest rate securities, discounted securities issued by public, private and semi-private issuers worldwide (including emerging markets), in other liquid assets such as (i) time deposits and (ii) money market instruments in the conditions set out in Chapter 3, “Investment Policy”.

The Subfund may – subject to the investment principles set out above – invest up to 10% of its net assets in structured products (certificates, notes) on equities, equity-type securities, equity baskets and equity indices that are sufficiently liquid and are issued by first-class banks (or by issuers that offer investor protection comparable to that provided by first-class banks). These structured products must qualify as securities pursuant to Art. 41 of the Law of December 17, 2010. Moreover, these structured products must be valued regularly and transparently on the basis of independent sources. Structured products must not entail any leverage effect. As well as satisfying the regulations on risk spreading, the equity baskets and equity indices must be sufficiently diversified.

Furthermore, to hedge currency risks and to gear its assets to one or more other currencies, the Subfund may enter into forward foreign exchange and other currency derivatives in accordance with section 3 of Chapter 5, “Investment Restrictions”.

The Subfund will invest more than 50% of the value of its total assets in Qualifying Equity Instruments.

The Subfund qualifies as a financial product under Art. 6 of SFDR.

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

The Subfund may invest into securities lending. Under normal circumstances, it is generally expected that the actual percentage of the assets held by the Subfund that may be subject to securities lending transactions at any time range between 0% and 30% of such Subfund's net assets. In exceptional circumstances, such percentage may be increased up to a maximum of 70% of the Subfund's net assets. The securities lending principal is a member of the UBS Group AG.

### Risk Information

Investors should carefully consider all of the risk factors set out in Chapter 6, “Risk Factors”, before investing in the Subfund.

Investments of the Subfund might include investments in Emerging Market Countries such as China. Emerging Market Countries are defined as countries which are at the time of investment not considered by the International Monetary Fund, World Bank, International Finance Corporation (IFC), a leading index provider or by any other source approved by the Board of Directors, to be developed, high-income industrialized countries. The probable returns on securities of issuers from Emerging Market Countries are generally higher than the returns on similar securities of equivalent issuers from developed, industrialized countries. However, the higher return should be viewed as compensation for the greater risk to which the investor is exposed. Further information on the risks of investments in Emerging Market Countries is set out in Chapter 6, “Risk Factors”.

Direct investments in India also involve specific risks. Accordingly, potential investors are referred in particular to the risks set out in Chapter 6, “Risk Factors” in relation to the FPI registration of the Subfund and the potential disclosure of information and personal data regarding the investors in the Subfund to the Indian local supervisory authorities and to the DDP.

Investments through the Shanghai-Hong Kong Stock Connect Scheme or other similar scheme(s) established under applicable laws and regulations from time to time (the “Stock Connect Scheme”) involve specific risks. Accordingly, potential investors are referred in particular to the risks set out in Chapter 6, “Risk Factors” under section “Risks associated with the Stock Connect Scheme”.

### Securities Lending Transactions' Risks

Securities lending transactions involve certain risks and there can be no assurance that the objective sought to be obtained from the use of such transactions will be achieved.

The principal risk when engaging in securities lending transactions is the risk of default by a counterparty who has become insolvent or is otherwise unable or refuses to honour its obligations to return securities or cash to the Subfund as required by the terms of the transaction. Counterparty risk is generally mitigated by the transfer of collateral in favour of the Subfund. However, securities lending transactions may not be fully collateralised. Fees and returns due to the Subfund under securities lending transactions may not be collateralised. In addition, the value of collateral may decline between collateral rebalancing dates or may be incorrectly determined or monitored. In such a case, if a counterparty defaults, the Subfund may need to sell non-cash collateral received at prevailing market prices, thereby resulting in a loss to the respective Subfund.

Securities lending transactions also entail liquidity risks due, inter alia, to locking cash or securities positions in transactions of excessive size or duration relative to the liquidity profile of the Subfund or delays in recovering cash or securities paid to the counterparty. These circumstances may delay or restrict the ability of the Subfund to meet redemption requests. Securities lending transactions also entail operational risks such as the non-settlement or delay in settlement of instructions, failure or delays in satisfying delivery obligations under sales of securities and legal risks related to the documentation used in respect of such transactions.

The Company may enter into securities lending transactions with other companies in the UBS group. Affiliated counterparties, if any, will perform their obligations under any securities lending transactions concluded with the Company in a commercially reasonable manner. In addition, the Company will select counterparties and enter into transactions in accordance with best execution and at all times in the best interests of the respective Subfund and its Shareholders.

Counterparties in securities lending transactions may be engaged in activities that might result in conflicts of interests with adverse effect on the performance of the Subfund.

#### **Specific Sustainability Risks**

The Subfund could be exposed to some Sustainability Risks, which may differ depending on the investment instruments. In particular, some companies, markets and sectors may have greater exposure to Sustainability Risks than others. The Subfund is significantly exposed to regions, which might have relatively low governmental or regulatory oversight or low transparency or disclosure of sustainability factors.

#### **Global Exposure**

The global exposure of the Subfund will be calculated on the basis of the commitment approach.

#### **Profile of a Typical Investor**

The Subfund is suitable for investors with high risk tolerance and a long-term view who wish to invest in a broadly diversified portfolio of equity securities globally.

#### **Reference Currency**

The Reference Currency of the Subfund is the EUR.

#### **Classes**

Shares in the Subfund are currently issued in the following Classes:

- A (EUR);
- A (CHF);
- A (USD);
- B (EUR);
- B (CHF);
- B (CZK);
- B (USD);
- CA (EUR);
- CB (EUR);
- DA (EUR);
- DB (EUR);
- EA (EUR);
- EB (EUR);
- IA (EUR);
- IA (CHF);
- IA (USD);
- IA25 (EUR);
- IB (EUR);
- IB (CHF);
- IB (USD);
- IB25 (EUR);
- MA (EUR);
- MB (EUR);
- UA (EUR);
- UA (CHF);
- UA (USD);
- UB (EUR);
- UB (CHF); and
- UB (USD).

Shares of Class A (EUR), A (CHF), A (USD), CA (EUR), DA (EUR), EA (EUR), IA (EUR), IA (CHF), IA (USD), IA25 (EUR), MA (EUR), UA (EUR), UA (CHF), UA (USD) are distributing Shares available only as registered shares in uncertificated form. Distributions will be made on an annual basis. Shares of Class EA (EUR), EB (EUR), MA (EUR), MB (EUR) are reserved to institutional investors. Institutional investors are investors referred to in Art. 174, para. 2, lit. c) of the Law of 17 December 2010 and meeting the conditions resulting from the Luxembourg administrative practice.

Shares of Class CA (EUR) and CB (EUR) may be offered for distribution in Italy through certain distributors and/or financial intermediaries domiciled in Italy.

Shares of Class DA (EUR) and DB (EUR) may only be acquired by investors under an approved discretionary asset management agreement with SG Value Partners AG. Class DA (EUR) and DB (EUR) Shares may also be acquired by institutional investors under an approved agreement with SG Value Partners AG.

Shares of Class UA (EUR), UA (CHF), UA (USD), UB (EUR), UB (CHF), UB (USD) are exclusively reserved for investors who subscribe Shares of this Class via a financial intermediary domiciled in the United Kingdom or the Netherlands, or who have concluded a written agreement with a financial intermediary which explicitly provides for the acquisition of trailer fee-free classes. The Company can decide exceptions to these criteria on the basis of objective reasons and always in the best interest of shareholders, including the principle of fair treatment.

Entitlements to fractions of Shares will be rounded down to three decimal places.

### Initial Issue Price

The initial issue prices per Share of the different Classes is as follows:

- Class A (EUR): EUR 15;
- Class A (CHF): CHF 15;
- Class A (USD): USD 15;
- Class B (EUR): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - Credit Suisse (Lux) Global Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class B (CHF): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - Credit Suisse (Lux) Global Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class B (CZK): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - Credit Suisse (Lux) Global Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class B (USD): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - Credit Suisse (Lux) Global Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class CA (EUR): EUR 15;
- Class CB (EUR): EUR 15;
- Class DA (EUR): EUR 1'500;
- Class DB (EUR): EUR 1'500;
- Class EA (EUR): EUR 1'500;
- Class EB (EUR): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - Credit Suisse (Lux) Global Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class IB (EUR): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - Credit Suisse (Lux) Global Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class IB (CHF): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - Credit Suisse (Lux) Global Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class IB (USD): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - Credit Suisse (Lux) Global Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class IA (EUR): EUR 1'500;
- Class IA (CHF): CHF 1'500;
- Class IA (USD): USD 1'500;
- Class IA25 (EUR): EUR 1'500;
- Class IB25 (EUR): EUR 1'500;
- Class MA (EUR): EUR 1'500;
- Class MB (EUR): EUR 1'500;
- Class UA (EUR): EUR 15;
- Class UA (CHF): CHF 15;
- Class UA (USD): USD 15.;
- Class UB (EUR): EUR 15;
- Class UB (CHF): CHF 15 and
- Class UB (USD): USD 15.

After the initial issue, the issue price will be calculated as set out below under "Net Asset Value" and "Subscription of Shares".

### **Minimum Initial Subscription, Minimum Subsequent Subscription Amount and Minimum Holding**

Minimum initial subscription amount:

- Class IA (EUR): EUR 250'000;
- Class IA (CHF): CHF 250'000;
- Class IA (USD): USD 250'000;
- Class IA25 (EUR): EUR 25'000'000;
- Class IB (EUR): EUR 250'000;
- Class IB (CHF): CHF 250'000;
- Class IB (USD): USD 250'000;
- Class IB25 (EUR): EUR 25'000'000;
- Class MA (EUR): EUR 25'000'000; and
- Class MB (EUR): EUR 25'000'000.

No minimum initial subscription amounts are requested as regards the remaining Share Classes.

No minimum subsequent subscription amounts are requested as regards Shares of all Classes.

Minimum holding:

Shareholders must hold at least one Share of any Class of the Subfund.

### **Sales, Conversion and Redemption Charges**

For Shares of all Classes A (EUR, CHF, USD), B (EUR, CHF, CZK, USD) and UB (EUR, CHF, USD) the maximum sales charge amounts to up to 5%, for Shares of Classes EA (EUR), EB (EUR), IA (EUR, CHF, USD) and IB (EUR, CHF, USD) the maximum sales charges amount to up to 3%, for Shares of Classes IA25 (EUR), IB25 (EUR), MA (EUR) and MB (EUR) the maximum sales charge amounts to up to 0.5% of the subscribed amount.

Neither a conversion charge nor a redemption charge will be levied.

### **Net Asset Value**

As defined in Chapter 7, "Net Asset Value", the Net Asset Value of the Shares of the Subfund shall be calculated as of each Banking Day (each such day being referred to as a "Valuation Day").

The Net Asset Value will be increased by up to a maximum of 2% per Share in the event of a net surplus of subscription applications or reduced by up to a maximum of 2% per Share in the event of a net surplus of redemption applications in respect of the applications received on the respective Valuation Day.

Under exceptional circumstances the Company may, in the interest of Shareholders, decide to increase the maximum swing factor indicated above. In such case the Company would inform the investors in accordance with Chapter 13, "Information for Shareholders".

### **Subscription of Shares**

Notwithstanding the provisions of section (ii) of Chapter 4, "Investment in White Fleet II", applications for subscription of Shares must be submitted in written form to the UCI Administrator, by 3 p.m. (Central European Time) one Banking Day prior to the Valuation Day on any day on which banks are open for business in Luxembourg.

Subscription applications received after this cut-off point shall be deemed to have been received prior to 3 p.m. on the next following Banking Day.

Payment into the account of the Depository must be effected two Banking Days after the Valuation Date on which the issue price of the Shares was determined.

No Shares of the Subfund will be, directly or indirectly, advertised, offered, distributed or sold to persons resident in India and no subscription application for Shares in the Subfund will be accepted if the acquisition of these Shares is financed by funds derived from sources within India.

No application has been submitted or will be submitted, nor any registration has been or will be sought, by the Management Company to or from any of the People's Republic of China (PRC) governmental or regulatory authorities in connection with the advertising, offer, distribution or sale of the Shares of the Subfund in or from the PRC, and the Management Company does not intend to or will not, directly or indirectly, advertise, offer, distribute or sell the Shares of the Subfund within the PRC.

The Shares of the Subfund are not intended to be offered or sold within the PRC. A PRC investor may subscribe for Shares only if they are permitted to do so and/or are not restricted from doing so under all relevant PRC laws, rules, regulations, notices, directives, orders or other regulatory requirements in the PRC issued by any PRC governmental or regulatory authority that are applicable to them as investor, or that apply to the Company or to the Investment Manager, whether or not having the force of law and as may be issued and amended from time to time. Where applicable PRC investors are responsible for obtaining all necessary governmental approvals, verifications, licences or registrations (if any) from all relevant PRC regulatory and/or governmental authorities, including, but not limited to, the State Administration of Foreign Exchange, the China Securities Regulatory Commission and/or other relevant regulatory and/or governmental authorities as applicable, and complying with all relevant PRC regulations, including, but not limited to, any relevant foreign exchange regulations and/or overseas investment regulations. If an investor fails to comply with the above, the Company may take any action in good faith and acting on reasonable grounds in relation to such investor's Shares to comply with relevant regulatory requirements, including effecting compulsory redemption of Shares owned by the relevant investor, subject to the Articles of Incorporation, and applicable laws and regulations.

Persons into whose possession this Prospectus or any Shares may come must inform themselves about, and observe, any such restrictions.

### **Redemption of Shares**

Notwithstanding the provisions of section (ii) of Chapter 4, "Investment in White Fleet II", applications for redemption of Shares must be submitted in written form to the UCI Administrator, by 3 p.m. (Central European Time) one Banking Day prior to the Valuation Day on any day on which banks



are open for business in Luxembourg. Redemption applications received after this cut-off point shall be deemed to have been received prior to 3 p.m. on the next following Banking Day.

The payment of the redemption price of the Shares shall be made one Banking Day following calculation of this price.

### **Conversion of Shares**

Notwithstanding the provisions of section iv. of Chapter 4, "Investment in White Fleet II" and provided that the requirements for the Class into which the Shares are converted are complied with, applications for conversion of Shares must be submitted in written form to the UCI Administrator by 3 p.m. (Central European Time) one Banking Day prior to the Valuation Day on any day on which banks are open for business in Luxembourg. Conversion applications received after this cut-off point shall be deemed to have been received prior to 3 p.m. on the next following Banking Day. The general provisions and procedures set out under "Redemption of Shares" will apply equally to conversions.

If as a result of any request for conversion the number or the aggregate Net Asset Value of the Shares held by any Shareholder in any Class would fall below any applicable minimum holding requirement for the relevant Class, the Company may, without further notice to the Shareholder concerned, treat such request as a request for conversion of all Shares held by the Shareholder in that Class. Where Shares denominated in one currency are converted into Shares denominated in another currency, the foreign exchange and conversion fees incurred will be taken into consideration and deducted.

### **Management Fee, UCI Administration Fee, Registrar and Transfer Agency Fee, Domiciliary Agent Fee and Depositary Fee**

#### **1) Management Fee**

In accordance with lit. e) of section ii. ("Expenses") of chapter 8, "Expenses and Taxes", the management fee is composed of the management company fee, the investment management and the distribution fee:

a) The management company fee in favor of the Management Company amounts to up to 0.05% p.a. and is calculated monthly on the basis of the average Net Asset Value of the respective Class, for providing substance services, subject to a fix fee of EUR 18,000 p.a. (plus applicable taxes, if any) and a minimum fee of EUR 30,000 p.a. (plus applicable taxes, if any).

b) The investment management fee in favor of the Investment Manager amounts to:

- Class A (EUR): up to 1.92% p.a.;
- Class A (CHF): up to 1.92% p.a.;
- Class A (USD): up to 1.92% p.a.;
- Class B (EUR): up to 1.92% p.a.;
- Class B (CHF): up to 1.92% p.a.;
- Class B (CZK): up to 1.92% p.a.;
- Class B (USD): up to 1.92% p.a.;
- Class CA (EUR): up to 1.92% p.a.;
- Class CB (EUR): up to 1.92% p.a.;
- Class DA (EUR): there is no investment management fee charged;
- Class DB (EUR): there is no investment management fee charged;
- Class EA (EUR): up to 0.90% p.a.;
- Class EB (EUR): up to 0.90% p.a.;
- Class IA (EUR): up to 0.90% p.a.;
- Class IA (CHF): up to 0.90% p.a.;
- Class IA (USD): up to 0.90% p.a.;
- Class IA25 (EUR): up to 0.70% p.a.;
- Class IB (EUR): up to 0.90% p.a.;
- Class IB (CHF): up to 0.90% p.a.;
- Class IB (USD): up to 0.90% p.a.;
- Class IB25 (EUR): up to 0.70% p.a.;
- Class MA (EUR): up to 0.70% p.a.;
- Class MB (EUR): up to 0.70% p.a.;
- Class UA (EUR): up to 1.50% p.a.;
- Class UA (CHF): up to 1.50% p.a.;
- Class UA (USD): up to 1.50% p.a.;
- Class UB (EUR): up to 1.50% p.a.;
- Class UB (CHF): up to 1.50% p.a.; and
- Class UB (USD): up to 1.50% p.a..

(plus applicable taxes, if any). Such fee is calculated monthly on the basis of the average Net Asset Value of the respective Class.

c) The distribution fee in favor of any distributors appointed amounts to:

- Class CA (EUR): up to 0.70% p.a.; and
- Class CB (EUR): up to 0.70% p.a..

(plus applicable taxes, if any). Such fee is calculated monthly on the basis of the average Net Asset Value of the respective Class.

## 2) UCI Administration Fee, Registrar and Transfer Agent Fee, Domiciliary Agent Fee

The UCI Administrator is entitled to receive a fee for its UCI administration services of up to 0.05% calculated monthly on the basis of the average Net Asset Value of the respective Class, subject to a fix fee of EUR 10,500 p.a. (plus applicable taxes, if any) and a minimum fee in the amount of EUR 35'000 p.a. (plus any applicable taxes, if any).

In addition to the UCI administration fee, the UCI Administrator is entitled to an annual registrar and transfer agency fee to be paid out of the assets of the Subfund for its services as registrar and transfer agent of up to 7,500 EUR p.a. per Class, plus a variable amount of 0.015% p.a. calculated monthly on the basis of the average Net Asset Value of the respective Class and a minimum fee of EUR 10,000 p.a. (plus applicable taxes, if any) for transactions and account maintenance depending on the actual number of transactions and accounts.

## 3) Depositary Fee

The Depositary is entitled to receive for its depositary services a depositary fee which is calculated monthly on the basis of the average Net Asset Value of the respective Class and amounts to up to 0.04% p.a., subject to a fix fee of EUR 12,500 p.a. (plus applicable taxes, if any) and a minimum fee in the amount of EUR 24,000 p.a. (plus any applicable taxes, if any).

The actual fees charged will be disclosed in the respective annual or semi-annual report.

## Performance Fee

The Management Company is not entitled to a performance-related fee in favour of the Investment Manager.

## ESG disclosure

This Subfund does not follow a dedicated ESG investment strategy and sustainability is neither the objective, nor a mandatory part of the investment process of the Subfund. In particular, the underlying investments of the Subfund do not take into account the EU criteria for environmentally sustainable economic activities.

## Investment Manager

To assist it with the management of its duties, the Management Company has appointed SG Value Partners AG, approved and supervised by the Swiss Financial Market Supervisory Authority (FINMA) and having its registered office at Rämistrasse 50, CH-8001 Zürich, as Investment Manager.

## Distributor

SG Value Partners AG, Rämistrasse 50, CH-8001 Zürich, Switzerland.

## Paying Agent

UBS Europe SE, Luxembourg Branch  
33A, avenue J.F. Kennedy, L-1855 Luxembourg

## WHITE FLEET II – SGVP JAPAN VALUE EQUITY FUND

### Investment Objective

The objective of White Fleet II – SGVP Japan Value Equity Fund (the “Subfund”) is to achieve the highest possible return in Japanese yen (Reference Currency), while taking due account of the principle of risk diversification, the security of the capital invested, and the liquidity of the assets.

This Subfund is actively managed without reference to any benchmark.

### Investment Policy

At least two-thirds of the Subfund's assets are invested in equities and equity-type securities (American depository receipts [ADRs], global depository receipts [GDRs], profit-sharing certificates, dividend rights certificates, participation certificates, etc.) of companies which are domiciled in or carry out the bulk of their business activities in Japan and are considered to be value stocks. The value stocks are determined by the investment manager on the basis of fundamental criteria such as price/book ratio, price/earnings ratio, dividend yield and operating cash flow.

For hedging purposes and in the interest of the efficient management of the portfolio, the aforementioned investments may also be effected by way of derivatives, provided the limits set out in Chapter 5, “Investment Restrictions” are observed. These derivatives include futures and options on equities, equity-like securities and equity indices of companies which are domiciled in or conduct the bulk of their business activities in Japan.

In addition, the Subfund may – subject to the investment principles set out above – invest up to 30% of its net assets in structured products (certificates, notes) on equities, equity-type securities, equity baskets and equity indices that are sufficiently liquid and are issued by first-class banks (or issuers offering investor protection comparable to that of first-class banks). These structured products must qualify as securities pursuant to Art. 41 of the Law of December 17, 2010. Moreover, these structured products must be valued regularly and transparently on the basis of independent sources. Structured products must not entail any leverage effect. As well as satisfying the regulations on risk spreading, the equity baskets and equity indices must be sufficiently diversified.

The Subfund may also hold ancillary liquid assets up to 20 % of the Subfund's assets in the conditions set out in Chapter 3, “Investment Policy”.

Furthermore, to hedge currency risks the Subfund may enter into forward foreign exchange and other currency derivatives in accordance with Chapter 5, “Investment Restrictions”. The Subfund may invest up to one third of its net assets in equities and equity-type securities of companies not fulfilling the above requirements, fixed income securities, which may include, but not limited to, bonds (with the minimum rating for BBB-, as per Standard & Poor's rating system), notes, and similar fixed and variable interest rate securities, discounted securities issued by public, private and semi-private issuers worldwide, in other liquid assets such as (i) time deposits and (ii) money market instruments in the conditions set out in Chapter 3, “Investment Policy”.

The Subfund will invest more than 50% of the value of its total assets in Qualifying Equity Instruments.

The Subfund qualifies as a financial product under Art. 6 of SFDR.

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

The Subfund may enter into securities lending transactions. Under normal circumstances, it is generally expected that the actual percentage of the assets held by the Subfund that may be subject to securities lending transactions at any time range between 0% and 30% of such Subfund's net assets. In exceptional circumstances, such percentage may be increased up to a maximum of 70% of the Subfund's net assets. The securities lending principal is a member of the UBS Group AG.

### Risk Information

Investments in this Subfund should only be made on a long-term basis. The investments of this Subfund are exposed to the following risks (among others): Counterparty risk for individual transactions, market volatility, or insufficient liquidity may impair the Subfund's investments. It must also be borne in mind that companies are selected regardless of their market capitalization (micro, small, mid, large caps) or sector. This may lead to a concentration in terms of market segments or sectors.

Further information on the risk of investments in equities is set out in Chapter 6, “Risk Factors”.

Potential investors are also referred to the risks set out in Chapter 6, “Risk Factors” under section “Sustainability Risks”.

### Securities Lending Transactions' Risks

Securities lending transactions involve certain risks and there can be no assurance that the objective sought to be obtained from the use of such transactions will be achieved.

The principal risk when engaging in securities lending transactions is the risk of default by a counterparty who has become insolvent or is otherwise unable or refuses to honour its obligations to return securities or cash to the Subfund as required by the terms of the transaction. Counterparty risk is generally mitigated by the transfer of collateral in favour of the Subfund. However, securities lending transactions may not be fully collateralised. Fees and returns due to the Subfund under securities lending transactions may not be collateralised. In addition, the value of collateral may decline between collateral rebalancing dates or may be incorrectly determined or monitored. In such a case, if a counterparty defaults, the Subfund may need to sell non-cash collateral received at prevailing market prices, thereby resulting in a loss to the respective Subfund.

Securities lending transactions also entail liquidity risks due, inter alia, to locking cash or securities positions in transactions of excessive size or duration relative to the liquidity profile of the Subfund or delays in recovering cash or securities paid to the counterparty. These circumstances may delay or restrict the ability of the Subfund to meet redemption requests. Securities lending transactions also entail operational risks such as the non-settlement or delay in settlement of instructions, failure or delays in satisfying delivery obligations under sales of securities and legal risks related to the documentation used in respect of such transactions.

The Company may enter into securities lending transactions with other companies in the UBS group. Affiliated counterparties, if any, will perform their obligations under any securities lending transactions concluded with the Company in a commercially reasonable manner. In addition, the Company will select counterparties and enter into transactions in accordance with best execution and at all times in the best interests of the respective Subfund and its Shareholders.

Counterparties in securities lending transactions may be engaged in activities that might result in conflicts of interests with adverse effect on the performance of the Subfund. In such circumstances, the counterparties will undertake to use their reasonable endeavours to resolve any such conflicts of interest fairly (having regard to their respective obligations and duties) and to ensure that the interests of the Subfund and its Shareholders are not unfairly prejudiced.

### Specific Sustainability Risks

The Subfund could be exposed to some Sustainability Risks, which may differ depending on the investment instruments. In particular, some companies, markets and sectors may have greater exposure to Sustainability Risks than others.

### Global Exposure

The global exposure of the Subfund is calculated on the basis of the commitment approach.

### Profile of a Typical Investor

The Subfund is suitable for investors with high risk tolerance and a long-term view who wish to invest in a broadly diversified portfolio of Japanese equity securities.

### Reference Currency

The Reference Currency of the Subfund is the Japanese yen (JPY).

### Classes

Shares in the Subfund are currently issued in the following Classes:

- A (JPY);
- A (EUR);
- A (CHF);
- B (JPY);
- B (EUR);
- B (CHF);
- CA (JPY);
- CB (JPY);
- DA (JPY);
- DB (JPY);
- EA (JPY);
- EB (JPY);
- IA (JPY);
- IA (CHF);
- IA (EUR);
- IA (USD);
- IA25 (JPY);
- IB (JPY);
- IB (CHF);
- IB (EUR);
- IB (USD);
- IB25 (JPY);
- MA (JPY);
- MB (JPY);
- UA (JPY);
- UA (EUR);
- UA (CHF);
- UB (JPY);
- UB (EUR); and
- UB (CHF).

Shares of Class A (JPY), A (EUR), A (CHF), CA (JPY), DA (JPY), EA (JPY), IA (JPY), IA (CHF), IA (EUR), IA (USD), IA25 (JPY), MA (JPY), UA (JPY), UA (EUR) and UA (CHF) are distributing Shares available only as registered shares in uncertificated form. Distributions will be made on annual basis.

Shares of Class EA (JPY), EB (JPY), MA (JPY), MB (JPY) are reserved to institutional investors. Institutional investors are investors referred to in Art. 174, para. 2, lit. c) of the Law of 17 December 2010 and meeting the conditions resulting from the Luxembourg administrative practice.

Shares of Class CA (JPY) and CB (JPY) may be offered for distribution in Italy through certain distributors and/or financial intermediaries domiciled in Italy.

Shares of Class DA (JPY) and DB (JPY) may only be acquired by investors under an approved discretionary asset management agreement with SG Value Partners AG. Class DA (JPY) and DB (JPY) Shares may also be acquired by institutional investors under an approved agreement with SG Value Partners AG.

Shares of Class UA (JPY), UA (EUR), UA (CHF), UB (JPY), UB (EUR), UB (CHF) are exclusively reserved for investors who subscribe Shares of this Class via a financial intermediary domiciled in the United Kingdom or the Netherlands, or who have concluded a written agreement with a financial intermediary which explicitly provides for the acquisition of trailer fee-free classes. The Company can decide exceptions to these criteria on the basis of objective reasons and always in the best interest of shareholders, including the principle of fair treatment.

Entitlements to fractions of Shares will be rounded down to three decimal places.

### Initial Issue Price

The initial issue prices per Share of Shares of the different Classes is as follows:

- Class A (JPY): JPY 1'500;
- Class A (EUR): EUR 15;
- Class A (CHF): CHF 15;
- Class B (JPY): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - CS (Lux) Japan Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class B (EUR): EUR 15;
- Class B (CHF): CHF 15;
- Class CA (JPY): JPY 1'500;
- Class CB (JPY): JPY 1'500;
- Class DA (JPY): JPY 15'000;
- Class DB (JPY): JPY 15'000;
- Class EA (JPY): JPY 15'000;
- Class EB (JPY): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - CS (Lux) Japan Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class IA (JPY): JPY 1'500;
- Class IA (CHF): CHF 15;
- Class IA (EUR): EUR 15;
- Class IA (USD): USD 15;
- Class IA25 (JPY): JPY 1'500;
- Class IB (JPY): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - CS (Lux) Japan Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class IB (CHF): CHF 15;
- Class IB (EUR): EUR 15;
- Class IB (USD): USD 15;
- Class IB25 (JPY): JPY 1'500;
- Class MA (JPY): JPY 15'000;
- Class MB (JPY): JPY 15'000;
- Class UA (JPY): JPY 1'500;
- Class UA (EUR): EUR 15;
- Class UA (CHF): CHF 15;
- Class UB (JPY): The initial issue price of this Share Class corresponds to the last NAV of share class of the sub-fund CS Investment Funds 2 - CS (Lux) Japan Value Equity Fund on a date to be decided separately by the Board of Directors.
- Class UB (EUR): EUR 15;
- Class UB (CHF): CHF 15;

After the initial issue, the issue price will be calculated as set out below under "Net Asset Value" and "Subscription of Shares".

### Minimum Initial Subscription, Minimum Subsequent Subscription Amount and Minimum Holding

Minimum initial subscription amount:

- Class IA (JPY): JPY 25'000'000;
- Class IA (CHF): CHF 250'000;

- Class IA (EUR): EUR 250'000;
- Class IA (USD): USD 250'000;
- Class IA25 (JPY): JPY 2'500'000'000;
- Class IB (JPY): JPY 25'000'000;
- Class IB (CHF): CHF 250'000;
- Class IB (EUR): EUR 250'000;
- Class IB (USD): USD 250'000;
- Class IB25 (JPY): JPY 2'500'000'000;
- Class MA (JPY): JPY 2'500'000'000; and
- Class MB (JPY): JPY 2'500'000'000.

No minimum initial subscription amounts are requested as regards the remaining Share Classes.

No minimum subsequent subscription amounts are requested as regards Shares of all Classes.

Minimum holding:

Shareholders must hold at least one Share of any Class of the Subfund.

### **Sales, Conversion and Redemption Charges**

For Shares of Classes A (JPY, EUR, CHF) B (JPY, EUR, CHF), UA (JPY, EUR, CHF) and UB (JPY, EUR, CHF) the maximum sales charge amounts to up to 5%, for Shares of Classes EA (JPY), EB (JPY), IA (JPY) and IB (JPY) the maximum sales charges amount to up to 3%, for Shares of Classes IA25 (JPY), IB25 (JPY), MA (JPY) and MB (JPY) the maximum sales charge amounts to up to 1% of the subscribed amount.

### **Net Asset Value**

As defined in Chapter 7, "Net Asset Value", the Net Asset Value of the Shares of the Subfund shall be calculated as of each Banking Day (each such day being referred to as a "Valuation Day").

The Net Asset Value calculated in accordance with Chapter 7, "Net Asset Value" will be increased by up to a maximum of 2% per Share in the event of a net surplus of subscription applications or reduced by up to a maximum of 2% per Share in the event of a net surplus of redemption applications in respect of the applications received on the respective Valuation Day.

Under exceptional circumstances the Company may, in the interest of Shareholders, decide to increase the maximum swing factor indicated above. In such case the Company would inform the investors in accordance with Chapter 13, "Information for Shareholders".

### **Subscription of Shares**

Notwithstanding the provisions of section (ii) of Chapter 4, "Investment in White Fleet II", subscription applications must be submitted in written form to the UCI Administrator, by 3 p.m. (Central European Time) one Banking Day prior to the Valuation Day on any day on which banks are open for business in Luxembourg.

Subscription applications received after this cut-off point shall be deemed to have been received prior to 3 p.m. on the next following Banking Day.

Payment of the issue price must be effected two Banking Days after the Valuation Day on which the issue price of the Shares was determined.

### **Redemption of Shares**

Notwithstanding the provisions of section (ii) of Chapter 4, "Investment in White Fleet II", redemption applications must be submitted in written form to the UCI Administrator, by 3 p.m. (Central European Time) one Banking Day prior to the Valuation Day on any day on which banks are open for business in Luxembourg.

Redemption applications received after this cut-off point shall be deemed to have been received prior to 3 p.m. on the next following Banking Day.

Payment of the redemption price of the Shares shall be made two Banking Days following calculation of this price.

### **Conversion of Shares**

Notwithstanding the provisions of section iv. of Chapter 4, "Investment in White Fleet II" and provided that the requirements for the Class into which the Shares are converted are complied with, conversion applications must be submitted in written form to the UCI Administrator or a Distributor, by 3 p.m. (Central European Time) one Banking Day prior to the Valuation Day on any day on which banks are open for business in Luxembourg. Conversion applications received after this cut-off point shall be deemed to have been received prior to 3 p.m. on the next following Banking Day. The general provisions and procedures set out under "Redemption of Shares" will apply equally to conversions.

If as a result of any request for conversion the number or the aggregate Net Asset Value of the Shares held by any Shareholder in any Class would fall below any applicable minimum holding requirement for the relevant Class, the Company may, without further notice to the Shareholder concerned, treat such request as a request for conversion of all Shares held by the Shareholder in that Class.

### **Management Fee, UCI Administration Fee, Registrar and Transfer Agency Fee, Domiciliary Agent Fee and Depositary Fee**

#### **1) Management Fee**

In accordance with lit. e) of section ii. ("Expenses") of chapter 8, "Expenses and Taxes", the management fee is composed of the management company fee, the investment management and the distribution fee:

a) The management company fee in favor of the Management Company amounts to up to 0.05% p.a. and is calculated monthly on the basis of the average Net Asset Value of the respective Class, for providing substance services, subject to a fix fee of EUR 18,000 p.a. (plus applicable taxes, if any) and a minimum fee of EUR 30,000 p.a. (plus applicable taxes, if any).

b) The investment management fee in favor of the Investment Manager amounts to:

- Class A (JPY): up to 1.92%;
- Class A (EUR): up to 1.92%;
- Class A (CHF): up to 1.92%;
- Class B (JPY): up to 1.92%;
- Class B (EUR): up to 1.92%;
- Class B (CHF): up to 1.92%;
- Class CA (JPY): up to 1.92%;
- Class CB (JPY): up to 1.92%;
- Class DA (JPY): there is no investment management fee charged;
- Class DB (JPY): there is no investment management fee charged;
- Class EA (JPY): up to 0.90%;
- Class EB (JPY): up to 0.90%;
- Class IA (JPY): up to 0.90%;
- Class IA (CHF): up to 0.90%;
- Class IA (EUR): up to 0.90%;
- Class IA (USD): up to 0.90%;
- Class IA25 (JPY): up to 0.70%;
- Class IB (JPY): up to 0.90%;
- Class IB (CHF): up to 0.90%;
- Class IB (EUR): up to 0.90%;
- Class IB (USD): up to 0.90%;
- Class IB25 (JPY): up to 0.70%;
- Class MA (JPY): up to 0.70%;
- Class MB (JPY): up to 0.70%;
- Class UA (JPY): up to 1.50%;
- Class UA (EUR): up to 1.50%;
- Class UA (CHF): up to 1.50%;
- Class UB (JPY): up to 1.50%;
- Class UB (EUR): up to 1.50%; and
- Class UB (CHF): up to 1.50%.

(plus applicable taxes, if any). Such fee is calculated monthly on the basis of the average Net Asset Value of the respective Class.

c) The distribution fee in favor of any distributors appointed amounts to:

- Class CA (JPY): up to 0.70% p.a.; and
- Class CB (JPY): up to 0.70% p.a..

(plus applicable taxes, if any). Such fee is calculated monthly on the basis of the average Net Asset Value of the respective Class.

## 2) UCI Administration Fee, Registrar and Transfer Agent Fee, Domiciliary Agent Fee

The UCI Administrator is entitled to receive a fee for its UCI administration services of up to 0.05% calculated monthly on the basis of the average Net Asset Value of the respective Class, subject to a fix fee of EUR 10,500 p.a. (plus applicable taxes, if any) and a minimum fee in the amount of EUR 35'000 p.a. (plus any applicable taxes, if any).

In addition to the UCI administration fee, the UCI Administrator is entitled to an annual registrar and transfer agency fee to be paid out of the assets of the Subfund for its services as registrar and transfer agent of up to 7,500 EUR p.a. per Class, plus a variable amount of 0.015% p.a. calculated monthly on the basis of the average Net Asset Value of the respective Class and a minimum fee of EUR 10,000 p.a. (plus applicable taxes, if any) for transactions and account maintenance depending on the actual number of transactions and accounts.

## 3) Depositary Fee

The Depositary is entitled to receive for its depositary services a depositary fee which is calculated monthly on the basis of the average Net Asset Value of the respective Class and amounts to up to 0.04% p.a., subject to a fix fee of EUR 12,500 p.a. (plus applicable taxes, if any) and a minimum fee in the amount of EUR 24,000 p.a. (plus any applicable taxes, if any).

The actual fees charged will be disclosed in the respective annual or semi-annual report.

## Performance Fee

The Management Company is not entitled to a performance-related fee in favour of the Investment Manager.

## ESG disclosure

This Subfund does not follow a dedicated ESG investment strategy and sustainability is neither the objective, nor a mandatory part of the investment process of the Subfund. In particular, the underlying investments of the Subfund do not take into account the EU criteria for environmentally sustainable economic activities.

**Investment Manager**

To assist it with the management of its duties, the Management Company has appointed SG Value Partners AG, approved and supervised by the Swiss Financial Market Supervisory Authority (FINMA) and having its registered office at Rämistrasse 50, CH-8001 Zürich, as Investment Manager.

**Distributor**

SG Value Partners AG, Rämistrasse 50, CH-8001 Zürich, Switzerland.

**Paying Agent**

UBS Europe SE, Luxembourg Branch  
33A, avenue J.F. Kennedy, L-1855 Luxembourg