

# PROSPECTUS

of

## CB Fund

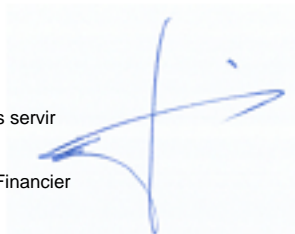
a Luxembourg mutual investment fund

Subscriptions can only be accepted on the basis of the full prospectus (hereafter the “**Prospectus**”) and of the key investor information document (hereafter the “**KIID**”) accompanied by the latest annual report (if any), as well as by the latest semi-annual report, if published after the latest annual report. These reports form part of the Prospectus.

No information other than that contained in the Prospectus, in the periodic financial reports or in any other document mentioned in the Prospectus and which may be consulted by the public may be given in connection with this offer.

The investment in the Fund is only appropriate for investors willing to accept the risks thereof. The specific risks related to the investment in each Sub-fund of the Fund are described in Part B of this Prospectus.

**July 2017**



# CB FUND

Prospectus April 2017 issued with a view to permanent public issuing of registered units of joint ownership

<b>The Management Company is:</b>	<b>SEB Fund Services S.A.</b> 4, rue Peternelchen L-2370 Howald
<b>The Board of Directors of the Management Company is:</b>	<b>Göran Fors (Chairman)</b> Head of Sales and Market Development Asset Servicing Skandinaviska Enskilda Banken AB (publ) Sweden  <b>Marie Juhlin (Member)</b> Managing Director SEB Fund Services S.A. Luxembourg  <b>Jonas Lindgren (Member)</b> Client Executive, Hedge Fund Coverage Skandinaviska Enskilda Banken AB (publ) Sweden  <b>Claes-Johan Geijer (Member)</b> Independent Director and Advisor Luxembourg
<b>The Conducting Officers of the Management Company are:</b>	<b>Marie Juhlin</b> <b>Jan Hedman</b> <b>Shaneera Boolell Gunesh (épouse Rasqué)</b>
<b>The independent authorised auditor of the Fund and the Management Company is:</b>	<b>PricewaterhouseCoopers, société coopérative</b> 2, rue Gerhard Mercator L-2182 Luxembourg
<b>The Central Administration (hereafter the “Administrative Agent”) is:</b>	<b>SEB Fund Services S.A.</b> 4, rue Peternelchen L-2370 Howald
<b>The Sub-Administrative Agent, including Transfer and Registrar Agent (hereinafter the “Sub-Administrative Agent”) is:</b>	<b>European Fund Administration S.A.</b> 2, rue d’Alsace L-1122 Luxembourg
<b>The Depositary and Paying Agent is:</b>	<b>Skandinaviska Enskilda Banken S.A.</b> 4, rue Peternelchen L-2370 Howald
<b>The Paying Agent in Sweden is:</b>	<b>Skandinaviska Enskilda Banken AB (publ)</b> Kungsträdgårdsgatan 8 SE-106 40 Stockholm Sweden
<b>The Investment Manager is:</b>	<b>CB Asset Management AB</b> Strandvägen 5B SE-114 51 Stockholm Sweden

**Global Distributor is:**

**SEB Fund Services S.A.  
4, rue Peternelchen  
L-2370 Howald**

No one may refer to information other than that appearing in this Prospectus or in the KIID and in the documents referred to therein.

The units of CB FUND are not registered under the United States Securities Act of 1933 (the "1933 Act") or the Investment Company Act of 1940 (the "1940 Act") or any other applicable legislation in the United States. Accordingly, units of CB FUND may not be offered, sold, resold, transferred or delivered directly or indirectly, in the United States, its territories or possessions or any area subject to its jurisdiction (collectively the "United States" or the "US") or to, or for the account of, or benefit of, any "US Person" as defined in the 1933 Act or any applicable United States regulation except to certain qualified purchasers under exemptions from registration requirements of the 1940 Act.

Applicants for the purchase of units of CB FUND will be required to certify that they are not US Persons. Holders of units are required to notify CB FUND of any change in their non-US Person status. Prospective investors are advised to consult their legal counsel prior to investing in units of CB FUND in order to ascertain their status as non-US Persons.

The Management Company may refuse to issue units to US Persons or to register any transfer of units to any US Person. Moreover the Management Company may at any time forcibly repurchase the units held by a US Person.

The Management Company draws the investors' attention to the fact that any investor will only be able to fully exercise their investor rights directly against the Fund, if the investor is registered itself and in their own name in the unitholders' register of the Fund. In cases where an investor invests in the Fund through an intermediary, investing into the Fund in its own name but on behalf of the investor, it may not always be possible for the investor to exercise certain unitholder rights directly against the Fund. Investors are advised to take advice on their rights.

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# P r o s p e c t u s

## PART A – GENERAL INFORMATION RELATING TO THE FUND

### FORMATION - LEGAL STATUS

**CB Fund** (hereafter the “**Fund**”), is an umbrella mutual investment fund governed by Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as may be amended from time to time (hereafter the “**Law**”). The Fund was set up in accordance with General Management Regulations signed in Luxembourg on 11 April 2005 and Special Regulations signed in Luxembourg on 30 April 2008 and which entered into force on 5 May 2008. A notice of the deposit of the initial General Management Regulations was published on 15 April 2005 in the *Mémorial, Recueil des Sociétés et Associations* (the “*Mémorial C*”), and a notice of deposit of the Special Regulations was published on 23 May 2008 in the *Mémorial C*.

The General and Special Management Regulations have been consolidated and restated into one document with the effective date 1 July 2017 (hereafter the “**Management Regulations**”). A notice of deposit of the Management Regulations has been published in the *Recueil Electronique des Sociétés et Associations* (the “**RESA**”), the official gazette of the Grand Duchy of Luxembourg on 1 July 2017. Please note that the *Mémorial C* was replaced by RESA as from 1 June 2016.

CB Fund’s assets are the undivided joint property of the unitholders and are separate from the assets of the Management Company, SEB Fund Services S.A. (the “**Management Company**”).

The main objective of the Fund is to provide active and professional management, to diversify investment risks and satisfy investors seeking longer-term capital growth. As in the case of any investment, the Management Company cannot guarantee future performance and there can be no certainty that the investment objectives of the Fund will be achieved.

The Fund’s units are only suitable for investors willing to accept the risks laid down hereafter. Prospective investors should carefully consider their portfolio objectives, their need for liquidity and their need to minimise the risk of losses in evaluating an investment in the Fund.

No investor should invest in the Fund more than such investor can afford to lose. The Fund does not purport to constitute a complete investment program, but rather only to serve as a diversification alternative intended to complement an investor’s holdings.

The Management Company offers investors under one single mutual investment fund the possibility to subscribe to one or several Sub-Funds (individually a “**Sub-Fund**” and collectively the “**Sub-Funds**”) on the basis of the information contained in this Prospectus and in the documents referred to herein.

Units of the Fund may be issued in one or several separate Sub-Funds of the Fund. The entirety of the Sub-Funds forms the Fund. A separate portfolio of assets is maintained for each Sub-Fund and is invested in accordance with the investment objective and policy applicable to the relevant Sub-Fund. As a result, the Fund is an “umbrella fund” enabling investors to choose between one or more investment objectives by investing in one or more Sub-Funds. Investors may choose which one or more Sub-Fund(s) may be most appropriate for their specific risk and return expectations as well as their diversification needs. The Management Company is empowered to establish new Sub-Funds and liquidate existing ones at any time upon notice to the unitholders and by updating this Prospectus.

The rights of the unitholders and of creditors concerning a Sub-Fund or which have arisen in connection with the creation, operation or liquidation of a Sub-Fund are limited to the assets of that Sub-Fund. The assets of a Sub-Fund are exclusively available to satisfy the rights of the unitholders in relation to that Sub-Fund and the rights of creditors whose claims have arisen in

connection with the creation, the operation or the liquidation of that Sub-Fund. For the purpose of the relations as between the unitholders, each Sub-Fund will be deemed to be a separate entity.

The Management Company may furthermore decide to issue, within each Sub-Fund, several classes of units (individually a “**Class**” and collectively the “**Classes**”) so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific distribution fee structure, and/or (v) a specific currency and/or (vi) specific types of investors admitted to subscribe the units of the relevant class and/or (vii) any other specific features applicable to one class as determined from time to time by the Management Company. If different Classes are issued within a Sub-Fund, the details of each Class are described in Part B of this Prospectus.

The Sub-Funds and their Classes, if any, are designated by the Management Company and their specific terms and conditions, if deviating from the general rules defined in Part A of this Prospectus, are regulated by the specific rules set out in Part B of this Prospectus for the relevant Sub-Fund.

At the date hereof, the following Sub-Fund is offered to investors:

- CB Fund – Save Earth Fund®

The Sub-Funds are managed as separate assets by the Management Company in the interest and for the account of the unitholders. The Management Company may delegate discretionary management to one or several Investment Managers with discretion to further delegate investment management to Sub-Investment Manager(s) approved by the Management Company. In case where such a delegation is effectively made, this Prospectus will be updated.

The Sub-Funds’ net asset value is calculated each Valuation Day, as defined for each Sub-Fund under Part B of this Prospectus.

The consolidated currency of the Fund is the Euro (EUR).

The currency of account of the Sub-Funds indicates solely the currency in which the Net Asset Value of the respective Sub-Fund is calculated and not the investment currency of the Sub-Fund concerned. Investments are made in those currencies which best benefit the performance of the Sub-Funds.

As an investment in the Fund is subject to market risks, realisation of the main objective cannot be guaranteed.

There is no restriction on the amount of the Fund's assets or on the number of its units.

The expenses in connection with the formation of the Fund of around EUR 25.000 have been borne by the Fund and amortized over a period not exceeding the first five accounting years.

## **MANAGEMENT - ORGANISATION**

**CB Fund** is managed on behalf of the unitholders by SEB Fund Services S.A.

SEB Fund Services S.A. was incorporated for an unlimited period on 2 August 1993 in the form of a *société anonyme* in Luxembourg under the name of “SEB Lux Advisory Company SA”. It has been transformed into a management company and changed the name with effect on 22 October 2004. The Management Company is governed by Chapter 15 of the Law.



It has its registered office in Luxembourg at 4, rue Peternelchen, L-2370 Howald. The articles of incorporation of the Management Company were published in the *Mémorial C*, as of 16 November 2004. The last amendment of the articles was published on 28 August 2014.

The exclusive objective of the Management Company is the creation, the administration, the management and the distribution of undertakings for collective investment, alternative investment funds (“**AIF**”), specialised investment funds (“**SIF**”), venture capital investment companies (“**SICAR**”) and pension funds.

Its capital is EUR 7,200,000.00, fully paid up, represented by 1,200 registered shares.

The Board of Directors of the Management Company has the broadest powers to act in the company's name and to carry out all acts of administration and management relating to the company's objective, without prejudice to the limitations imposed by law, the articles of incorporation of the Management Company and the Management Regulations.

The accounts of the Management Company are audited by an independent authorised auditor. This task has been entrusted to PricewaterhouseCoopers, *société coopérative*, 2, rue Gerhard Mercator, L-2182 Luxembourg.

The Board of Directors of the Management Company may be assisted by an investment committee, an investment advisor or an investment manager.

The Management Company currently also acts as management company for other investment funds. The names of these investment funds are available upon request at the Management Company's registered office.

The Board of Directors of the Management Company has the broadest powers to act in the Fund's name and to carry out all acts of administration and management relating to the Fund's objective, without prejudice to the limitations imposed by law, the articles of incorporation of the Management Company and the Management Regulations.

Additionally, the Management Company may, under its own responsibility, control and coordination, transfer some or all of its tasks to third parties for the purpose of efficient management.

The Management Company acts also as Central Administration, responsible for the administrative, registrar and transfer agent function (hereinafter the “**Administrative Agent**”).

The Management Company may, under its own responsibility, control and coordination, transfer some or all of its tasks to third parties for the purpose of efficient management.

The Management Company has delegated, at its own expense, the duties relating to the administration of the Fund as well as the transfer and registrar agent function to European Fund Administration S.A. (the “**Sub-Administrative Agent**”). The Sub-Administrative Agent will carry out all administrative duties related to the administration of the Fund, including the calculation of the Net Asset Value of the units and the provision of accounting services to the Fund. Furthermore, it will process all subscriptions, redemptions and transfers of units and will register these transactions in the register of the Fund.

<b>THE DEPOSITARY</b>
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Pursuant to a depositary and paying agent services agreement (the “**Depositary Agreement**”), Skandinaviska Enskilda Banken S.A. has been appointed as depositary of the Fund (the “**Depositary**”). The Depositary will also provide paying agent services to the Fund.

Skandinaviska Enskilda Banken S.A. is a public limited company (société anonyme) under the laws of Luxembourg incorporated for an unlimited duration. Its registered and administrative offices are at 4, rue Peternelchen, L-2370 Howald, Luxembourg. It is licensed to engage in all banking operations under Luxembourg law.

The Depositary has been appointed for the safe-keeping of the assets of the Fund which comprises the custody of financial instruments, the record keeping and verification of ownership of other assets of the Fund as well as the effective and proper monitoring of the Fund's cash flows in accordance with the provisions of the Law, as amended from time to time, and the Depositary Agreement.

In addition, the Depositary shall also ensure that (i) the sale, issue, repurchase, redemption and cancellation of units are carried out in accordance with Luxembourg law and the Management Regulations; (ii) the value of the units is calculated in accordance with Luxembourg law and the Management Regulations; (iii) the instructions of the Management Company or the Fund are carried out, unless they conflict with applicable Luxembourg law and/or the Management Regulations; (iv) in transactions involving the Fund's assets any consideration is remitted to the Fund within the usual time limits; and (v) the Fund's incomes are applied in accordance with Luxembourg law and the Management Regulations.

In carrying out its functions the Depositary acts honestly, fairly, professionally and independently and solely in the interest of the investors. The Depositary is on an ongoing basis analyzing, based on applicable laws and regulations as well as its conflict of interest policy potential conflicts of interests that may arise while carrying out its functions. It has to be taken into account that the Management Company and the Depositary are members of the same SEB group. Thus, both have put in place policies and procedures ensuring that they (i) identify all conflicts of interests arising from that link and (ii) take all reasonable steps to avoid those conflicts of interest. Where a conflict of interest arising out of the group link between the Management Company and the Depositary cannot be avoided, the Management Company or the Depositary will manage, monitor and disclose that conflict of interest in order to prevent adverse effects on the interests of the Fund and of the investors.

When performing its activities, the Depositary obtains information relating to funds which could theoretically be misused (and thus raise potential conflict of interests issues) in relation to e.g. the interests of other clients of the SEB Group, whether engaging in trading in the same securities or seeking other services, particularly in the area of offering services competing with the interests of other counterparties used by the funds/fund managers, and the interests of the Depositary's employees in personal account dealings. Potential conflicts of interests in the SEB Group can be further exemplified as not market equivalent pricing of the depositories' services and the undue influence in the management and board of directors of the funds/fund managers by the Depositary, and vice versa.

Consequently, to mitigate the potential conflicts of interest, it has been ensured that the activities of a depositary function are physically, hierarchically and systematically separated from other functions of the Depositary in order to establish information firewalls. Moreover, the depositary function has a mandate and a veto to approve or decline fund clients independent of other functions and has its own committees for escalation of matters connected to its role as a depositary, where other functions with potentially conflicting interests are not represented.

For further details on management, monitoring and disclosure of potential conflicts of interest please refer to Instruction for Handling of Conflicts of Interest in Skandinaviska Enskilda Banken S.A. which can be found on the following webpage:

[http://sebgroupl.lu/siteassets/about-seb/policies/sebsa\\_conflict\\_of\\_interest.pdf](http://sebgroupl.lu/siteassets/about-seb/policies/sebsa_conflict_of_interest.pdf)

In compliance with the provisions of the Depositary Agreement and the Law, as amended from time to time, the Depositary may, subject to certain conditions and in order to effectively conduct its duties, delegate part or all of its safe-keeping duties in relation to financial instruments that can be held in custody, duly entrusted to the Depositary for custody purposes, and/or all or part of its duties regarding the record keeping and verification of ownership of other assets of the Fund to one or more delegate(s), as they are appointed by the Depositary from time to time.

In order to avoid any potential conflicts of interest, irrespective of whether a given delegate is part of the SEB Group or not, the Depositary 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 delegate. Furthermore, the conditions of any appointment of a delegate that is member of the SEB Group will be negotiated at arm's length in order to ensure the interests of the investors. Should a conflict of interest occur and in case such conflict of interest cannot be neutralized, such conflict of interest as well as the decisions taken will be disclosed to the investors and the Prospectus revised accordingly. An up-to-date list of these delegates can be found on the following webpage:

<http://sebgroupl.lu/siteassets/corporations-and-institutions/global-custody-network.pdf>

Where the law of a third country requires that financial instruments are held in custody by a local entity and no local entity satisfies the delegation requirements of article 34bis, paragraph 3, lit. b) i) of the Law, as amended, the Depositary may delegate its functions to such local entity to the extent required by the law of that third country for as long as there are no local entities satisfying the aforementioned requirements.

In order to ensure that its tasks are only delegated to delegates providing an adequate standard of protection, the Depositary has to exercise all due skill, care and diligence as required by the Law, as amended, in the selection and the appointment of any delegate to whom it intends to delegate parts of its tasks and has to continue to exercise all due skill, care and diligence in the periodic review and ongoing monitoring of any delegate to which it has delegated parts of its tasks as well as of any arrangements of the delegate in respect of the matters delegated to it. In particular, any delegation is only possible when the delegate at all times during the performance of the tasks delegated to it segregates the assets of the Fund from the Depositary's own assets and from assets belonging to the delegate in accordance with the Law, as amended. The Depositary's liability shall not be affected by any such delegation unless otherwise stipulated in the Law, as amended and/or the Depositary Agreement.

An up-to-date information regarding the Depositary, its duties and the conflicts of interest that may arise, any safekeeping functions delegated by the Depositary, the list of delegates and any conflicts of interests that may arise from such delegation, is available to the investors upon request at the registered office of the Management Company.

The Depositary is liable to the Fund or its investors for the loss of a financial instrument held in custody by the Depositary and/or a delegate. In case of loss of such financial instrument, the Depositary has to return a financial instrument of an identical type or the corresponding amount to the Fund without undue delay. In accordance with the provisions of the Law, as amended, the Depositary will not be liable for the loss of a financial instrument, if such loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

The Depositary shall be liable to the Fund and to the investors for all other losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its duties in accordance with applicable law, in particular the Law, as amended, and/or the Depositary Agreement.

The Fund and the Depositary may terminate the Depositary Agreement at any time by giving ninety (90) days' notice in writing. In case of a voluntary withdrawal of the Depositary or of its removal by the Fund, the Depositary must be replaced at the latest within two (2) months after the expiry of the aforementioned termination notice by a successor depositary to whom the Fund's assets are to be delivered and who will take over the functions and responsibilities of the Depositary. If the Management Company does not name such successor depositary in time the Depositary may notify the CSSF of the situation. The Management Company will take the necessary steps, if any, to initiate the liquidation of the Fund, if no successor depositary bank has been appointed within two (2) months after the expiry of the aforementioned termination notice of ninety (90) days.

## INVESTMENT OBJECTIVES AND STRATEGY OF THE FUND

### Investment Objective

The Fund's objective is to place the funds available to it in transferable securities and other permitted assets of any kind with the purpose of spreading investment risks and allowing its unitholders to achieve capital growth, income or balance between growth and income.

In order to achieve its main objective the Fund's portfolio will include but not be limited to bonds, equities, currencies, equity and interest related transferable securities as well as investment funds. The Fund may also hold money market instruments.

In accordance with Article 4 of the Management Regulations the Fund may use derivatives. Their use need not be limited to hedging the Fund's assets; they may also be part of the investment strategy. The extent of usage of derivatives is laid down in the specific information of the Sub-Funds.

Trading in derivatives is conducted within the confines of the investment limits and provides for the efficient management of the Fund's assets, while also regulating maturities and risks.

If the Fund is allowed to use Credit Default Swaps (CDS) the risk inherent to this use, measured in line with the UCITS regulatory requirements, must not exceed 20% of the net asset value of the Fund and the total risk of derivative instruments including the risk inherent to CDS shall not, at any moment, exceed the net asset value of the Fund.

In addition, the Fund's assets may be invested in all other eligible assets within the scope of legal possibilities and the provisions laid down in the Management Regulations.

In Sub-Funds investing in a specific geographical area or industrial sector, emphasis will be given to the investments and currencies related to the specific objective of that Sub-Fund.

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

### Investment Strategy

The investment strategy of each Sub-Fund is individually set out in Part B of the Prospectus. Different investment managers may be appointed by the Management Company to manage each Sub-Fund according to their investment strategy (each an "**Investment Manager**", together the "**Investment Managers**").

## INVESTMENT RESTRICTIONS

As per article 40 of the Law, each Sub-Fund shall be regarded as a separate UCITS for the purpose of its investment policy.

Unless otherwise provided hereafter and unless the context indicates otherwise, references to the "Fund" in this section should be read as references to a "Sub-Fund" where appropriate.

The following provisions shall apply to the investments made by the Fund.

(1) The investments of the Fund must consist solely of:

- a) transferable securities and money market instruments admitted to or dealt in on a regulated market;
- b) transferable securities and money market instruments dealt in on another regulated market in a Member State of the European Union which operates regularly and is recognised and open to the public;
- c) transferable securities and money market instruments admitted to official listing on a stock exchange or dealt in on another regulated market in a European, American, Asian, African or Australasian country, which operates regularly and is recognised and open to the public
- d) recently issued transferable securities and money market instruments, provided that:
  - the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market which operates regularly and is recognised and open to the public mentioned under (1) b) and c);
  - such admission is secured within one year of issue;
- e) units of undertakings for collective investment in transferable securities (“UCITS”) authorised according to the Directive 2009/65/EC as amended from time to time and/or other undertakings for collective investment (“UCI”) within the meaning of the first and second indent of article 1(2) of the Directive 2009/65/EC as amended from time to time , should they be situated in a Member State of the European Union or not, provided that:
  - such other UCIs are authorised under laws which provide that they are subject to supervision considered by the Luxembourg Supervisory Authority to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;
  - the level of guaranteed protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC as amended from time to time;
  - the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
  - no more than 10% of the UCITS or the other UCI assets, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;
- f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a Member State of the European Union or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the Luxemburg Supervisory Authority as equivalent to those laid down in the Community law;
- g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on one of the stock exchanges or regular markets listed in a), b) and c) above and/or financial derivative instruments dealt in over-the-counter (“OTC derivatives”), provided that:
  - the underlying securities constitute instruments as defined by this paragraph (1) or are financial indices, interest rates, foreign exchange rates or currencies in which the fund’s investment policy allows it to invest,
  - the counterparties to OTC derivative transactions are institutions which are subject to prudential supervision and belong to the categories approved by the Luxembourg Supervisory Authority, and

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by means an offsetting transaction at any time at their fair value at the funds' initiative.
- h) money market instruments other than those dealt in on a regulated market and referred to in the article 1 of the Law, if the issue or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:
- issued or guaranteed by a central, regional or local authority, 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 the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
  - issued by an undertaking any securities of which are dealt in on regulated markets referred to in subparagraphs a), b) or c) above or
  - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg Supervisory Authority to be at least as stringent as those laid down by Community law, or
  - issued by other bodies belonging to the categories approved by the Luxembourg Supervisory Authority 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 and provided that the issuer is a company whose capital and reserves amount at least to ten million euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

(2) However:

- a) the Fund may invest no more than 10% of its net assets in transferable securities and money market instruments other than those referred to in paragraph (1);
- b) the Fund may not acquire either precious metals or certificates representing them.

(3) The Fund may hold ancillary liquid assets.

Furthermore,

- (4) The Fund may invest no more than 10% of its net assets in transferable securities or money market instruments issued by the same body. The Fund may not invest more than 20% of its assets in deposits with the same body. The risk exposure to a counterparty of the Fund in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in paragraph (1) f), or 5% of its assets in other cases.
- (5) The total value of the transferable securities and money market instruments held by the Fund in the issuing bodies in each of which it invests more than 5% of its net assets must not exceed 40% of the value of its net assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph (4), a fund may not combine:

- investments in transferable securities or money market instruments issued by,
- deposits made with, and/or
- exposures arising from OTC derivative transactions undertaken with

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

- (6) The limit laid down in paragraph (4), first sentence is raised to a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State of the European Union, by its local authorities, by a non-Member State or by public international bodies to which one or more Member States are members.
- (7) The limit laid down in paragraph (4), first sentence, is raised to a maximum of 25% for certain bonds if they are issued by a credit institution whose registered office is situated in a Member State of the European Union and which is subject by law to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested pursuant to the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in the event 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 the Fund invests more than 5% of its net assets in such bonds as referred to in the first indent and issued by one issuer, the total value of such investments may not exceed 80% of the value of the Fund's net assets.

- (8) The transferable securities and money market instruments referred to in paragraph (6) and (7) are not taken into account for the purpose of applying the limit of 40% referred to in paragraph (5).

The limits set out in paragraphs (4), (5), (6) and (7) may not be combined, and thus investments in transferable securities or money market instruments issued by the same body, or in deposits or derivative instruments made with this body carried out in accordance with paragraphs (4), (5), (6) and (7) may not exceed a total of 35% of the Fund's net assets.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with the Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in clauses (4) to (8).

The Fund may cumulatively invest up to 20% of its net assets in transferable securities and money market instruments within the same group.

- (9) Without prejudice to the limits set forth hereunder under (15) and (16), the limits set forth in (4) (5), (6), (7) and (8) 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 Fund's investment policy is to replicate the composition of a certain stock or debt securities index which is recognised by the Luxembourg Supervisory Authority, on the following basis:

- the composition of the index is sufficiently diversified;
- the index represents an adequate benchmark for the market to which it refers;
- it is published in an appropriate manner.

- (10) The limit laid down under (9) is raised to 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

- (11) The Fund may invest in accordance with the principle of risk-spreading up to 100% of its net assets in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, by any other Member State of the OECD or public international bodies of which one or more of such Member States of the European Union are members.**



**If a fund makes use of the provision heretofore it must hold securities from at least six different issues, but securities from any one issue may not account for more than 30% of the total amount.**

- (12) The Fund may acquire units of UCITS and/or other UCIs referred to under (1) e) here above, provided that no more than 20% of its net assets are invested in a single UCITS or other UCI.

For the purposes of applying this investment limit, each compartment of a UCI with multiple compartments shall be considered as a separate entity, provided that the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured.

- (13) Investments in units of UCI other than UCITS may not exceed, in aggregate, 30% of the Fund's net assets.

When a fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCI do not have to be combined in the view of the limits laid down heretofore.

- (14) For investments which will be done in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the Management Company or by any other company to which the Management Company is linked by common management or control, or by a substantial direct or indirect holding, the Management Company or other company may not charge subscription or redemption fees on account of the Fund's investment in the units of such other UCITS and/or other UCI.

- (15) The Management Company acting in connection with all of the common funds which it manages and which fall under the scope of Part I of the Law may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

- (16) Moreover, the Fund 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 of the same UCITS and/or other UCI;
- 10% of the money market instruments of the same issuer.

The limits laid down in the second, third and fourth indents may be disregarded at the time of acquisition if at that time the gross amount of debt securities or money market instruments, or the net amount of the instruments in issue, cannot be calculated.

- (17) Paragraphs 15) and 16) are waived as regards:

- a) transferable securities and money market instruments issued or guaranteed by a Member State of the European Union or its local authorities;
- b) transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union;
- c) transferable securities and money market instruments issued by public international bodies of which one or more Member States of the European Union are members;
- d) shares held by a fund in the capital of a company incorporated in a non-Member State of the European Union which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Fund 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 laid down in the clauses (4) to (8), (12), (13), and (15) to (16). Where the limits set out in

the clauses (4) to (8) and (12) to (13) are exceeded, the clauses (18) to (19) shall apply *mutatis mutandis*;

e) shares held by investment companies in the capital of one or more subsidiary companies carrying on only the business of management, advice or marketing in the country/state where the subsidiary is located, in regard to the repurchase of units at unitholders' request exclusively on its or their behalf.

(18) A fund need not necessarily comply with the limits laid down in the present Article when exercising subscription rights attaching to transferable securities or money market instruments which form part of its assets.

While ensuring observance of the principle of risk-spreading, a fund may derogate from the limits laid down heretofore for a period of six months following the date of its authorisation.

(19) If the limits referred to in the present Article are exceeded for reasons beyond the control of the Fund or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unitholders.

(20) To the extent that an issuer is a legal entity with multiple compartments where the assets of a compartment are exclusively reserved to the investors in such compartment and to those creditors whose claim has arisen in connection with the creation, operation or liquidation of this compartment, each compartment is to be considered as a separate issuer for the purposes of applying the risk-spreading provisions laid down in the clauses (4) to (10) and (12) to (13).

(21) The Management Company acting on the Fund's behalf may not borrow. However, it may acquire foreign currency by means of a back-to-back loan.

By way of derogation, the Fund may borrow the equivalent of up to 10% of its net assets provided that the borrowing is on a temporary basis.

(22) The Management Company may not on the Fund's behalf, grant loans or act as a guarantor on behalf of third parties. This disposition shall however not prevent the Fund from acquiring transferable securities, money market instruments or other financial instruments referred to under clause (1) e), g) and h) which are not fully paid.

(23) The Management Company may not, on the Fund's behalf, carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to under clause (1) e) g) and h).

(24) With a view to hedge investment positions or for efficient portfolio management, the Fund may, in the context of the overall investment policy and within the limits of the investment restrictions, conduct certain operations involving the use of all financial derivative instrument, authorised by the Luxembourg Law or by Circulars issued by the Luxembourg supervisory authority, including, but not limited to, (i) put and call options on securities, indexes and currencies, including OTC options; (ii) futures on stock market indexes and interest rates and options on them; (iii) structured products, for which the security is linked to or derives its value from another security; (iv) warrants; and (v) swaps.

The Fund will ensure that its global exposure relating to derivative instruments does not exceed the total net value of its portfolio. The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

A fund may invest, as part of its investment policy and within the limits laid down in clause (8) in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in clauses (4) to (8).

When a fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in clauses (4) to (8).

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this clause (24).

Under no circumstances shall these operations cause the Sub-Funds to diverge from their investment objectives.

## RISK MANAGEMENT PROCEDURE

In accordance with applicable laws and regulations as amended from time to time, and in particular CSSF regulation No. 10-4 transposing Commission Directive 2009/65/EC of the European Parliament and of the Council as regards organisational requirements, conflicts of interest, conduct of business, risk management and content of the agreement between a depositary and a management company, CSSF circular 11/512, CSSF circular 12/546, the ESMA Guidelines on risk measurement and the calculation of global exposure and counterparty risk for UCITS (ref.: ESMA/10-788) and the ESMA Guidelines on risk management principles for UCITS (ref.: ESMA/09-178), the Management Company employs a risk management process, which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio. The Management Company, on behalf of the Fund will employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

The risk profile of the Fund is monitored taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

Unless otherwise provided for any Sub-Fund in the relevant Annex, the commitment approach is used to monitor and measure the global exposure of each Sub-Fund.

This approach measures the global exposure related solely to positions on financial derivative instruments under consideration of netting or hedging.

## TECHNIQUES AND INSTRUMENTS

Subject to the following conditions, the Fund is authorised for each Sub-Fund to resort to techniques and instruments bearing on Transferable Securities, Money Market Instruments, currencies and other eligible assets, on the condition that any recourse to such techniques and instruments be carried out for the purpose of hedging and/or efficient management of the portfolio, altogether within the meaning of the Grand-ducal regulation of 8th February 2008.

### **A. Techniques and Instruments relating to Transferable Securities, Money Market Instruments and other eligible assets**

#### **(1) General**

To optimise portfolio management and/or to protect its assets and liabilities, the Fund may use techniques and instruments involving Transferable Securities, Money Market Instruments, currencies and other eligible assets within the meaning of the Grand-ducal regulation of 8th February 2008 for each Sub-Fund provided that such techniques and instruments are used for the

purposes of efficient portfolio management within the meaning of, and under the conditions set out in, applicable laws, regulations and CSSF-Circulars issued from time to time, in particular, but not limited to CSSF-Circulars 08/356, 13/559 and 14/592 and ESMA-Guidelines 2014/937. In particular, those techniques and instruments should not result in a change of the investment objective of the relevant Sub-Fund or add substantial supplementary risks in comparison to the stated risk profile of such Sub-Fund.

The risk exposure to a counterparty generated through efficient portfolio management techniques and OTC financial derivatives must be combined when calculating counterparty risk limits referred to under Part A, chapter "Risk factors applicable to the investment in the Fund" of this Prospectus. All revenues arising from efficient portfolio management techniques, net of direct and indirect operational costs and fees, will be returned to the respective Sub-Fund. In particular, fees and costs may be paid to agents of the Fund and other intermediaries providing services in connection with efficient portfolio management techniques as normal compensation for their services. Such fees may be calculated as a percentage of gross revenues earned by the Fund through the use of such techniques. Information on direct and indirect operational costs and fees that may be incurred in this respect as well as the identity of the entities to which such costs and fees are paid – as well as any relationship they may have with the Depositary or the Management Company – will be available in the annual report of the Fund. Furthermore, each Sub-Fund is notably authorised to carry out transactions intended to sell or buy foreign exchange rate futures, to sell or buy currency futures and to sell call options or to buy put options on currencies, in order to protect its assets against currency fluctuations or to optimise yield, i.e., for the purpose of sound portfolio management.

## (2) Limitation

When transactions involve the use of derivatives, the Fund must comply with the terms and limits stipulated above in the section "Investment Restrictions" of this Prospectus. The use of transactions involving derivatives or other financial techniques and instruments may not cause the Fund to stray from the investment objectives set out in the Prospectus.

## (3) Risks - Notice

In order to optimise their portfolio yield, all Sub-Funds are authorised to use the derivatives techniques and instruments described in this chapter and the chapter "Investment Restrictions" (particularly swaps of rates, currencies and other financial instruments, futures, and securities, rate or futures options), on the terms and conditions set out in said chapters. The investor's attention is drawn to the fact that market conditions and applicable regulations may restrict the use of these instruments. The success of these strategies cannot be guaranteed. Sub-funds using these techniques and instruments assume risks and incur costs they would not have assumed or incurred if they had not used such techniques. The investor's attention is further drawn to the increased risk of volatility generated by Sub-Funds using these techniques for other purposes than hedging. If the managers and sub-managers forecast incorrect trends for securities, currency and interest rate markets, the affected Sub-Fund may be worse off than if no such strategy had been used. In using derivatives, each Sub-Fund may carry out over-the-counter futures or spot transactions on indices or other financial instruments and swaps on indices or other financial instruments with highly-rated banks or brokers specialised in this area, acting as counterparties. Although the corresponding markets are not necessarily considered more volatile than other futures markets, operators have less protection against defaults on these markets since the contracts traded on them are not guaranteed by a clearing house.

## **B. Securities Lending**

The Fund may enter into securities lending transactions in accordance with the provisions of CSSF Circular 08/356 on the rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to transferable securities and money market

instruments (“Circular 08/356”). Such securities lending transactions may be used provided that the following rules are complied with in addition to the abovementioned conditions:

- (i) The borrower in a securities lending transaction must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law;
- (ii) The Fund may only lend securities to a borrower either directly or through a standardized system organized by a recognized clearing institution or through a lending system organized by a financial institution subject to prudential supervision rules considered by the CSSF as equivalent to those provided by EU law and specialized in this type of transaction;
- (iii) The Fund may only enter into securities lending transactions provided that it is entitled at any time under the terms of the agreement to request the return of the securities lent or to terminate the agreement.

## C. Repurchase Agreement Transactions

### (1) General

The Fund may, in accordance with the provisions of Circular 08/356, enter into (i) *repurchase transactions* which consist in the purchase or sale of securities with a clause reserving for the seller the right or the obligation to repurchase from the acquirer the securities sold at a price and time agreed by the two parties in their contractual arrangement, (ii) *repurchase agreement transactions*, which consist of a forward transaction at the maturity of which the Fund has the obligation to repurchase the securities sold and the buyer (counterparty) the obligation to return the securities received under the transaction and (iii) *reverse repurchase agreement transactions*, which consist of a forward transaction at the maturity of which the seller (counterparty) has the obligation to repurchase the securities sold and the Fund the obligation to return the securities received under the transaction.

The Fund’s involvement in such transactions is, however, subject to the additional following rules:

- (i) The counterparty to these transactions must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law;
- (ii) The Fund may only enter into reverse repurchase agreement and/or repurchase agreement transactions provided that it is able at any time (a) to recall the full amount of cash in a reverse repurchase agreement or any securities subject to a repurchase agreement or (b) to terminate the agreement in accordance with applicable regulations. However, fixed-term transactions that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Fund.

### (2) Risks

The principal risk when engaging in securities lending, repurchase or reverse repurchase 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 relevant Sub-Fund as required by the terms of the transaction. Counterparty risk is mitigated by the transfer or pledge of collateral in favour of the relevant Sub-Fund. However, securities lending, repurchase or reverse repurchase transactions may not be fully collateralised. Fees and returns due to the relevant Sub-Fund under securities lending, repurchase or reverse repurchase transactions may not be collateralised. In addition, the value of collateral may decline in between collateral rebalancing dates or may be incorrectly determined or monitored. In such a case, if a counterparty defaults, the relevant Sub-Fund may need to sell non-cash collateral received at prevailing market prices, thereby resulting in a loss to the Sub-Fund. A Sub-Fund may also incur a loss in reinvesting cash collateral received. Such a loss may arise due to a decline in the value of the investments made. A decline in the value of such investments would reduce the amount of collateral available to be returned by the relevant Sub-Fund to the counterparty as required by the terms of the transaction. The Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Sub-Fund.

Securities lending, repurchase or reverse repurchase transactions also entail operational risks such as the non-settlement or delay in settlement of instructions and legal risks related to the documentation used in respect of such transactions.

A Sub-Fund may enter into securities lending, repurchase or reverse repurchase transactions with other companies in the same group of companies as the Management Company. Affiliated counterparties, if any, will perform their obligations under any securities lending, repurchase or reverse repurchase transactions concluded with the Sub-Fund in a commercially reasonable manner. In addition, the Management Company will select counterparties and enter into transactions in accordance with best execution and at all times in the best interests of the Sub-Fund and its investors. However, investors should be aware that the Management Company may face conflicts between its role and its own interests or that of affiliated counterparties.

#### **D. Financial Derivative Instruments**

##### **(1) General**

Over-the-counter (OTC) financial derivative instruments (including total return swaps and other derivatives with similar characteristics) used by the Sub-Funds to gain exposure to underlying assets will be entered into with counterparties selected among first class financial institutions specialised in the relevant type of transaction, subject to prudential supervision and belonging to the categories of counterparties approved by the CSSF.

##### **(2) Counterparty Risk**

In accordance with its investment objective and policy, a Sub-Fund 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 Sub-Fund 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 Sub-Fund.

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 Sub-Fund, the Fund will not be restricted from dealing with any particular counterparties.

The Fund'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 Fund 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 Sub-Fund 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 Sub-Fund and its assets.

Investors should assume that the insolvency of any counterparty would generally result in a loss to the Sub-Fund, which could be material.

If there is a default by the counterparty to a transaction, the Fund 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 Fund may have declined in value.

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

## **E. Management of Collateral and Collateral Policy**

### General

In the context of OTC financial derivative transactions and efficient portfolio management techniques, the Fund may receive collateral with a view to reduce its counterparty risk. This section sets out the collateral policy applied by the Fund in such case. All assets received by the Fund 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 Fund 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 and issuer credit quality, valuation, correlation, collateral diversification, risks linked to the management of collateral and enforceability. In particular, collateral should comply with the following conditions:

- (i) liquidity and issuer credit quality – any collateral received other than cash shall 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) valuation – collateral received shall be valued on at least a daily basis and assets that exhibit high price volatility shall not be accepted as collateral unless suitably conservative haircuts are in place;
- (ii) correlation – the collateral received by the Fund shall be issued by an entity that is independent from the counterpart and is expected not to display a high correlation with the performance of the counterpart;
- (iii) collateral diversification (asset concentration) – collateral shall be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Fund receives from a counterpart of efficient portfolio management and OTC financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of the respective Sub-Fund's net asset value. When the Fund is exposed to different counterparts, the different baskets of collateral shall be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation from this sub-paragraph, the Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. In such a case, the Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the respective Sub-Fund's net asset value. The list of eligible jurisdictions includes, but is not limited to, Canada, Denmark, Finland, France, Germany, the Netherlands, Norway, Sweden, Switzerland, the United Kingdom and the United States of America;

Besides, collateral received shall also comply with the provisions of Article 48 of the 2010 Law;

- (i) it should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty;
- (ii) risks linked to the management of collateral, such as operational and legal risks, shall be identified, managed and mitigated by the risk management process;
- (iii) where there is a title transfer, the collateral received shall be held by the depositary of the Fund. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

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

- (i) Cash and short term bank certificates, but also money market instruments such as defined within Directive 2007/16/EC. A letter of credit or a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty is considered as equivalent to liquid assets;
- (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 world-wide scope at least equivalent to “investment grade” (i.e. at least BBB- rating by S&P or its equivalent);
- (iii) Shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;
- (iv) Debt instruments with an external rating at least equivalent to “investment grade”; or
- (v) Shares or convertible bonds admitted to or dealt in on a regulated market, on the condition that these shares are included in a main index.

#### Level of Collateral

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

#### Rules for application of Haircuts

Collateral will be valued, on a daily basis, using available market prices and taking into account appropriate discounts which will be determined by the Management Company for each asset class based on its rules for application of haircuts. These rules take into account a variety of factors, depending on the nature of the collateral received, such as the historical analysis of the price volatility of a representative proxy of each asset class for example.

According to the Fund’s policy regarding collateral for OTC derivatives & EPM techniques for SEB Fund Services S.A. the following haircuts will be made:

Collateral	Haircut		
1. cash in Fund’s (or relevant Sub-Fund’s) currency	0%-5%		
2. money market instruments with an external credit rating A or above	0.5%-5%		
3. debt instruments	residual maturity		
	less than 1 year	1-5 years	5-10 years



corporate debt instruments with a rating of A or above	1.5%-4%	3%-7%	6%-12%
bonds issued or guaranteed by an eligible jurisdiction	0.5%-2%	1.5%-5%	4%-8%
4. shares or units issued by money market UCITS offering a daily liquidity, calculating a daily net asset value, and investing in instruments being assigned a rating of AAA or its equivalent	0.5%-2%		
5. shares or units of UCITS offering a daily liquidity and primarily investing in bonds or equities fulfilling requirements of the eligible collateral	look-through per time to maturity		
6. convertible bonds dealt on a regulated market whose underlying share are included in a main index	20%		
7. security part of a main market index (e.g. DAX, FTSE 100, DJIA, NASDAQ 100)	10-15%		
8. security part of other market index (e.g. HDAX, S&P 500)	15-20%		

The Management Company reserves the right to review and amend the above haircuts at any time when the market conditions have changed and when and if this is deemed in the best interest of the Fund.

#### Reinvestment of Collateral

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

Cash collateral received by the Fund 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) used for the purpose of reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and the Fund is able to recall at any time the full amount of cash on accrued basis; and/or
- (iv) invested in short-term money market funds as defined in the ESMA-Guidelines on Money Market Funds in force from time to time.

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

The Sub-Fund 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 Fund on behalf of such Sub-Fund to the counterparty at the conclusion of the transaction. The Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Sub-Fund.

### **RISK FACTORS APPLICABLE TO THE INVESTMENT IN THE FUND**

Potential investors should consider the following risk factors before investing in the Fund. Potential investors should also inform themselves of, and where appropriate consult their professional advisers, as to the tax consequences of subscription for buying, holding, exchanging, redeeming or otherwise disposing of units under the law of their country of citizenship, residence or domicile.

An investment in a Sub-Fund involves certain risks relating to the particular Sub-Fund's structure and investment objectives which investors should evaluate before making a decision to invest in such Sub-Fund. Any specific risks related to investments within each Sub-Fund will be described for each Sub-Fund in Part B of this Prospectus.

## **GENERAL**

Prospective investors should be aware that the investments of the Sub-Funds are subject to normal market fluctuations and other risks inherent in investing in securities. There can be no assurance that any appreciation of value of investments will occur. The value of investments and the income derived there from may fall as well as rise and investors may not recoup the original amount invested in the Sub-Funds. There is no assurance that the investment objective of the Sub-Funds will actually be achieved.

The net asset value of the Fund may vary in value as a result of fluctuations in the value of the Fund's underlying assets and the income derived there from.

Investors are reminded that in certain circumstances their right to redeem units may be suspended.

Depending on an investor's currency of reference, currency fluctuations may adversely affect the value of an investment in the Sub-Funds.

The Fund invests with long-term investment horizons and therefore purchase of units in the Sub-Funds should be regarded as long-term investment.

Due to the market concentration ratio, the possibilities of diversification in the Sub-Funds' portfolio can be reduced. The market capitalisation may be low, high volatility can appear.

### **A. Investment in securities**

Investment 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 currency exchange rates and the possible imposition of exchange control regulations of other laws or restrictions applicable to such investments.

The risks associated with investments in equity (and equity-related) securities include fluctuations in market prices, adverse issuer or market information and the fact that equity (and equity-related) interests are subordinated in the right of payment to other corporate securities, for example, debt securities.

The following risks may also be associated with securities:

- a) Issuers are generally subject to different accounting, audition and financial reporting standards in different countries throughout the world. The volume of trading, the volatility of prices and the liquidity of issuers may vary in the markets of different countries. In addition, the level of government supervision and regulations of securities exchanges, securities dealers and listed and unlisted companies is different throughout the world. The laws of some countries may limit the ability of the Management Company to invest the Fund's assets in securities of certain issuers located in those countries.
- b) Different markets also have different clearance and settlement procedures. Delays in settlement could result in temporary periods when a portion of the Sub-Funds' assets is uninvested and no return is earned thereon. The inability of the Management Company to make intended security purchases due to settlement problems could cause the Sub-Funds to

miss attractive investment opportunities. Inability to dispose of portfolio securities due to settlement problems could result either in losses to the Sub-Funds due to subsequent declines in value of the portfolio security or, if the Sub-Funds have entered into a contract to sell the security, could result in possible liability to the purchaser.

- c) 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.

## **B. Foreign exchange/currency risk**

The assets of the Sub-Funds may be invested in securities denominated in currencies which will be different from the Sub-Funds currency. The Sub-Funds will be exposed to foreign exchange rate fluctuations with respect to the currencies in which the Sub-Funds' investments are denominated. The Sub-Funds may therefore be exposed to a foreign exchange/currency risk and it may not be possible or practicable to hedge against the consequent foreign exchange/currency risk exposure.

The performance of investments in securities denominated in a specific currency will also depend on the interest rate environment in the country issuing the currency. Because each Sub-Fund's net asset value will be calculated in its reference currency, the performance of investments denominated in a non-reference currency will also depend on the strength of such currency against the reference currency and the interest rate environment in the country issuing the currency. Absent 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), appreciation in the value of the non-reference currency generally can be expected to increase the value of the Sub-Fund's non-reference currency investments in terms of the reference currency. A rise in interest rates or decline in the value of non-reference currencies relative to the reference currency generally can be expected to depress the value of the Sub-Fund's non-reference currency investments.

## **C. Use of derivatives**

The Sub-Funds may participate in both the on-exchange and OTC derivatives markets to protect the returns from the underlying assets. Derivatives contracts may involve the Sub-Funds in long term performance or financial commitments, which may be magnified by leverage and changes in the market value of the underlying. Leverage means that the initial consideration for entering the transaction is considerably less than the face value of the subject matter of the contract. If a transaction is leveraged a relatively small market movement will have a proportionately larger impact on the value of the investment to the Sub-Funds, and this can work against the Sub-Funds as well as for it.

When participating in the on-exchange and OTC derivatives markets the Sub-Funds will be exposed to:

- market risk, which is the risk of adverse movements in the value of a derivative contract in consequence of changes in the price or value of the underlying;
- liquidity risk, which is the risk that a party will be unable to meet its current obligations, and
- managerial risk, which is the risk that a party's internal risk management system is inadequate or otherwise may fail to properly control the risks of transacting in derivatives.

OTC market participants are exposed to counterparty credit risk. This is a central risk factor in the OTC market, given that, in most instances, each party must rely on the continuing ability of the counterparty to meet its obligations. By contrast, counterparty credit risk can be dealt with in the on-exchange markets through clearing arrangements to transfer counterparty credit risk from the Sub-Funds to the clearing house. Participants in the OTC market also incur the risk that a counterparty's performance may be legally unenforceable.

There can be no assurance that the objective sought to be obtained from the use of the derivatives will be achieved.

#### **D. Emerging Markets**

Investments in securities of issuers from emerging markets may be subject to greater risks than investments in securities of issuers from member-States of the OECD due to a variety of factors including currency controls and currency exchange fluctuations, changes in governmental administration or economic or monetary policy or changed circumstances in dealings between nations.

Dividends paid by issuers may be subject to withholding and other foreign taxes that may decrease the net return on these investments. There may be less publicly available information about foreign issuers in certain emerging countries and such issuers may not be subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those of the Sub-Funds or most OECD issuers. Emerging markets securities may be also less liquid, more volatile and subject to lower levels of government supervision than those in the OECD. Investment in emerging countries could be affected by other factors not present in the OECD, including expropriation, confiscatory taxation and potential difficulties in enforcing contractual obligations. Investments of the Sub-Funds in such markets may be considered speculative and subject to significant custody and clearance risks and delays in settlement.

<p style="text-align: center;"><b>REMUNERATION PAYABLE TO THE DEPOSITARY, THE MANAGEMENT COMPANY AND TO THE INVESTMENT MANAGER</b></p>
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Out of each Sub-Fund's assets, the Management Company will receive fees at an annual rate as further determined under Part B of this Prospectus. These fees are calculated each Valuation Day based on the relevant Sub-Fund's average net assets and paid out monthly in arrears.

This fee represents the remuneration of the Management Company relating to the Fund's management and central administration; it includes furthermore the remuneration due to the Investment Manager, to the Sub-Administrative Agent and to the Depositary (including charges and fees of the correspondent banks).

For additional services provided, the Management Company will receive annual flat fees. The purpose of use is determined in Part B of this Prospectus.

Agreements between the Management Company and the Depositary, the Management Company and the Sub-Administrative Agent and between the Management Company and the Investment Manager regulate the above mentioned fees.

In addition, the Management Company is entitled to receive a performance fee for the Sub-Funds, payable out of the assets attributable to the relevant unit class, if applicable.

The performance fee will be calculated and accrued daily in the respective unit classes as described in the Specific Information of the relevant Sub-Funds below and will be paid out monthly in arrears.

The Investment Manager may enter into soft commission arrangements only where there is a direct and identifiable benefit to the clients of the Investment Manager including the Fund and where the Investment Manager is satisfied that the transactions generating soft commissions are made in good faith in strict compliance with applicable regulatory requirements and in the best interest of the Fund and the unitholders. Brokerage commissions on portfolio transactions for the Fund will be directed by the Investment Manager to broker / dealers that are entities and not to individuals. The Investment Manager will provide reports to the Board of Directors with respect to soft commission arrangements including the nature of the services it receives. Any such

arrangements must be made by the Investment Manager on the commensurate with the best market practice. Any soft commission arrangements will be listed in the Fund's periodical reports.

### ACCUMULATION OF FEES

As certain Sub-Funds may invest in target funds, the unitholders of the relevant Sub-Funds will incur a duplication of fees and commissions (such as, but not limited to, management fees including performance fees, custody and transaction fees, central administration fees and audit fees).

The total investment management fee that can be charged at the level of the relevant Sub-Fund and the target fund must in aggregate not exceed 5%.

## DISTRIBUTION

Subscriptions, redemptions and conversions are accepted by the Management Company, which will transmit the orders to the Administrative Agent for the execution, provided that the required subscription / redemption form has been completed and signed in duplicate by the investor. Confirmation of the execution of a subscription / redemption is provided by an advice specifying the number and class of units for and the name of the relevant class of units. A conversion will be treated as redemption of units and a simultaneous purchase of units with the corresponding confirmations as described above.

It is not permitted for the Global Distributor to receive any monies and/or units of the respective Sub-Fund in relation to the subscription and/or redemption of the Fund's Units. Such monies and/or units will always be payable/deliverable from or to an account or a deposit of the Fund opened with the Depositary.

## THE OFFERING

### **Minimum Investment and Holding**

If applicable, the minimum investment and holding requirement per investor is described for each Sub-Fund in Part B of this Prospectus. The Management Company may waive the minimum amounts for the initial and/or subsequent subscriptions at its sole discretion.

### **Offer Price**

After the Initial Offer Period (which shall be described for each Sub-Fund in Part B of this Prospectus), the offering price per unit of each Class in each Sub-Fund (the "**Offer Price**") is the total of (i) the Net Asset Value per unit plus (ii) the sales charge specified for each Class within each Sub-Fund individually in Part B of the Prospectus. The Offer Price is available for inspection at the registered office of the Management Company.

Investors whose applications are accepted will be allotted units issued on the basis of the Net Asset Value per unit determined as of the Valuation Day (as defined in Part B of the Prospectus for each Sub-Fund individually) following receipt of the application order provided that such application is received by the Administrative Agent at a time as defined below.

Written confirmations of registered units will be sent to unitholders.

The Management Company reserves the right to reject any application in whole or in part, in which case subscription monies paid, or the balance thereof, as appropriate, will be returned to the applicant. The Management Company further reserves the right to suspend at any time and without prior notice the issue of units in one, several or all of the Sub-Funds.

The Management Company may agree to issue units as consideration for a contribution in kind of securities, provided that such securities comply with the investment objectives, policies and restrictions of the relevant Sub-Fund and in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the Fund (*réviseur d'entreprises agréé*) which shall be available for inspection. Any costs incurred in connection with a contribution in kind of securities shall be borne by the relevant unitholders.

Units of the Sub-Funds are issued and redeemed on every business day. In this context, "business day" means each day on which banks are open during normal business hours in Luxembourg (bank business days), with the exception of individual, non-statutory rest days in Luxembourg as well as days on which exchanges in the main countries in which the Sub-Fund invests are closed or 50% or more Sub-Fund investments cannot be adequately valued. "Non-statutory rest days" are days, on which several banks and financial institutions are closed.

No units of any Sub-Fund will be issued or redeemed during any period when the calculation of the Net Asset Value per unit in such Sub-Fund is suspended by the Management Company, pursuant to the powers reserved to it by the Management Regulations.

In the case of suspension of dealings in units the application will be dealt with as of the first Valuation Day following the end of such suspension period.

### **Subscription procedure**

Unless otherwise provided for each Sub-Fund in Part B of the Prospectus, the following procedures will apply to subscriptions.

Duly completed and signed subscription forms received by the Administrative Agent not later than 12.00 hours (Luxembourg time) on a business day (order date) will be processed on the business day following the order date (Valuation Day) on the basis of the Net Asset Value per unit as of the order date, as calculated on the Valuation Day.

In accordance with Article 7 of the Management Regulations, the issue price may be increased by an issue commission, payable to the parties involved in the sales of units. The current rate for each Sub-Fund is laid down in Part B, Specific Information Relating to the Sub-Funds. Orders received after the 12.00 hours will be executed on the next order date, which is a business day in Luxembourg.

The net asset value will be calculated after this deadline on the basis of the last available prices, in order to avoid that subscriptions and/or redemptions may be done at the known net asset value or known prices.

Units are issued in registered form only. At the time of subscription of units in the relevant Sub-Fund, a unitholder account is opened in the investor's name in the relevant Sub-Fund's books. This account is credited for units purchased by the investor. Whenever a transaction is registered the unitholder will receive a statement of his account.

Subscription monies are payable within three (3) business days following the applicable order date. Payments must be made in the reference currency of the unit class subscribed. The Management Company may however also accept payments in other major currencies. The conversion of these payments in the relevant unit class currency will then be executed without unnecessary delay at market price.

The currency exchange costs will be borne by the investor.

Subscriptions are accepted by the Management Company, which will transmit the orders to the Administrative Agent for execution, provided that the required subscription form has been completed and signed in duplicate by the investor. Confirmation of execution of a subscription is provided by an advice specifying the number and class of units subscribed in the relevant Sub-Fund.

In order to avoid the repayment to subscribers of small surplus amounts, fraction entitlements to registered units will be rounded to three (3) decimal places.

### **Ineligible Applicants**

The subscription form requires each prospective applicant for units of one or several of the Sub-Funds to represent and warrant to the Management Company and/or the Fund that, among other things, he is able to acquire and hold units of the respective Sub-Fund without violating applicable laws.

The Sub-Funds' units may not be offered, issued or transferred to any person that would qualify as a Prohibited Person.

**"Prohibited Person"** means any person, firm or corporate entity, determined in the sole discretion of the Management Company, as being not entitled to subscribe to or hold units:

1. if in the opinion of the Management Company such holding may be harmful/damaging to the Fund;
2. if it may result in a breach of any law or regulation, whether Luxembourg or foreign;
3. if as a result thereof the Fund or the Management Company may become exposed to disadvantages of a tax, legal or financial nature that it would not have otherwise incurred; or
4. if such person would not comply with the eligibility criteria for units (e.g. in relation to "U.S. Persons" or "Specified US Persons" as described below).

The Fund has not been and will not be registered under the United States Investment Company Act of 1940 as amended (the "**Investment Company Act**"). The units of the Fund have not been and will not be registered under the United States Securities Act of 1933 as amended (the "**Securities Act**") or under the securities laws of any state of the US and such units may be offered, sold or otherwise transferred only in compliance with the Securities Act of 1933 and such state or other securities laws. The units of the Fund may not be offered or sold within the US or to or for the account, of any US Person. For these purposes, US Person is as defined in Rule 902 of Regulation S under the Securities Act.

Rule 902 of Regulation S under the Securities Act defines "US Person" to include inter alia any natural person resident of the United States and with regards to investors other than individuals, (i) a corporation or partnership organised or incorporated under the laws of the US or any state thereof; (ii) a trust (a) of which any trustee is a US Person except if such trustee is a professional fiduciary and a co-trustee who is not a US Person has sole or shared investment discretion with regard to trust assets and no beneficiary of the trust (and no settlor if the trust is revocable) is a US Person or (b) where a court is able to exercise primary jurisdiction over the trust and one or more US fiduciaries have the authority to control all substantial decisions of the trust and (iii) an estate (a) which is subject to US tax on its worldwide income from all sources; or (b) for which any US Person is executor or administrator except if an executor or administrator of the estate who is not a US Person has sole or shared investment discretion with regard to the assets of the estate and the estate is governed by foreign law.

The term "US Person" also means any entity organised principally for passive investment (such as a commodity pool, Investment Company or other similar entity) that was formed:

(a) for the purpose of facilitating investment by a US Person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations promulgated by the United States Commodity Futures Trading Commission by virtue of its participants being non-US Persons or (b) by US Persons principally for the purpose of investing in securities not registered under the Securities Act, unless it is formed and owned by "accredited investors" (as defined in Rule 501 (a) under the Securities Act) who are not natural persons, estates or trusts.

The term "Specified US Person" should have the meaning given to it in §1.1473-1(c) of the Treasury Regulations regarding the US Foreign Account Tax Compliance Act (hereinafter "**FATCA**").

Applicants for the subscription to units of the Fund will be required to certify that they are not US Persons/Specified US Persons and might be requested to prove that they are not Prohibited Persons.

Unitholders are required to notify the Registrar and Transfer Agent of any change in their domiciliation status.

Prospective investors are advised to consult their legal counsel prior to investing in units of the Fund in order to determine their status as non US Persons/specified US Person and as non-Prohibited Persons.

The Management Company may refuse to issue units of the Fund to Prohibited Persons or to register any transfer of units to any Prohibited Person. Moreover the Management Company may at any time forcibly redeem/repurchase the units held by a Prohibited Person.

The Management Company can furthermore reject an application for subscription at any time at its discretion, or temporarily limit, suspend or completely discontinue the issue of units, in as far as this is deemed to be necessary in the interests of the existing Unitholders as an entirety, to protect the Management Company, to protect the Fund in the interests of the investment policy or in the case of endangering specific investment objectives of the Fund.

Subject as mentioned above, units are freely transferable. The Management Company may, however, refuse to register a transfer which would result in either the transferor or the transferee remaining or being registered (as the case may be) as the holder of units in a Sub-Fund valued at less than the minimum holding requirement.

The Fund will require from each registered unitholder of the Fund acting on behalf of other investors that any assignment of rights to units be made in compliance with applicable securities laws in the jurisdictions where such assignment is made and that in unregulated jurisdictions such assignment be made in compliance with the minimum holding requirement.

## REDEMPTION

Each unitholder of the Fund may at any time request the Management Company to redeem as of the Valuation Day specified for each Class within each Sub-Fund in Part B of the Prospectus all or any of the units held by such unitholder in any Class within each of the Sub-Funds.

Unitholders desiring to have all or any of their units redeemed should apply in writing to the Management Company.

Redemption requests should contain the following information (if applicable): the identity and address of the unitholder requesting the redemption, the number of units to be redeemed, the relevant Class, the relevant Sub-Fund and details as to whom payment should be made. All necessary documents (including without limitation any anti-money laundering documentation) to complete the redemption should be enclosed with such application.



Unitholders whose applications for redemption are accepted will have their units redeemed as of any Valuation Day provided that the applications have been received in Luxembourg at a time defined below.

Units will be redeemed at a price equal to the Net Asset Value per unit of the relevant Class within the relevant Sub-Fund (the "**Redemption Price**"), decreased by a redemption fee, in accordance with Article 8 of the Management Regulations. The current rate for each Sub-Fund is laid down in Part B, Specific Information Relating to the Sub-Funds. The payment of the Redemption Price shall be made within a period as defined below for each Class within each Sub-Fund individually.

Payment will be made by wire and/or cheque mailed to the unitholder at the address indicated by him or her or by bank order to an account indicated by the unitholder, at such unitholder's expense and at the unitholder's risk.

The Redemption Price will be paid in the unit currency of the relevant Class, if any, or in the Reference Currency of the relevant Sub-Fund or in any other freely convertible currency specified by the unitholder and accepted by the Management Company. In the last case, any currency conversion costs shall be borne by the unitholder. The Redemption Price may be higher or lower than the price paid at the time of subscription or purchase.

Units in any Sub-Fund will not be redeemed if the calculation of the Net Asset Value per unit in such Sub-Fund is suspended by the Management Company in accordance with the Management Regulations.

If, as a result of any request for redemption, the aggregate Net Asset Value of the units held by any unitholder in a Sub-Fund/Class would fall below a minimum holding requirement specified in Part B of the Prospectus for each Sub-Fund/Class, if any, the Management Company may treat such request as a request to redeem the entire unitholding of such unitholder in such Sub-Fund/Class. At the discretion of the Board of Directors, the Management Company reserves the right to transfer any existing unitholder who falls below the minimum holding requirement for one Class of Units into another appropriate Class of units without charge.

Furthermore, if in relation to any Valuation Day redemption requests relate to more than 10% of the units in issue in a specific Sub-Fund, the Management Company may decide that part or all of such requests for redemption will be deferred proportionally for such period as the Management Company considers to be in the best interests of the Sub-Fund, 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 unitholders.

The Management Company shall have the right, if the Board of Directors so determines, to satisfy payment of the Redemption Price to any unitholder who agrees, in specie by allocating to the holder investments from the portfolio of assets set up in connection with such Sub-Fund equal in value (calculated in the manner described in the Management Regulations) as of the Valuation Day, on which the Redemption Price is calculated, to the value of the units to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of units and the valuation used shall be confirmed by a special report of the auditor of the Fund. The costs of any such transfers shall be borne by the transferee.

### **Redemption procedure**

Unless otherwise provided for each Sub-Fund in Part B of the Prospectus, the following procedures will apply to redemptions.

Owners of units may request redemption of their units at any time.

Any requests for redemption, if received by the Administrative Agent in Luxembourg not later than 12.00 hours (Luxembourg time) on a business day (order date) will be processed on the business day following the order date (Valuation Day) on the basis of the Net Asset Value per unit as of the order date, as calculated on the Valuation Day.

Orders received after the 12.00 hours will be executed on the next order date, which is a business day in Luxembourg. Redemptions will be done at the unknown Net Asset Value.

Confirmation of the execution of redemption will be made by the dispatch to the unitholder of an advice. The Redemption Price will be paid with a value date within five (5) business days following the corresponding order date in the reference currency of the relevant unit class, if any, or in the reference currency of the relevant Sub-Fund or in any other freely convertible currency specified by the unitholder and accepted by the Management Company. In the last case, any currency conversion costs shall be borne by the unitholder. The Redemption Price may be higher or lower than the price paid at the time of subscription or purchase.

All redeemed units are cancelled.

The Depositary is only obliged to make payments for redemptions where legal provisions, particularly exchange control regulations or other cases of force majeure do not prohibit it from transferring or paying the redemption proceeds in the country where the redemption is requested.

### **Compulsory Redemptions**

The Management Company has the right to require the compulsory redemption of all units of the Fund held by or for the benefit of a unitholder of the Fund if the Management Company determines that the units are held by or for the benefit of any unitholder of the Fund that is or becomes an Ineligible Applicant as described under "Subscriptions". The Management Company also reserves the right to require compulsory redemption of all units held by a unitholder in a Sub-Fund if the Net Asset Value of the units held in such Sub-Fund by the unitholder is less than the applicable minimum holding requirement.

Unitholders are required to notify the Sub-Administrative Agent immediately if at any time they become Prohibited Persons, including (but not limited to) US Persons or Specified US Persons or hold units of the Fund for the account or benefit of such persons.

When the Management Company becomes aware that a unitholder (A) is a Prohibited Person or is holding units of the Fund for the account or benefit of a Prohibited Person; (B) is holding units of the Fund in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, tax, pecuniary or material administrative disadvantages for the Fund or its unitholders; or (C) has failed to provide any information or declaration required by the Management Company within ten (10) days of being requested to do so, the Management Company will either (i) direct such unitholders to redeem or to transfer the relevant units of the Fund to a person who is qualified or entitled to own or hold such units or (ii) redeem the relevant units as further set out in the Management Regulations.

If it appears at any time that a holder of units of a class of a Sub-Fund restricted to institutional investors (as defined in Article 174 (2) of the Law) is not an institutional investor, the Management Company will either redeem the relevant units in accordance with the above provisions or convert such units into units of a Sub-Fund's class which is not restricted to institutional investors (provided there exists such a class with similar characteristics) and notify the relevant unitholder of such conversion.

Any person who becomes aware that he is holding units of the Fund in contravention of any of the above provisions and who fails to transfer or redeem his units pursuant to the above provisions

shall indemnify and hold harmless the Management Company, the Fund, the Depositary, the Administrative Agent, the Sub-Administrative Agent, the Investment Manager and the unitholders of the Fund (each an "**Indemnified Party**") from any claims, demands, proceedings, liabilities, damages, losses, costs and expenses directly or indirectly suffered or incurred by such Indemnified Party arising out of or in connection with the failure of such person to comply with his obligations pursuant to any of the above provisions.

## CONVERSION

Unitholders have the right, subject to the provisions hereinafter specified and subject to any limitations set out in relation to one or more Sub-Funds in Part B of the Prospectus, to convert on the Valuation Day specified for each Sub-Fund in Part B of the Prospectus from units of one Sub-Fund in other units of the same Sub-Fund. The right to convert units is subject to compliance with any conditions applicable to the unit class or category of units into which conversion is to be effected.

For the time being, a conversion of units of one Sub-Fund in units of another Sub-Fund is not allowed.

The rate at which units of any Class in any Sub-Fund shall be converted will be determined by reference to the respective Net Asset Values of the relevant units calculated as of the same specific Valuation Day following receipt of the documents referred to below by a time defined below for each Class individually in each Sub-Fund.

In accordance with Article 9 of the Management Regulations a conversion fee may be levied. The current rate for each Sub-Fund is laid down in Part B, Specific Information Relating to the Sub-Funds.

A conversion will be treated as a redemption of units and a simultaneous purchase of units. A converting unitholder may, therefore, realise a taxable gain or loss in connection with the conversion under the laws of the country of the unitholder's citizenship, residence or domicile.

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

No conversion of units will be effected until a duly completed conversion request form or other written notification acceptable to the Management Company has been received at the registered office of the Management Company.

Written confirmations of unitholding (as appropriate) will be sent to unitholders, together with the balance resulting from such conversion, if any.

If, as a result of any request for conversion, the aggregate Net Asset Value of the units held by the converting unitholder in a Class of units fall below the minimum holding requirement indicated in Part B of the Prospectus, if any, the Management Company may treat such request as a request to convert the entire unitholding of such unitholder in such Class. At the discretion of the Board of Directors, the Management Company reserves the right to transfer any existing unitholder who falls below the minimum unitholding requirement for a Class of units into another appropriate Class of units without charge.

Units of any Class, if any, in any Sub-Fund will not be converted in circumstances where the calculation of the Net Asset Value per unit of such Sub-Fund is suspended by the Fund pursuant to the Management Regulations.

## **Conversion procedure**

Unless otherwise provided for each Sub-Fund in Part B of the Prospectus, the following procedures will apply to conversions.

Any requests for conversion, if received by the Administrative Agent in Luxembourg not later than 12.00 hours (Luxembourg time) on a business day (order date) will be processed on the business day following the order date (Valuation Day) on the basis of the Net Asset Value per unit as of the order date, as calculated on the Valuation Day. Requests received after the 12.00 hours will be executed on the next order date, which is a business day in Luxembourg.

The minimum value of a unitholding in any one Sub-Fund or Class of units corresponding to a first investment upon conversion must amount to the corresponding minimum initial investment, if any. Unitholders must therefore switch the appropriate minimum initial investment or, when investing in a Sub-Fund where they have an existing unitholding, the appropriate minimum subsequent investment, if any subsequent minimum investment requirement is applicable to a specific Class of units or Sub-Fund. When switching a partial holding, the value of the remaining holding should equate the minimum holding requirement, if any.

### **MARKET TIMING, LATE TRADING**

The Management Company will take all the necessary measures in order to prevent unlawful trading practices such as market timing and late trading. To that effect the deadlines and cut-off times for subscriptions and redemptions described in the Prospectus will be strictly enforced.

The Management Company will make sure that each transaction in units of the Fund is processed in accordance with the Prospectus and at the applicable net asset value per unit. The Management Company may refuse to process subscriptions if there is a suspicion that the transactions are illegal or abusive and will pursue the perpetrators to the fullest extent of the law.

### **MONEY LAUNDERING**

Pursuant to international rules and Luxembourg laws and regulations, comprising but not limited to the law of 12 November 2004 on the fight against money laundering and financing of terrorism, as amended, as well as Regulations and Circulars of the supervising authority such as CSSF Regulation 12-02 and the CSSF Circular 13/556, obligations have been imposed on all professionals of the financial sector to prevent the use of UCIs for money laundering and financing of terrorism purposes. As a result of such provisions, the applicants wanting to subscribe units of the Fund must provide the Administrative Agent with all necessary information, which the Administrative Agent may reasonably require to verify the identity of the applicant. Failure to do so may result in the Management Company refusing to accept the subscription for units in the Fund. Applicants must indicate whether they invest on their own account or on behalf of a third party. Except for applicants applying through companies who are regulated professionals of the financial sector, bound in their country by rules on the prevention of drug money laundering equivalent to those applicable in Luxembourg, any applicant applying in its own name or applying through companies established in non GAFI countries, is obliged to submit to the Administrative Agent in Luxembourg all necessary information, which the Administrative Agent may reasonably require to verify. The Administrative Agent must verify the identity of the applicant and in the case of it acting on behalf of a third party, of the beneficial owner(s). Furthermore, any such applicant hereby undertakes that it will notify the Administrative Agent prior to the occurrence of any change in the identity of any such beneficial owner.

### **DATA PROTECTION**

The Management Company may collect information from a unitholder or prospective unitholder from time to time in order to develop and process the business relationship between the unitholder

or prospective unitholder and the Management Company, and for other related activities. If a unitholder or prospective unitholder fails to provide such information in a form which is satisfactory to the Management Company, the Management Company may restrict or prevent the ownership of units in the Fund and the Management Company and the Depositary (as the case may be) shall be held harmless and indemnified against any loss arising as a result of the restriction or prevention of the ownership of units.

By completing and returning an application form, unitholders have to consent to the use of personal data by the Management Company. The Management Company may disclose personal data to its agents, service providers or if required to do so by force of law or regulatory authority. Unitholders will upon written request be given access to personal data provided to the Management Company. Unitholders may request in writing the rectification of, and the Management Company will upon written request rectify, personal data. All personal data shall not be held by the Management Company for longer than necessary with regard to the purpose of the data processing.

The Management Company may need to disclose personal data to entities located in jurisdictions outside the European Union, which may not have developed an adequate level of data protection legislation. The Management Company will comply with Luxembourg data protection legislation in respect of personal data.

The data is not intended to be used for marketing purposes.

## **REGULAR REPORTS, PUBLICATION OF PRICES AND OTHER INFORMATIONS**

The financial reports of the Fund will be expressed in EUR. For this purpose, all figures expressed in another currency than the EUR will be converted into EUR at the average rate of the last known bid and offer rates.

The Fund will publish an annual report drawn up as per 31 December and a semi-annual report as per 30 June.

The annual report includes the accounts of the Fund audited by an auditor. The semi-annual report includes the accounts of the Fund, un-audited. Both these reports will be sent free of charge to unitholders making a request in writing and are available to unitholders at the offices of the Management Company and establishments responsible for financial servicing.

Copies of the Management Regulations are available free of charge at the offices of the Depositary as well as from the Management Company.

Any other material information concerning the Fund shall be notified to unitholders in such manner as may be specified from time to time by the Management Company. Copies of the agreements mentioned herein are available for inspection at the offices of the Management Company.

The net asset value per unit as well as the issue and the redemption prices are made public at the offices of the Management Company.

A notice of the deposit of the Management Regulations and of its amendments will be published in the RESA.

Amendments and notices will be sent to the holders of registered units by mail to their address and may also be published in newspapers in the countries where the Fund's units are publicly sold.

## **TAX STATUS**

The following is based on the Fund's understanding of, and advice received on, certain aspects of the law and practice currently in force in Luxembourg. There can be no guarantee that the tax position at the date of this Prospectus or at the time of an investment will endure indefinitely.

Investors should consult their professional advisors on the possible tax and other consequences of their subscribing for, purchasing, holding, selling or redeeming units under the laws of their country of incorporation, establishment, citizenship, residence or domicile.

### **Taxation in Luxembourg**

The Fund is subject to Luxembourg legislation. Buyers of the Fund's units should inform themselves about the legislation and rules applicable to mergers, the purchase, holding and possible sale of units with regard to their residence or nationality.

In accordance with current legislation in Luxembourg, neither the Fund nor the unitholders, except those whose domicile, residence or permanent establishment is Luxembourg, are subject to any tax on income or capital gains. The Fund's income may however be subject to withholding tax in the countries where the Fund's assets are invested. In such cases neither the Depositary nor the Management Company is required to obtain tax certificates.

The net assets of the Fund are subject to a Luxembourg tax at an annual rate of 0.05% payable at the end of each quarter and calculated on the amount of the net assets of each Sub-Fund at the end of that quarter. Units of unit classes as defined in Article 174 of the 2010 Law ("I" institutional unit classes) are subject to a "*taxe d'abonnement*" of 0.01% p.a. The Management Company ensures that such institutional unit classes are only acquired by investors complying with rules set out in the afore-mentioned Article. The value of the assets represented by the shares/units held in other Luxembourg undertakings for collective investment already subject to a "*taxe d'abonnement*" is exempt from the payment of such tax.

### **Common Reporting Standard**

The Fund is 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 on the Common Reporting Standard (*loi relative à l'échange automatique de renseignements relatifs aux comptes financiers en matière fiscale*) (the "**CRS Law**").

The CRS Law is based on the European Directive 2014/107/EU of 9 December 2014 amending provisions of Directive 2011/16/EU on administrative cooperation in the field of taxation and the OECD's multilateral agreements. Consequently, to eliminate the overlap of reporting obligations created between the EU Savings Directive (the "**EUSD**") and the Directive 2014/107/EU, the EUSD directive has been repealed with effect from 31 December 2015 and the last reporting in accordance with the EUSD directive, will be effected in 2016 for the calendar year 2015. Further, the first reporting to the Luxembourg tax authority (the "**LTA**") under the CRS Law, will be applied in 2017 for the calendar year 2016. The LTA will onward report to participating foreign tax authorities by 30 September 2017.

The intention of CRS is to safeguard against tax evasion. Accordingly, under the terms of the CRS Law, the Fund is likely to be treated as a Luxembourg Reporting Financial Institution. Consequently, the Fund is required to collect personal and financial information as described in Annex I of the CRS Law with effect from 1 January 2016 and without prejudice to other applicable data protection provisions as set out in the Fund documentation, the Fund will be required to annually report this information to the LTA as from 2017.

The Fund's ability to satisfy its reporting obligations under the CRS Law will depend on each investor providing the Fund with the information, along with the required supporting documentary evidence. In this context, the investors are hereby informed that, the Fund will process the information for the purposes as set out in the CRS Law. The investors undertake to inform the Fund or the AIFM, if applicable, of the processing of their Information by the Fund.

The investors are further informed that the information related to Reportable Persons within the meaning of the CRS Law will be disclosed to the LTA annually for the purposes set out in the CRS Law.

The investors undertake to immediately inform the Fund of, and provide the Fund with all supporting documentary evidence of any changes related to the information after occurrence of such changes.

Any investor that fails to comply with the Fund's Information or documentation requests may be held liable for penalties imposed on the Fund and attributable to such investor's failure to provide the information or subject to disclosure of the information by the Fund to the LTA.

If investors are in doubt, they should consult their tax advisor, stockbroker, bank manager, solicitor, account or other financial advisor regarding the possible implications of CRS on an investment in the Fund.

### **Foreign Account Tax Compliance Act ("FATCA")**

The Hiring Incentives to Restore Employment Act (the "**Hire Act**") was signed into US law in March 2010. It includes special provisions laid down in the Foreign Account Tax Compliance Act, generally known as "FATCA". The intention of FATCA is that details of US investors holding assets outside the US will be reported by financial institutions to the Internal Revenue Service (IRS), as a safeguard against US tax evasion.

This regime will become effective in phases between 1 July 2014 and 15 March 2018. Based on the Treasury Regulations §1.1471-§1.1474 issued on 17 January 2013 (the "**Treasury Regulations**") the Fund is a "Financial Institution". As a result of the Hire Act, and to discourage non-US Financial Institutions from staying outside this regime, on or after 1 July 2014, a Financial Institution that does not enter and comply with the regime will be subject to a US withholding tax of 30% on gross proceeds as well as on income from the US and, on or after 1 January 2017, also potentially on non-US investments.

Luxembourg has entered into a Model I Intergovernmental Agreement ("**IGA**") with the United States. Under the terms of the IGA, the Fund will be obliged to comply with the provisions of FATCA under the terms of the IGA and under the terms of Luxembourg legislation implementing the IGA (the "**Luxembourg IGA legislation**"), rather than under the US Treasury Regulations implementing FATCA.

In order to protect Shareholders from the effect of any penalty withholding, it is the intention of the Fund to be compliant with the requirements of the FATCA regime and hence, qualify as a so-called "participating financial institution" as defined in the IGA.

The Fund qualifies as a so-called "sponsored financial institution" as defined in the IGA. The Sub-Administrative Agent qualifies as a so-called "sponsoring financial institution". The Sub-Administrative Agent agrees to sponsor the Fund for the purpose and within the meaning of the IGA. The Fund intends to be so-called "non-reporting sponsored financial institutions" within the meaning of the IGA. In case the Fund would be subject to reporting obligations under the FATCA regulation, the Sub-Administrative Agent will register the Fund as its sponsoring entity with the IRS and hence, the Sub-Administrative Agent will comply as set out in article 2 and 4 as well as Annex II, Chapter IV, section A. 3 of the IGA in due time (i.e. not later than 90 (ninety) days after the reportable event has first been identified) with all due diligence, withholding, registration and reporting obligations on behalf of the Fund regarding certain holdings by and payments made to (a) certain US investors, (b) certain US controlled foreign entity investors and (c) non-US financial institution investors that do not comply with the terms of the Luxembourg IGA legislation. Further, the Sub-Administrative Agent will perform any requirements that the Fund would have been required to perform if it were a reporting Luxembourg financial institution as defined in the IGA.

Under the Luxembourg IGA, such information will be onward reported by the Luxembourg tax authorities to the IRS under the general information exchange provisions of the US-Luxembourg Income Tax Treaty. The Sub-Administrative Agent is required to monitor its own and the Fund's status as being a participating financial institution and a non-reporting entity on an ongoing basis and has to ensure that the Sub-Administrative Agent and the Fund meet the conditions for such status over the time.

In cases where investors invest in the Fund through an intermediary or a distributor, investors are reminded to check whether such intermediary is FATCA compliant and hence, qualifies as a participating financial institution as defined in the IGA. In case any of the Fund's distributor should change its status as participating financial institution, such distributor will notify the Management Company within ninety (90) days from the change in status of such change and the Management Company is entitled a) to redeem all Shares held through such distributor, b) to convert such Shares into direct holdings of the Fund, or c) to transfer such Shares to another nominee within six (6) months of the change in status. Further, any agreement with a distributor can be terminated in case of such change in status of the distributor within ninety (90) days of notification of the distributor's change in status.

Although the Fund and the Management Company will attempt to satisfy any obligations imposed on it to avoid the imposition of the US withholding tax, no assurance can be given that the Fund and the Management Company will be able to satisfy these obligations. If the Fund becomes subject to a withholding tax as a result of the FATCA regime, the value of the Shares held by the Shareholders may suffer material losses.

Other jurisdictions currently are in the process of adopting tax legislation concerning the reporting of information. The Fund also intends to comply with such other similar tax legislation that may apply to the Fund, although the precise requirements are not fully known yet. As a result, the Fund may need to seek information about the tax status of investors under the laws of such jurisdictions for disclosure to the relevant governmental authorities.

**If you are in any doubt, you should consult your tax advisor, stockbroker, bank manager, solicitor, accountant or other financial adviser regarding the possible implications of FATCA on an investment in the Fund.**

## REGULATORY DISCLOSURES

### Conflicts of Interest

The Management Company, the Depositary and the other service providers of the Fund, and/or their respective affiliates, members, employees or any person connected with them may be subject to various conflicts of interest in their relationships with the Fund.

The Board of Directors has adopted and implemented a conflicts of interest policy in accordance with its Code of Conduct.

The Management Company and the Depositary have adopted and implemented a conflicts of interest policy and have made appropriate organisational and administrative arrangements to identify and manage conflicts of interests so as to minimise the risk of the Fund's interests being prejudiced, and if they cannot be avoided, ensure that the Fund's investors are treated fairly.

The Management Company, the Depositary and certain distributors are part of the SEB Group (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 Fund invests.

Entities of the Affiliated Person act as counterparty and in respect of financial derivative contracts entered into by the Fund.

Potential conflicts of interest or duties may arise because the Affiliated Person may have invested directly or indirectly in the Fund. The Affiliated Person could hold a relatively large proportion of units in the Fund. Furthermore, a potential conflict may arise because the Depositary is related to a legal entity of the Affiliated Person which provides other products or services to the Fund.

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 Fund 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 Fund or its investors, are carried out with an appropriate level of independence and that any conflicts are resolved fairly. Details can be found on the following webpage:

[http://sebgroup.lu/siteassets/about-seb/policies/sebsa\\_conflict\\_of\\_interest.pdf](http://sebgroup.lu/siteassets/about-seb/policies/sebsa_conflict_of_interest.pdf) for the Depositary

[http://sebgroup.com/siteassets/corporations\\_and\\_institutions/our\\_services/transaction\\_banking\\_for\\_institutional\\_clients/fund\\_services\\_and\\_fund\\_execution/conflicts\\_of\\_interest\\_seb\\_fund\\_services.pdf](http://sebgroup.com/siteassets/corporations_and_institutions/our_services/transaction_banking_for_institutional_clients/fund_services_and_fund_execution/conflicts_of_interest_seb_fund_services.pdf) for SEB Fund Services S.A.

Notwithstanding its due care and best effort, there is a risk that the organizational 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 Fund or its unitholders will be prevented. In such case these non-neutralized 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 Fund). Respective information will also be available free of charge at the registered office of the Management Company.

### **Exercise of voting rights**

A summary of the strategy for determining when and how voting rights attached to the Fund's investments are to be exercised shall be made available to investors. The information related to the actions taken on the basis of this strategy in relation to the Fund shall be made available to investors upon request at the registered office of the Fund.

The organization and exercise of voting rights' policy is available, free of charge, upon request at the registered office of the Management Company and on the website of the Management Company.

### **Preferential treatment of investors**

Unitholders are being given a fair treatment by ensuring that they are subject to the same rights and, as the case may be, the same obligations vis-à-vis the Fund (as such rights are obligations notably result from the Management Regulations and this Prospectus) as those to which other Unitholders, having invested in, and equally or similarly contributed to, the same class of Units, are subject to. Notwithstanding the foregoing paragraph, it cannot be excluded that a Unitholder be given a preferential treatment in the meaning of, and to the widest extent, allowed by, the Management Regulations. Whenever a Unitholder obtains preferential treatment or the right to obtain a preferential treatment, a description of that preferential treatment, the type of Unitholders

who obtained such preferential treatment and, where relevant, their legal or economic links with the Fund or the Management Company will be made available at the registered office of the Management Company subject the same limits required by the Law.

### **Best execution**

The Management Company acts in the best interest of the Fund when executing investment decisions, For that purpose, the Management Company shall monitor that the Investment Manager takes all reasonable steps to obtain the best possible result for the Fund, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, or any other consideration relevant to the execution and settlement of the order in accordance with its Instructions for Ensuring a Proper Execution, Handling and Transmission of orders in Financial Instruments, available, free of charge, upon request at the registered office of the Management Company and on the website of the Management Company.

### **Inducements**

Third parties, including Affiliated Person, may be remunerated or compensated by SEB Fund Services S.A. in monetary/non-monetary form in relation the provision of a covered service as defined in the Instruction relating to Inducements. SEB Fund Services S.A. strives to ensure that in providing services to its investors, it acts at all times in an honest, fair and professional manner, and in the best interests of the investors. The Instruction relating to Inducements in SEB Fund Services S.A. is available, free of charge, upon request at the registered office of the Management Company and on the website of the Management Company.

### **Complaints' handling**

Information relating to the complaints' handling procedure will be made available to investors, free of charge, upon request at the registered office of the Management Company and on the website of the Management Company.

### **Remuneration Policy**

The Management Company has implemented a remuneration policy, which is reviewed at least annually, that is designed to encourage good performance and behavior, and seeks to achieve a balanced risk-taking that goes in line with unitholders' expectations.

In SEB Group, there is clear distinction between the criteria for setting fixed remuneration (e.g. base pay, pension and other benefits) and variable remuneration (e.g. short- and long-term variable remuneration). The individual total remuneration corresponds to requirements on task complexity, management and functional accountability and is also related to the individual's performance.

SEB Group provides a sound balance between fixed and variable remuneration and aligns the payout horizon of variable pay with the risk horizon. This implies that certain maximum levels and deferral arrangements apply for different categories of employees.

Details of the up-to-date remuneration policy are available to investors, free of charge, upon request at the registered office of the Management Company, and on the website of the Management Company.

The policy shall secure that remuneration is in line with the business strategy, objectives, values and long term interest of the unitholders, and includes measures to avoid conflicts of interests.

The assessment process of performance is based on the longer term performance of the Fund and its investment risks and the actual payment of performance-based components of remuneration is spread over the same period.

The remuneration policy is available on

[http://sebgroup.com/siteassets/corporations\\_and\\_institutions/our\\_services/transaction\\_banking/for\\_institutional\\_clients/fund\\_services\\_and\\_fund\\_execution/remuneration-policy-fund-services.pdf](http://sebgroup.com/siteassets/corporations_and_institutions/our_services/transaction_banking/for_institutional_clients/fund_services_and_fund_execution/remuneration-policy-fund-services.pdf).

## **LIQUIDATION OF THE FUND**

The Fund may be liquidated at any time by the Management Company, and in particular in the occurrence of any such event as is described in the Management Regulations. The Fund must be liquidated if the Management Company is wound up for any reason and in such other cases as provided for by law.

Unitholders shall be notified prior to the effective date for the liquidation of the reasons for and of the procedure for the redemption and liquidation operations. Registered holders shall be notified in writing and, as the case may be, in all other forms prescribed by applicable laws and regulations of the countries where the units of the Fund are sold. According to legal requirements, this should also be published by the Management Company in the RESA and in at least two newspapers with appropriate distribution, at least one of which must be a Luxembourg newspaper.

Should an event occur causing liquidation of the Fund, the issue of units in the Fund shall be ceased. The Management Company may decide to stop redemption of units or accept redemption requests insofar as it is possible to ensure the equal treatment of the unitholders.

The Depositary shall share any liquidation revenue for each Class within the Fund minus liquidation expenses and fees among the unitholders of the relevant Class in the Fund in proportion to their holding of such units in such Class, as instructed by the Management Company or by any liquidators that may have been appointed by the Management Company or the Depositary in agreement with the supervisory authorities. Liquidation revenue not distributed to unitholders after conclusion of the liquidation proceedings shall be converted into Euro if required by law and shall be deposited by the Depositary on behalf of entitled unitholders after conclusion of the liquidation proceedings with the Luxembourg *Caisse de Consignation*. Unless claimed within the statutory time limit, such amounts shall accrue to the *Caisse de Consignation*.

Unitholders, their heirs and/or heirs in title may not demand the liquidation and/or division of the Fund.

## **TERMINATION AND AMALGAMATION OF SUB-FUNDS /CLASSES OF UNITS**

In accordance with the Management Regulations and in the event that for any reason the value of the total net assets in any Sub-Fund or Class has decreased to, or has not reached, an amount determined by the Management Company to be the minimum level for such Sub-Fund or Class to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization, the Management Company may decide to redeem all the units of the relevant Sub-Fund or Class at the Net Asset Value per unit (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect.

The Fund shall serve a notice to the holders of the relevant units prior to the effective date for the compulsory redemption, which will indicate the reasons of and the procedure for the redemption operations: registered holders shall be notified in writing, and, as the case may be, in all other forms prescribed by applicable laws and regulations of the countries where the units of the Sub-Fund or Class are sold. The event leading to dissolution must be published in the *Recueil*

*Electronique des Sociétés et Associations* (the “**RESA**”) and in at least two newspapers with appropriate distribution, at least one of which must be a Luxembourg newspaper. Such event will also be notified to the unitholders in such other manner as may be deemed appropriate by the Management Company.

From the occurrence of the event giving rise to a liquidation, issues of units are prohibited on penalty of nullity. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the unitholders, the unitholders of the Sub-Fund or Class concerned may continue to request redemption of their units free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

In case of a liquidation of any Sub-Fund or class of Units, the remaining assets not distributed to unitholders belonging to the Sub-Fund or to the class of Units concerned have to be deposited with the *Caisse de Consignation*.

All redeemed units shall be cancelled.

Under the same circumstances as provided by the first paragraph here above, the Board of Directors may decide to allocate the assets of any Sub-Fund to those of another existing Sub-Fund within the Fund or to another undertaking for collective investment organized under the provisions of Part I of the Law or to another sub-fund within such other undertaking for collective investment (the “**new Sub-Fund**”) and to redesignate the units of the Sub-Fund concerned as units of another Sub-Fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to unitholders). Such decision will be published in the same manner as described in the first paragraph here above one month before its effectiveness (and, in addition, the publication will contain information in relation to the new Sub-Fund), in order to enable unitholders to request redemption of their units, free of charge, during such period.

#### **APPLICABLE LAW, JURISDICTION AND GOVERNING LANGUAGE**

Disputes arising between the unitholders, the Management Company and the Depositary shall be settled according to Luxembourg law and subject to the jurisdiction of the District Court of Luxembourg, provided, however, that the Management Company and the Depositary may subject themselves and the Fund to the jurisdiction of courts of the countries, in which the units of the Fund are offered and sold, with respect to claims by investors resident in such countries and, with respect to matters relating to subscriptions and redemptions by unitholders resident in such countries, to the laws of such countries.

English shall be the governing language for this Prospectus and the KIID, provided, however, that the Management Company and the Depositary may, on behalf of themselves and the Fund, consider as binding the translation in languages of the countries in which the units of the Fund are offered and sold.

## **PART B: SPECIFIC INFORMATION RELATING TO THE SUB-FUNDS**

### **CB FUND – SAVE EARTH FUND®**

#### **1. Investment Objective**

The Sub-Fund's investment objective is to create a long term positive return.

#### **Investment Strategy**

To attain these objectives, the Sub-Fund investments will be made through a globally diversified portfolio mainly consisting of equities related to the areas of Renewable Energy, Clean Technologies, Water Management and Water Distribution.

The selection of the stocks is performed with the help of both qualitative and quantitative analyses focusing on the profitability (Corporate Fundamental Analysis), the growth opportunities of the companies, valuation and technical analysis. The Sub-Fund is aiming at a lower risk than the MSCI World Index, risk being measured by the standard deviation of returns. The Sub-Fund intends to pursue a buy-and-hold strategy (i.e. low turnover ratio).

The geographical and the sector diversification of the Sub-Fund will be enforced by allocating its assets globally between equities related to the areas of Water Management, Water Distribution, Clean Technologies and Renewable Energy.

The Sub-Fund may also invest in UCITS/other UCIs and Exchange Traded Funds (ETFs) targeting investments within the same areas or related industries. The Sub-Fund will not invest more than 10% of its net assets in units/shares of other UCITS or UCIs.

Furthermore, with a view to maintaining adequate liquidity, the Sub-Fund may hold, on an ancillary basis, liquid assets.

In accordance with Article 4 of the Management Regulations the Fund may use derivatives for hedging purposes.

In addition the Sub-Fund may invest in all the other instruments as set out under Article 4 of the Management Regulation taking into account the investment restrictions laid down in the same Article.

The Sub-Fund does currently not make use of Efficient Portfolio Management techniques, nor enter into total return swaps or financial derivative instruments with similar characteristics and as such the Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse is currently not applicable. The Prospectus will be updated accordingly prior to the use of any such instruments or techniques.

The global exposure and leverage of the Sub-fund will be measured and monitored according to the commitment approach methodology.

The above mentioned investment policies and objectives do not constitute a guarantee of performance.

#### **2. Classes of Units available**

The Management Company offers Class "C" units for institutional investors ("IC" unit class) as well as for retail investors ("RC" unit class) in this Sub-Fund. Retail units ("R" unit class) may be issued to all kind of investors whereas institutional units ("I" unit class) may only be acquired by investors as defined by Article 174 (2) of the Law.

Class C units capitalize income. Class D units distribute dividends. Unitholders have the right to convert their units of one class into units of another class at a price based on the respective net asset value per unit. Conversions are at any time subject to the above-mentioned conversion clause as well as the provisions set forth in the Management Regulations.

Class IC and Class ID units are subject to a minimum initial investment of EUR 500,000.

Class ID units will distribute on an annual basis, on the first business day of November in Luxembourg, a dividend of 6% of the net asset value of Class ID (prior to the distribution of dividend) as at the last business day of October in Luxembourg. There will be no distribution of dividend in the case where such distribution would cause the net assets of the Fund to fall below the minimum capital required under the Law.

The following unit classes are currently available for subscription:

name of unit class	currency	ISIN code
IC	EUR	LU0354788506
RC	EUR	LU0354788688
ID	EUR	LU1053083884

### **3. Typical investor**

The Sub-Fund is intended for investors who seek exposure to the growing industries of Renewable Energy, Clean Technologies, Water Management and Water Distribution but who do neither have the ability nor the expertise to make any direct investments in the underlying equities or UCIs. The Sub-Fund is appropriate for investors seeking an investment horizon of a minimum of 5 years.

### **4. Reference Currency**

The Reference Currency of the Sub-Fund is the Euro (EUR).

### **5. Frequency of the Net Asset Value calculation and Valuation Day**

The Net Asset Value per unit of the Sub-Fund is valued, under the overall responsibility of the Management Company daily as of each business day in Luxembourg (the "**Valuation Day**").

### **6. Investment Manager**

For the Sub-Fund, the Management Company has designated CB Asset Management AB as investment manager. The Investment Manager shall be entitled to delegate at its sole discretion and responsibility and its own costs and with the approval of the Management Company the whole or part of his services under the Investment Management Agreement to any agent or person affiliated with him. This delegation is also subject to the prior approval of CSSF and requires a subsequent update of the Prospectus.

The Investment Manager has full authority, without the need for prior reference to the Management Company or any third party, to manage the assets of the Sub-Fund, all in accordance with the investment objectives, policy and restrictions, as laid down in the present Prospectus.

### **7. Administration, Registrar and Transfer Agent**

For the Sub-Fund, the Management Company has sub-delegated the Administration, the Registrar and Transfer Agent function to European Fund Administration S.A.

## 8. Listing on the Luxembourg Stock Exchange

The Management Company does not intend to apply for the listing of the units of the Sub-Fund on the Luxembourg Stock Exchange.

## 9. Availability of the Net Asset Value and of other information

The Net Asset Value per unit of each Class in the Sub-Fund will be available at the registered office of the Management Company.

## 10. Risk warnings

Investors are advised to carefully consider the risks of investing in the Sub-Fund and should refer in relation thereto to the Section "RISK FACTORS APPLICABLE TO THE INVESTMENT IN THE FUND" in Part A of this Prospectus.

The investment of the Sub-Fund may in particular be subject to market fluctuations due to changes in the prices of raw material as well as changes that affect the usage of renewable sources of energy.

## 11. Fees

In consideration for its management and central administrative services related to the Sub-Fund, the Management Company is entitled to receive out of the Sub-Fund's assets fees calculated on each Valuation Day and paid out monthly in arrears.

Such fees shall include the following:

- **Management Fee:** the Management Company is entitled to receive out of the Sub-Fund's assets a management fee of maximum 1.075% p.a. including the investment management fees due to the Investment Manager. This fee is payable monthly in arrears based on the Sub-Fund's average net assets calculated each Valuation Day.
- **Administration Fee:** the Management Company is entitled to receive out of the Sub-Fund's assets an administration fee of maximum 0.12% p.a. including the fees due to the Depositary. This fee is payable monthly in arrears based on the Sub-Fund's average net assets calculated each Valuation Day. However, the Management Company is entitled to a monthly minimum administration fee of EUR 3,000. The minimum fee is payable monthly in arrears to the Management Company.
- **Promotional Fee:** the Management Company may receive out of the Sub-Fund's assets an additional promotional fee of maximum 0.20% p.a. This fee is payable monthly in arrears based on the Sub-Fund's average net assets calculated each Valuation Day.

**Registrar and Transfer Agent Fee:** The Management Company is also entitled to receive out of the Sub-Fund's assets for the Registrar and Transfer Agent function an annual flat fee of EUR 5,000 per unit class payable monthly in arrears.

### Performance Fee:

#### ***"IC" unit class***

The performance fee per unit of the "IC" unit class equals 20% of the outperformance of the Net Asset Value per unit over the benchmark, which is the MSCI World Net Index (Bloomberg ticker: MSDEWIN), pre performance fee, but post the management fee and other types of fees, above the current Hurdle Value.

The performance fee will be calculated and accrued daily and crystallized at the end of each calculation period. The calculation period for the “IC” unit class shall be quarterly.

The excess performance on each Valuation Day is defined as any difference between the current Base Net Asset Value (Base NAV) and the current Hurdle Value. If the difference is negative, excess performance is defined to be zero.

The Base NAV is calculated after deduction of the management fee and administration fee but prior to the calculation of any performance fee on the relevant Valuation Day.

The Hurdle Value is the NAV at the end of the last calculation period where performance fee was paid multiplied by the current value of the MSCI World Index and divided by the corresponding index value recorded at the end of the same calculation period.

The definitions and calculations are as follows:

Performance fee(t) = no of Units(t) \* 20% \* Excess performance (t)

No of units(t) = Number of units of the relevant unit class on the relevant Valuation Day before subscriptions and redemptions have been taken into account on that Valuation Day(t)

Excess performance = Base NAV(t) – Hurdle Value(t) if difference is larger than 0

The initial offer price of each unit class shall be the starting point for the first calculation of performance fee.

The performance fee shall be payable quarterly in arrears to the Investment Manager. In case an investor redeems during a calculation period, the accrued performance fee in respect of the investor’s units will become payable to the Investment Manager.

#### **“ID” unit class**

The performance fee per unit of the “ID” unit class equals 20% of the outperformance of the Net Asset Value per unit over the benchmark, which is the MSCI World Net Index (Bloomberg ticker: MSDEWIN), pre performance fee, but post the management fee and other types of fees ,above the current Hurdle Value.

The performance fee will be calculated and accrued daily and crystallized at the end of each calculation period. The calculation period for the “ID” unit class shall be quarterly.

The excess performance on each Valuation Day is defined as any difference between the current Base Net Asset Value (Base NAV) and the current Hurdle Value. If the difference is negative, excess performance is defined to be zero.

The Base NAV is calculated after deduction of the management fee and administration fee prior to the calculation of any performance fee on the relevant Valuation Day and includes any dividend distributed during the calculation period as well as performance of the dividend as though it was still invested.

The Hurdle Value is the NAV at the end of the last calculation period where performance fee was paid multiplied by the current value of the MSCI World Index and divided by the corresponding index value recorded at the end of the same calculation period.

The definitions and calculations are as follows:



Performance fee(t) = no of Units(t) \* 20% \* Excess performance (t)

No of units(t) = Number of units of the relevant unit class on the relevant Valuation Day before subscriptions and redemptions have been taken into account on that Valuation Day(t)

Excess performance = Base NAV(t) – Hurdle Value(t) if difference is larger than 0

The initial offer price of each unit class shall be the starting point for the first calculation of performance fee.

The performance fee shall be payable quarterly in arrears to the Investment Manager. In case an investor redeems during a calculation period, the accrued performance fee in respect of the investor's units will become payable to the Investment Manager.

**Issue commission:** The issue price may be increased by an issue commission not exceeding 5% of the Net Asset Value per unit of the relevant class payable to the parties involved in the sales of units.

**Redemption fee:** No redemption fee is applicable to Class C units for the moment. A redemption fee of 1% based on the applicable Net Asset Value is applicable to Class D units.

**Conversion fee:** No conversion fee is applicable to the Sub-Fund for the moment.

## 12. Duration

The Sub-Fund is established for an unlimited duration.