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Luxembourg, le 2016-08-12

Commission de Surveillance du Secteur Financier



PROSPECTUS

for an open offer of jointly owned units

Quivis Capital Fund

OPEN-ENDED UMBRELLA FUND
"Fonds Commun de Placement"
UNDER LUXEMBOURG LAW

5 August 2016

5 Allée Scheffer
LUXEMBOURG

This prospectus is valid only if accompanied by the management regulations, a subscription form, the last annual report and the last semi-annual report, if the latter is more recent than the annual report.

No information may be put forward other than that contained in this prospectus and in the documents mentioned therein, which may be perused by the public.

Open-ended Umbrella Fund under Luxembourg Law
with multiple sub-funds
Fonds Commun de Placement

Management Company:

Quaestio Investments S.A.
Société anonyme (public limited company)
5, Allée Scheffer
L-2520 LUXEMBOURG

Conducting Persons of the Management Company:

- Mrs Barbara Giardini
Quaestio Investments S.A.
5 Allée Scheffer
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- Mrs Federica Pasca
Quaestio Investments S.A.
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L-2520 Luxembourg

- Mr Gregor Klaedtke
Quaestio Investments S.A.
5, Allée Scheffer
L-2520 Luxembourg

Board of Directors of the Management Company:

Chairman of the Board of Directors

- Mr. Francesco Cesarini
Università Cattolica del Sacro Cuore
Via Necchi, 5
I – 20123 Milano

Directors

- Mr. Alessandro Penati
Corso Como 15
I-20154 Milano,
Italy

- Mr. Massimo Paolo Gentili
Gentili & Partners
11, rue Beatrix de Bourbon
L-1225 Luxembourg

- Mr. Bruno Vanderschelden
Independent Director
19, rue de Bitbourg
L-1273 Luxembourg

- Mr. Benoît Paquay
Independent Director
6B, Route de Trèves (6th Floor)
L-2633 Senningerberg

- Mr. Paolo Pettrignani
Quaestio Capital Management SGR SpA Unipersonale
Corso Como, 15
I – 20154 Milan
Italy

INVESTMENT MANAGER

Quaestio Capital Management SGR SpA
Corso Como 15
I- 20154 Milano
Italy

DEPOSITARY BANK, ADMINISTRATIVE, TRANSFER AND REGISTER AGENT

CACEIS Bank Luxembourg,
5, Allée Scheffer
L-2520 LUXEMBOURG

AUDITOR of Quivis Capital Fund and its Management Company Quaestio Investments S.A.

PricewaterhouseCoopers, Société Coopérative
2, rue Gerhard Mercator
L-1014 Luxembourg

DISTRIBUTOR AND NOMINEE

Quaestio Capital Management SGR S.p.A.
Corso Como 15
I- 20154 Milano
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MAIN CHARACTERISTICS OF THE FUND

Quivis Capital Fund (the "Fund") is an Undertaking for Collective Investment in Transferable Securities under Luxembourg Law, created in Luxembourg pursuant to Part I of the Law of 17 December 2010 on undertakings for collective investment (the "Law"). The Management Regulations (the "Regulations"), in force since 16 December 2005, were published in the "Mémorial, Recueil Spécial des Sociétés et Associations" (the "Memorial") on 16 December 2005. The Regulations were amended for the last time with effect on 1 January 2016, and a notice of the deposit of the amended Management Regulations at the *Registre de Commerce et des Sociétés de Luxembourg* has been published on 31 December 2015 in the Memorial. The Regulations were filed with the Registrar of the District Court of and in Luxembourg, where they can be perused and copies thereof may be obtained.

The prospectus may not be used for offer and sale solicitation purposes in countries and under circumstances where such an offer or solicitation is not authorised. In particular, the units of the Fund have not been registered in accordance with any of the legislative or regulatory provisions of the United States of America. The units of the Fund may consequently not be offered to the public in that country. They may be subscribed by American residents on the sole condition and within the strict limits set out by the applicable American legislation and regulations.

The Fund has been created for an unspecified period. The reference currency of the Fund is the Euro. As an Open-Ended Collective Investment Fund, Quivis Capital Fund has no legal personality.

Its assets are owned jointly and severally by the investors and constitute separate assets from those of the Management Company. All the Units have equal rights. There is no restriction to the amount of the assets or to the number of Units representing the assets of the Fund. The net assets of the Fund shall be at least equal to EUR 1,250,000.

The respective rights and obligations of the Unit Holders, the Management Company and the Depositary Bank are defined by the Regulations.

The Management Company may, in agreement with the Depositary Bank and in accordance with Luxembourg Law, make such amendments to the Regulations as it shall deem useful in the interest of the Unit Holders. The amendments shall be published in the "Mémorial, Recueil Spécial des Sociétés et Associations" and shall enter into force on the day of the signature of the Regulations.

The Regulations do not stipulate that the investors have to attend a General Meeting of Unit Holders.

MANAGEMENT COMPANY

The Fund is managed by Quaestio Investments S.A. (the "Management Company") having its registered office in Luxembourg at 5, Allée Scheffer, L-2520 Luxembourg. The Management Company is organised under Chapter 15 of the Law and currently manages further undertakings for collective investments.

The Management Company has been incorporated as a public limited company under Luxembourg law on 6 March 2014 under the name "Quaestio S.A." and was contributed with the branch of activities of the previous management company of the Fund (newly renamed "Quaestio Holding") on 8 July 2014, in accordance with the contribution plan dated 3 June 2014 and published in the Memorial number 1473 on 7 June 2014. The articles of association of the Management Company have been published in the Memorial number 1452 on 5 June 2014 and have been amended for the last time on 15 July 2014. It is registered with the *Registre de Commerce et des Sociétés de Luxembourg* under reference B185759. The Management Company is established for an undetermined period of time. Its fully paid-up share capital amounts to EUR 2,240,000.

The Management Company shall manage the Fund in accordance with the Regulations, the Prospectus and the Law and in the exclusive interest of the Unit Holders.

The Management Company will provide investment management services, administrative services and distribution services in accordance with the Law.

The management of the assets of the Fund is effected under the control and the ultimate responsibility of the Management Company.

Subject to the conditions set forth by the Law, the Management Company is authorized to delegate under its responsibility and control part or all of its functions and duties to third parties.

The remuneration policy of the Management Company is consistent with and promotes sound and effective risk management and does not encourage risk-taking which is inconsistent with the risk profile, rules or instruments of incorporation of the funds managed.

The remuneration policy reflects the Management Company's objectives for good corporate governance as well as sustained and long-term value creation for the Unit Holders. The remuneration policy has been designed and implemented to:

- support actively the achievement of the Management Company's strategy and objectives;
- support the competitiveness of the Management Company in the markets it operates;
- be able to attract, develop and retain high-performing and motivated employees; and
- address any situations of conflicts of interest. For that purpose, the Management Company has implemented and maintains an adequate management of conflicts of interest policy.

Employees of the Management Company are offered a competitive and market-aligned remuneration package making fixed salaries a significant component of their total package. Moreover, the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Fund in order to ensure that the assessment process is based on the longer-term performance of the Fund and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period.

The Management Company complies with the remuneration principles described above in a way and to the extent that is appropriate to its size, internal organisation and the nature, scope and complexity of its activities. Moreover, the principles of the remuneration policy are reviewed on a regular basis and adapted to the evolving regulatory framework. The remuneration policy has been approved by the Board of Directors of the Management Company.

The details of the up-to-date remuneration policy including, but not limited to, a description of how remuneration and benefits are calculated, the identities of persons responsible for awarding the remuneration and benefits including the composition of the remuneration committee, where such a committee exists, can be found on the website of the Management Company (i.e., <http://www.quaestioinvestments.com/en/companies>). A paper copy of the remuneration policy will be made available free of charge upon request.

DEPOSITARY BANK AND ADMINISTRATIVE AGENT

CACEIS Bank Luxembourg is acting as depositary of the Fund (the "Depositary") in accordance with a depositary agreement dated February 1st, 2012 as amended from time to time (the "Depositary Agreement") and the relevant provisions of the Law and the Regulations.

Investors may consult upon request at the registered office of the Fund, the Depositary Agreement to have a better understanding and knowledge of the limited duties and liabilities of the Depositary.

The Depositary is a société anonyme incorporated under the laws of Luxembourg, registered with the Register of Trade and Companies under number B91.985, whose registered office is at 5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg. The Depositary is authorised to exercise any banking activities in the Grand Duchy of Luxembourg.

The Depositary has been entrusted with the custody and/or, as the case may be, recordkeeping and ownership verification of the Sub Funds' assets, and it shall fulfil the obligations and duties provided for by Part I of the Law. In particular, the Depositary shall ensure an effective and proper monitoring of the Fund's cash flows.

In due compliance with the Law the Depositary shall:

- (i) ensure that the sale, issue, re-purchase, redemption and cancellation of units of the Fund are carried out in accordance with the applicable national law and the Regulations;
- (ii) ensure that the value of the Units is calculated in accordance with the Law and the Regulations;
- (iii) carry out the instructions of the Fund, unless they conflict with the Law or the Regulations;
- (iv) ensure that in transactions involving the Fund's assets any consideration is remitted to the Fund within the usual time limits; and
- (v) ensure that the Fund's income is applied in accordance with the Law and the Regulations.

The Depositary may not delegate any of the obligations and duties set out in (i) to (v) of this clause.

In compliance with the provisions of the Law, the Depositary may, under certain conditions, entrust part or all of the assets which are placed under its custody and/or recordkeeping to correspondents or third party custodians as appointed from time to time. The Depositary's liability shall not be affected by any such delegation, unless otherwise specified, but only within the limits as permitted by the Law.

A list of these correspondents/third party custodians are available on the website of the Depositary (www.caceis.com, section "Regulatory Watch" / "UCITS V" / "information to unit-holders of UCITS"). Such list may be updated from time to time. A complete list of all correspondents/third party custodians may be obtained, free of charge and upon request, from the Depositary. Up-to-date information regarding the identity of the Depositary, the description of its duties and of conflicts of interest that may arise, the safekeeping functions delegated by the Depositary and any conflicts of interest that may arise from such a delegation are also made available to investors on the website of the Depositary, as mentioned above, and upon request. There are many situations in which a conflict of interest may arise, notably when the Depositary delegates its safekeeping functions or when the Depositary also performs other tasks on behalf of the Fund, such as administrative agency and registrar agency services. These situations and the conflicts of interest thereto related have been identified by the Depositary. In order to protect the Fund's and its shareholders' interests and comply with applicable regulations, a policy and procedures designed to prevent situations of conflicts of interest and monitor them when they arise have been set in place within the Depositary, aiming namely at:

- (a) identifying and analysing potential situations of conflicts of interest;
- (b) recording, managing and monitoring the conflict of interest situations either in:
 - relying on the permanent measures in place to address conflicts of interest such as maintaining separate legal entities, segregation of duties, separation of reporting lines, insider lists for staff members; or
 - implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall, making sure that operations are carried out at arm's length and/or informing the concerned shareholders of the Fund, or (ii) refuse to carry out the activity giving rise to the conflict of interest.

The Depositary has established a functional, hierarchical and/or contractual separation between the performance of its UCITS depositary functions and the performance of other tasks on behalf of the Fund, notably, administrative agency and registrar agency services.

The Fund and the Depositary may terminate the Depositary agreement at any time by giving ninety (90) days' notice in writing. The Fund may, however, dismiss the Depositary only if a new depositary bank is appointed within two months to take over the functions and responsibilities of the Depositary. After its dismissal, the Depositary must continue to carry out its functions and responsibilities until such time as the entire assets of the Sub-Funds have been transferred to the new depositary bank.

The Depositary has no decision-making discretion nor any advice duty relating to the Fund's investments. The Depositary is a service provider to the Fund and is not responsible for the preparation of this Prospectus and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus or the validity of the structure and investments of the Fund.

By a separate contract concluded on February 1st, 2012, the Management Company has appointed CACEIS Bank Luxembourg as administrative, transfer, and register agent of the Fund. This agreement may be amended by mutual consent by the Fund and the company that is party thereto.

The Depositary Bank may, under its full and entire liability and in compliance with the applicable regulatory provisions, outsource all or part of the administrative, transfer, and register agent assumed by it to a third entity.

INVESTMENT MANAGERS

The Management Company is responsible for the Fund's investment policy.

The Management Company may call on reputable investment managers (the "Investment Manager") to manage the portfolio of the sub-funds.

The investment managers appointed for each sub-fund are specified in the relevant Descriptive Sheets.

The Investment Managers, as appointed by the Management Company on behalf of the Fund shall be in charge of the daily management of the relevant sub-funds.

The Investment Managers shall also monitor the performance, compliance with the regulations concerning positions, and the monitoring of subscriptions and redemption, under the supervision and responsibility of the Management Company.

INVESTMENT ADVISERS

The Management Company of the Fund can also appoint investment advisers, for the investment advisory of the assets of the sub-funds, the selection and assessment of the Investment Managers, the Risk Management Portfolio monitoring and any other activity required by the Management Company.

Manager selection activity will be:

- Monitoring national and international industry analyzing the managers presents in the market and the strategies effectively used.
- Meetings with the managers and analysis on the organization of each manager's investment process.
- Selection of new managers for new sub-funds.
- To deal the best economic conditions for the start-up of the management activity.
- The continuous assessment of the investment managers.

Risk management activity will be:

- Monitoring of market, credit counterparty, liquidity and operational risks

- Compliance: constant check that law, regulatory and contractual limits to be respected
- Reporting to the client with a global and a detailed portfolio view with: risk and performance indicators, monitoring of portfolio quote movements, portfolio analysis, comparison with the benchmark and the indices, check and analysis of implemented strategies.”

The Investment Adviser appointed for each sub-fund is specified in the relevant Descriptive Sheet.

DISTRIBUTORS AND NOMINEES

The Fund’s Management Company, by means of an agreement, has appointed at its own expenses Quaestio Capital Management SGR S.p.A., Corso Como 15, Milano, Italy, as Distributor of the Units to institutional and retail investors in Italy.

Quaestio Capital Management SGR S.p.A. was authorised by the Bank of Italy on July 2013 to provide distribution services for institutional clients and to retail clients on 01 September 2014.

Quaestio Capital Management SGR S.p.A. may also act as nominee and as such shall, in its name but as nominee for the investor, purchase, request the conversion or request the redemption of Units for the investor and request registration of such operations in the Fund's books. However, the investor:

- a) may invest directly in the Fund without using the nominee’s service;
- b) has a direct claim on its Units subscribed in the Fund;
- c) may terminate the mandate at any time with prior written notice.

The provisions under a), b) and c) are not applicable to Unit Holders solicited in countries where the use of the service of a nominee is necessary or compulsory for legal, regulatory or compelling practical reasons.

The Management Company will ensure that the nominee presents sufficient guarantees for the proper execution of its obligations toward the investors who utilise its services. In particular, the Management Company will ensure that the nominee is a professional duly authorised to render nominee services and domiciled in a country in which it is legally obliged to use an identification procedure equivalent to the one required by Luxembourg law in the fight against money laundering and terrorist financing.

The Management Company draws the Unit Holders’ attention to the fact that any Unit Holder will only be able to fully exercise his Unit Holder rights directly against the Fund, if the Unit Holder is registered himself and in his own name in the Unit Holders’ register of the Fund. In cases where a Unit Holder invests in the Fund through an intermediary investing into the Fund in his own name but on behalf of the Unit Holder, it may not always be possible for the Unit Holder to exercise certain Unit Holder rights directly against the Fund. Unit Holders are advised to take advice on their rights.

The Management Company may appoint at any time additional distributors or nominees.

UNITS

The assets of the Fund are subdivided into Units of different Categories that represent all the rights of Unit Holders.

The Management Company is authorised to create as many sub-fund as it should deem necessary, according to such criteria as it shall define. It is moreover authorised to create different Unit Categories or Sub-Categories (the “Categories” and “Sub-Categories”) within each sub-fund that may be distinguishable by such characteristics as their distribution policies, reference currencies, commission rates or any other characteristics determined by the Management Company.

The Management Company may decide at all times to create another Unit Category or Sub-Category with its own characteristics. In such a case, the Prospectus shall be updated accordingly.

The Units of the different sub-funds may be of different value. All the Units belonging to the same Category of the same sub-fund have the same redemption, information, liquidation and other such rights. The rights attached to fractions of Units shall be exercised in proportion to the Units held, with the exception of any voting rights that may be exercised only by a full Unit.

No general meetings of Unit Holders are held, except in the event that the Management Company were to propose contributing the assets of the Fund or of one or more sub-funds thereof to another undertaking for collective investment under foreign law. In such a case, the unanimous consent of the Unit Holders must be obtained before proceeding to contribute all the assets. In the absence of such unanimity, only the assets held by the Unit Holders who voted in favour of the proposal may be contributed to the undertaking for collective investment under foreign law.

The Fund shall issue Capitalisation Units. Nevertheless, the Fund is in particular authorised, subject to a decision of the Board of Directors of the Management Company to such end, to issue two types of Units for each sub-fund: Distribution Units and Capitalisation Units.

The Units of each sub-fund, Category and/or Sub-Category will be issued as registered Units.

Unless stipulated otherwise, investors who have requested a registered entry in the register shall not receive any representative certificate of their Units, but a confirmation of entry in the register. Fractions of up to one thousandth of a Unit may be issued for registered Units.

If Distribution Units are issued, they shall entitle the holder to dividends decided by the Management Company within each sub-fund, whereas the proportion of the results attributable to Capitalisation Units shall not be distributed but added to the proportion of the net assets of the sub-fund attributable to the Capitalisation Units.

The Units of this Fund may be quoted on the Luxembourg Stock Exchange.

Detailed information on the different Categories and/or Sub-Categories of Units issued are contained in the sub-fund Descriptive Sheets.

SUBSCRIPTION PROCEDURES AND PRICES

The Management Company shall be authorised to issue Units at all times and without restriction.

The Units of each sub-fund or Category of Units of the Fund must be subscribed at the counters of the Management Company and other banks and institutions duly authorised by the Management Company for this purpose.

Investors must complete and sign a subscription application appended to the Prospectus, subject to acceptance by the Management Company.

The subscription lists shall be closed at the registered office of the Management Company at 4:00 PM on the bank business day before the applicable Valuation date.

The subscription price shall correspond to the net value asset determined on the first Valuation date after the Management Company accepted subscription application, plus any issue commission for the benefit of the Management Company, the rate of which is fixed by each "Sub-fund Descriptive Sheet."

Costs, taxes and stamp duties which might be payable in the various countries in which the Units are offered may be added to the subscription price.

The subscription price must be deposited in the sub-fund's account with the Depositary Bank within three working days after the Valuation date of the net asset value applicable to the issue in question. The subscription shall be paid in the valuation currency of the sub-fund concerned.

The Units shall be issued on the Valuation date; any representative certificates or registration confirmations of the Units shall be issued by the Depositary Bank within fifteen days after the transfer of the counter-value of the subscription price in the assets of the Fund.

The Units may also be issued for contributions in kind, subject to the obligation of a valuation report to be submitted by the Auditor of the Fund appointed by the Management Company in accordance with the Management Regulations and this Prospectus. Securities accepted in payment of a subscription shall, for the purposes of the transaction, be assessed at the mid price on the market at the time of the valuation. Such accepted securities must be in line with the investment policy of the sub-fund concerned. The Management Company shall have the right to refuse any contribution in kind without having to justify its decision.

The Management Company may at all times, at its discretion and without having to justify its decision, refuse any subscription of Units of one or more sub-funds in one or more countries. If an application is rejected, the Company shall return, at the applicant's risk, the payments enclosed with the application, or the balance thereof, within five bank business days of the refusal, either by cheque, or by transfer, at the subscriber's expense.

The Management Company may at all times, at its discretion, temporarily suspend, definitively stop or restrict the issue of Units to physical persons or legal entities residing or domiciled in certain countries or territories or exclude them from acquiring Units, if such a measure should prove necessary to protect the Unit Holders or the Fund.

Anti-Money Laundering

Measures aimed at the prevention of money laundering and terrorist financing require a detailed identification and verification of the identity of an applicant for Units and where applicable the beneficial owner, on a risk sensitive basis, as well as the monitoring of the relationship on an on-going basis. Amendments to a Unit Holder's details and payment instructions will only be effected on receipt of original documentation.

Except for applicants applying through companies who are regulated professionals of the financial sector, bound in their country by rules on the prevention of money laundering equivalent to those applicable in Luxembourg, (i) the Management Company and other banks and institutions duly authorised by the Management Company for this purpose must verify the identity of the applicant and (ii) for that purpose any applicant applying in its own name or applying through companies established in non equivalent countries, is obliged to submit to the Management Company and other banks and institutions duly authorised by the Management Company for this purpose in Luxembourg all necessary information, which the Management Company and other banks and institutions duly authorised by the Management Company for this purpose may reasonably require to verify. In the case of an applicant acting on behalf of a third party, the Management Company and other banks and institutions duly authorised by the Management Company for this purpose must also verify the identity of the beneficial owner(s). Furthermore, any such applicant hereby undertakes that it will notify the Management Company and other banks and institutions duly authorised by the Management Company for this purpose prior to the occurrence of any change in the identity of any such beneficial owner.

In the event of delay or failure by the applicant to produce any information required for verification purposes, the Management Company and other banks and institutions duly authorised by the Management Company for this purpose may refuse to accept the application and the subscription monies relating thereto or may refuse to settle a redemption request until proper information has been provided or may decide, subject however to comply with the provisions of the applicable Luxembourg laws (including the law of November 12, 2004 as amended and circulars issued by the CSSF), to compulsorily redeem the Units held by an applicant who will in such case be considered as an investor not entitled to hold Units. Investors should note specifically that where redemption proceeds are requested to be remitted to an account which is not in the name of the investor, the Management Company and other banks and institutions duly authorised by the Management Company for this purpose shall settle such redemption requests in exceptional circumstances only and reserves the right to request such information as may be reasonably necessary in order to verify the identity of the investor and the owner of the account to which the redemption proceeds have been requested to be

paid. The redemption proceeds will not be paid to a third party account unless exceptional circumstances exist and/or if the investor and/or owner of the account provide(s) such information.

Data Protection

The Management Company may collect information from a Unit Holder or prospective Unit Holder from time to time in order to develop and process the business relationship between the Unit Holder or prospective Unit Holder and the Management Company, and for other related activities. If a Unit Holder or prospective Unit Holder 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 other banks and institutions duly authorised by the Management Company for this purpose (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, Unit Holders 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. Unit Holders will upon written request be given access to their own personal data provided to the Management Company. Unit Holders 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 EU, which may not have developed an adequate level of data protection legislation. In case of a transfer of data outside the EU, the Management Company will contractually ensure that the personal data relating to investors is protected in a manner which is equivalent to the protection offered pursuant to the Luxembourg data protection law.

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

MARKET TIMING

Pursuant to CSSF Circular 04/146 aimed at protecting Undertakings for Collective Investment and their investors against late trading and market timing practices, the Fund shall admit no such Market Timing practice. By "*Market Timing*," the circular refers to the "arbitration technique whereby an investor subscribes to and redeems or converts systematically units or shares of the same undertaking for collective investment in a short period of time, by exploiting the time differences and/or imperfections or shortcomings of the system used to determine the net asset value of the undertaking for collective investment."

The Board of Directors of the Management Company reserves the right to reject subscription and conversion orders from an investor suspected of using such practices and to take the necessary measures, as and when necessary, to prevent such practices and to protect the other Unit Holders or the Fund.

Unit Holders are advised that the Categories of Units defined in the sub-fund Descriptive Sheets are accessible only to certain types of investor.

REDEMPTION PROCEDURES AND PRICES

Unit Holders may withdraw from the Fund at all times by sending an irrevocable redemption application to the Management Company and other banks and institutions duly authorised by the Management Company for this purpose, accompanied by the Unit subscription confirmations or representative certificates, as the case may be.

The Management Company may fix a minimum redemption amount per Category of Units for every subscription contained in the "Sub-fund Descriptive Sheets" (cf. chapter on "Sub-funds Available."). In such a case, the Prospectus shall be modified accordingly, and appropriate information shall be provided to the Holders concerned.

The Units shall be redeemed at the redemption price corresponding to the net asset value of the sub-fund valued on the first Valuation date after the date on which the redemption application was accepted by the Management Company. The redemption lists shall be closed at the registered office of the Management Company at the latest at 4:00 PM of the bank business day before the applicable Valuation date.

The amount redeemed may nonetheless be reduced by any expenses, costs, taxes, and stamp duties required at that time, as well as by a redemption commission, the rate of which is indicated in each sub-fund Descriptive Sheet.

The counter value of the Units presented for redemption shall be paid in the valuation currency of the sub-fund concerned by cheque or transfer within three working days after the Valuation date of the net asset value applicable to the redemption.

The redemption price may be higher or lower than the issue price paid, depending on the net asset value at the time.

Redemption applications may be expressed in terms of an amount or number of units. If the stipulated redemption minimum is not attained, the redemption application could be rejected.

The redemption of Units may be suspended by decision of the Management Company in agreement with the Depositary Bank, in the cases cited in the chapter entitled "Suspension of the calculation of the net asset value, issue, redemption and conversion of units" when so required in the general interest or that of the participants, in particular when legislative, regulatory or contractual agreements concerning the activity of the Fund are not observed.

Furthermore, the Management Company may at all times redeem Units held by investors who are not entitled to buy or hold Units, in particular any US Person as defined by applicable US regulations or any person or entity defined by the US Foreign Account Tax Compliance Act (FATCA) upon entry into effect thereof, and non-institutional investors who invest in Units reserved for institutional investors as defined in the sub-fund Descriptive Sheets. The Management Company may, at the request of the Unit Holder who wishes to redeem his or her Units, grant, in whole or in part, a distribution in kind of securities of any Category of Units to the latter in lieu of redeeming the Units in cash. The Management Company shall concur if it deems that such a transaction shall not be to the detriment of the interests of the remaining Unit Holders of the Category concerned. The assets to be transferred to this Unit Holder shall be determined by the Management Company and the Investment Managers, in consideration of the practical aspect of transferring the assets, the interest of the Category of Units and of other Holders and of the Unit Holder. Said Unit Holder may be liable for costs including, but not limited to, brokerage fees and/or local taxes on every transfer or sale of securities thus received for the redemption. The net proceeds from the sale of such securities by the Unit Holder requesting the redemption may be less than or equal to the redemption price for the Units of the Category concerned, in view of the market conditions and/or the differences in prices charged for such sales or transfers, and the calculation of the net asset value of this Category of Units. The choice of valuation and the transfer of assets shall be the subject of a valuation report by the auditor of the Fund.

In the event of a request for redemption, also for reinvestment in other sub-funds, totalling more than 25% of the assets in each sub-fund, the amount to be repaid may be determined as hereinafter described. Specifically, redemption value may be determined on the basis of the unit value of the units on one or more reference date following the one on which the disinvestments required to respond to the redemption request were completed. The deadline by which these disinvestments must be completed will be defined by the Management Company in order to guarantee the interests of the investors.

Anti-Money Laundering

Investors should note that the Management Company may refuse to settle a redemption request if it is not accompanied by such additional information as the Management Company and other banks and institutions duly authorised by the Management Company for this purpose may reasonably require, or may decide, subject however to comply with the provisions of the applicable Luxembourg laws

(including the law of November 12, 2004 as amended and circulars issued by the CSSF), to compulsorily redeem the Units held by an applicant who will in such case be considered as an investor not entitled to hold Units. This power may, without limitation to the generality of the foregoing, be exercised where proper information has not been provided for anti-money laundering verification purposes as described under "Subscriptions Procedures and Prices".

CONVERSION

Unless otherwise indicated in the sub-fund Descriptive Sheets, Unit Holders may convert all or part of their Units from one sub-fund into Units of another sub-fund or from one Unit Category to another. The conversions shall be carried out subject to a fee, unless provided otherwise in the "Sub-fund Descriptive Sheets" (cf. the chapter on "Sub-funds Available") or when the conversion is carried out to a sub-fund or Unit Category at a higher commission. In such a case, the subscriber shall pay an issue commission equal to the differences between the issue commissions of the two accounts or Unit Category for the benefit of the Management Company.

CONVERSION FROM ONE SUB-FUND TO ANOTHER

Investors may transfer all or part of their investment from one sub-fund to the other. They must complete and sign an irrevocable conversion application and send it to the Management Company and other banks and institutions duly authorised by the Management Company for this purpose, with all the conversion instructions and Unit certificates (if any).

The conversion shall be carried out at the net asset value of the Valuation date following the date of receipt of the conversion application by the Management Company; the conversion lists shall be closed at the registered office of the Management Company at the latest at 4:00 PM on the bank business day before this applicable Valuation date.

The conversion may not be carried out if the calculation of the net asset value of one of the sub-funds concerned has been suspended.

The number of Units allocated in the new sub-fund is established according to the following formula:

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

Where:

- A is the number of Units allocated in the new sub-fund;
- B is the number of Units presented for conversion;
- C is the net asset value of a Unit in the sub-fund the Units of which are presented for conversion on the day of the transaction;
- D is the net asset value of a Unit in the new sub-fund on the same transaction day;
- E is the exchange rate between the two sub-funds concerned on the day of the transaction.

The conversion of Units from one sub-fund into Units of another sub-fund shall be carried out only insofar as the net asset value of the two sub-funds is valued on the same day.

If demand for Conversion is substantial on a given day, i.e. greater than 10% of the net asset value of the sub-fund, the Management Company may also decide, after obtaining the Depositary Bank's consent, to postpone the conversion for the sum greater than 10% so as to be able to convert the amount of the assets required as promptly as possible.

Applications thus postponed shall be processed as a matter of priority in relation to subsequent conversion applications.

A minimum conversion amount may be fixed per Unit Category for all subscriptions contained in the "Sub-fund Descriptive Sheets" (cf. chapter on "Sub-funds Available").

CONVERSION FROM ONE UNIT CATEGORY OR SUB-CATEGORY TO ANOTHER

If Units are issued, investors may convert the Units of a Category/Subcategory into Units of another Category/Subcategory within the same sub-fund and vice versa.

They must complete and sign an irrevocable conversion application and send it to the Depository Bank, the Management Company, or other duly authorised banks and institutions with all the conversion instructions and registration confirmations or certificates pertaining thereto (if any). The conversion shall be carried out at the net asset value of the Valuation date immediately following the date of receipt of the conversion application by the Management Company; the conversion lists shall be closed at the latest on the bank business day before this applicable Valuation date.

The conversion may not be carried out if the calculation of the net asset value of the sub-fund concerned has been suspended.

Investors are advised that they may convert their Units from one Category to another only on condition of complying with the definition of said Unit Category or Subcategory as defined in the sub-fund Descriptive Sheets.

CALCULATION OF THE NET ASSET VALUE

The accounts of each sub-fund are held in their respective valuation currency. The net asset value of each sub-fund is valued by the Management Company or by the institution designated by the latter, at intervals specified in the "Sub-fund Descriptive Sheets" (cf. the chapter on "Sub-funds Available"), but in no circumstances less than twice a month (Valuation date). The net asset value of each sub-fund is valued on the basis of the last stock exchange prices known on the markets where the securities on portfolio are mainly traded; it is expressed in the valuation currency of the sub-fund.

When the Valuation date of the net asset value is not a full bank business day in Luxembourg (i.e. 24 December), the Valuation date of the net asset value is moved to the next full bank business day.

The net asset value for each sub-fund is equal to the total value of the assets of that sub-fund less its liabilities.

The net asset value per Unit of each Category differs according to the payment of dividends to Distribution Units. Each payment of dividends entails an increase in the ratio between the value of the Capitalisation and that of the Distribution Units. This ratio is called "parity". Parity is obtained by dividing, the net asset value of the Capitalisation Unit, on the day that the coupon is cut, by the net asset value of the Distribution Part ex-coupon.

The net asset value of the Capitalisation Unit for each sub-fund is equal to the net asset value of the Distribution Unit, multiplied by the "parity" relative to that sub-fund.

The net asset value of the Distribution Unit is obtained by means of the following formula:

$$\frac{\text{Total net assets of the sub-fund}}{\text{Number of Distribution Units} + (\text{number of Capitalisation Units} \times \text{parity})}$$

The assets are valued as follows:

- a. Securities and/or financial derivatives instruments quoted on an official stock exchange or another regulated market which operates regularly and is recognised and open to the public, are valued on the basis of the last price known on the Valuation date, unless said price is not representative; if the security and/or financial derivatives instruments in question is quoted on several markets, it is valued on the basis of the price on the main market;
- b. Securities not quoted on an official stock exchange or another regulated market which operates regularly and is recognised and open to the public, as well as assets that are quoted but their price is not representative, are valued at their probable realisation value estimated according to valuation criteria deemed prudent by the Management Company;

- c. The financial derivative instruments which are not listed on any official stock exchange or traded on any other organized market will be valued on a daily basis in accordance with market practice, with a constant reliable and verifiable method.
- d. The value of money market instruments not listed or traded on another regulated market, and with remaining maturity of less than 12 months and of more than 90 days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money market instruments with a remaining maturity of 90 days or less will be valued by the amortised cost method, which approximates market value.
- e. Units of Undertakings for Collective Investment open to redemption are valued on the basis of the last known net asset value; when the Valuation date of this net asset value does not coincide with the valuation date of the sub-fund, and this value turns out to have registered a substantial variation since the date it was valued, the value taken into account could be adjusted accordingly by the Board of Directors carefully and in good faith;
- f. The liquid assets are valued on the basis of their nominal value plus accrued interest;
- g. Assets expressed in a currency other than the valuation currency are converted to the latter at the exchange rate available on the Valuation date.

Insofar as possible, the income from investments, the interest payable, costs and other expenses shall be valued on each Valuation date. They shall accrue up to the end of the bank business day before the Valuation date concerned.

If exceptional circumstances were to make determining the values according to the rules defined above impossible or inadequate, the Management Company shall be authorised to adopt other, more appropriate valuation principles.

In case of sizeable subscription or redemption applications, the Management Company reserves the right to value the Unit of the sub-fund in question on the basis of the rate of the Stock Exchange session during which it was able to proceed to the necessary purchases or sales of transferable securities for the account of the Fund. In such a case, a single calculation method is applied to the subscription and redemption applications filed at the same time.

The net asset value of each sub-fund is available at the registered office of the Management Company and of the Depositary Bank.

<p>SUSPENSION OF THE CALCULATION OF THE NET ASSET VALUE, ISSUE, REDEMPTION AND CONVERSION OF UNITS</p>

The Management Company shall be authorised to suspend temporarily, in agreement with the Depositary Bank, the calculation of the net asset value, issue, conversion or redemption of the Units of one or more sub-funds, in the following cases:

- When one or more Stock Exchanges that provide the basis for valuation of a sizeable part of the assets of one or more sub-funds of the Fund, or on one or more foreign exchange markets in the currencies in which a sizeable proportion of the assets of one or more sub-funds of the Fund are quoted, are closed for periods other than regular holidays, or when transactions thereon are suspended, subject to restrictions, or subject to substantial fluctuations in the short term;
- When the political, economic, military, monetary or social situation, a strike or any event of force majeure beyond the responsibility or power of the Management Company make it impossible to dispose of the assets of one or more sub-funds of the Fund through normal, reasonable means, without serious detriment to the Unit Holders;

- If the means of communication normally used to determine the value of an asset of one or more sub-funds of the Fund are interrupted, or when, for whatever reason, the value of an asset cannot be known with sufficient speed or accuracy;
- When exchange or capital movement restrictions impede transactions for the account of one or more sub-funds of the Fund or when the assets of one or more sub-funds of the Fund cannot be bought or sold at normal exchange rates;
- The Management Company shall ensure that an appropriate degree of liquidity in the assets of the Fund is maintained so that, under normal circumstances, Units of the Fund can be redeemed and the redemption price paid without delay;

as well as in all cases in which the Management Company takes a reasoned decision that such a suspension is necessary in the general interest of the Unit Holders concerned.

In exceptional circumstances that could have a negative impact on the interests of Unit Holders, the Management company reserves the right to fix the value of a Unit only after it has carried out, as and when possible, the sales of transferable securities needed, for the account of the sub-fund. In such a case, subscriptions, redemption applications and conversions in progress shall be treated simultaneously on the basis of the net value thus valued.

The Management Company must, without delay, notify his decision to suspend the calculation of the net asset value, issue and redemption of the Units to the Supervisory Authority in Luxembourg and to the Authorities of other States in which the Units are marketed. Said suspension shall be published according to the provisions of this Prospectus under the title "Information for Unit Subscribers."

In the event that the net asset value of a sub-fund is suspended, the option provided by the Regulations to transfer from one sub-fund to the other shall likewise be suspended.

The suspension of the calculation of the net asset value of a sub-fund shall have no effect on the calculation of the net asset value in other sub-funds.

TERM OF THE FUND, WINDING UP, DISSOLUTION, LIQUIDATION AND MERGER OF SUB-FUNDS

The Fund and each sub-fund or Unit Category has been created for an unspecified period and without amount limitation.

The liquidation and sharing of the Fund or a sub-fund may not be demanded by a Unit Holder, his heirs or beneficiaries.

The Management Company may, with the consent of the Depositary Bank, decide to wind up the Fund, without prejudice of the legal provisions.

The Fund must be wound up in the cases provided by the Law and if the net assets of the Fund have fallen, for more than 6 months, below EUR 1,250,000.

If the Fund is wound up, the decision must be published in the "Mémorial, Recueil Spécial de Sociétés et Associations" of Luxembourg and in at least two daily newspapers with a sufficient circulation, of which at least one Luxembourg paper.

In its liquidator capacity, the Management Company shall liquidate the assets of the Fund in the best interest of the Unit Holders and shall instruct the Depositary Bank to distribute the net proceeds from the liquidation after deduction of the liquidation expenses, among the Unit Holders. This distribution shall take place by sub-fund and in proportion to the entitlements of the Unit Holders in each sub-fund. The liquidation decision shall be published as provided in the chapter entitled "Information for Unit Subscribers" and the reasons and procedures for liquidation shall be indicated. The sums and assets attributable to Units, the holders of which are not present during the closing of the liquidation operations, shall be deposited with the "Caisse de Consignation" in Luxembourg. If said sums and

assets are not claimed prior to the expiry of the statutory limitation Period (30 years), they may no longer be withdrawn.

Upon the occurrence of the event entailing the liquidation of the Fund, no Units may be issued, on pain of voidance. Units may still be redeemed provided that Unit Holders can be treated in an egalitarian manner.

The different sub-funds and/or Category or Subcategory are in theory formed for an unspecified period. The Management Company of the Fund may decide to liquidate a sub-fund, if the net assets of this sub-fund fall below EUR 15,000,000 or if a change in the economic and political situation affecting the sub-fund concerned justifies said liquidation. The decision to liquidate the sub-fund shall be published as provided in the chapter entitled "Information for Unit Subscribers" and the reasons and procedures for liquidation shall be indicated. As soon as the decision to wind up a sub-fund is taken, the issue of Units of the sub-fund concerned shall no longer be authorised. Assets that could not be distributed to rightful claimants on the date that the liquidation of the sub-fund was closed shall be kept on deposit with the Depositary Bank for a period of six months as of the closing of the liquidation. After this period, these assets shall be deposited with the "Caisse de Consignation".

Upon the occurrence of the event entailing the liquidation of the sub-fund or Category and/or Subcategory, no Units may be issued, on pain of voidance. Units may still be redeemed, provided that Unit Holders can be treated in an egalitarian manner.

Merger of the Fund

The Fund may, either as a merging UCITS or as a receiving UCITS, be subject to cross-border and domestic mergers in accordance with the definitions and conditions set out in the Law. The Management Company of the Fund will be competent to decide on such a merger and on the effective date of such a merger in case the Fund is the receiving UCITS.

Insofar as the effective date of the merger requires the approval of the Unit holders concerned by the merger pursuant to the provisions of the Law, the general meeting of Unit holders, deciding by simple majority of the votes cast by Unit holders present or represented at the meeting, shall be competent to decide on the merger and on the effective date of merger, in case the Fund is the merging UCITS.

Notice of the merger shall be given to the Unit holders of the Fund. Each Unit holder shall be given the possibility, within a period of one month as of the date of the publication, to request either the repurchase of its Units, free of any charges, or the conversion of its Units, free of any charges.

Merger of the Fund or a sub-fund or a Unit Category and/or Subcategory with another Undertaking for Collective Investment:

Any sub-fund may, either as a merging UCITS or as a receiving UCITS, be subject to cross-border and domestic mergers in accordance with the definitions and conditions set out in the Law. The Management Company of the Fund will be competent to decide on such a merger and on the effective date of such a merger in case the Fund is the receiving UCITS.

Insofar as the effective date of the merger requires the approval of the Unit holders concerned by the merger pursuant to the provisions of the Law, the general meeting of Unit holders, deciding by simple majority of the votes cast by Unit holders present or represented at the meeting, shall be competent to decide on the merger and on the effective date of merger, in case the sub-fund is the merging UCITS.

Notice of the merger shall be given to the Unit holders of the sub-fund. Each Unit holder shall be given the possibility, within a period of one month as of the date of the publication, to request either the repurchase of its Units, free of any charges, or the conversion of its Units, free of any charges.

If the Management Company considers it necessary in the interest of the Unit Holders, the Management Company may decide to cancel the Units of one Category or Sub-Category issued by the Fund or sub-fund and, after deducting the relevant expenses, to decide on the distribution in an undertaking for collective investment regulated by Part I of the Luxembourg Law of 2010. Nevertheless, the investment policies and objectives of such an undertaking must be compatible with the investment policies and objectives of the Fund and of the sub-fund.

Furthermore, the following formalities must be observed at least one month prior to the effective date of the Management Company's decision:

- The Unit Holders in the register concerned must be sent a notice;
- A notice may also be published, at the Management Company's discretion, or where requested by law or upon request of the CSSF, in a Luxembourg newspaper and/or in other newspapers circulating in jurisdictions where the Units of the Fund are distributed.

Subject to the share redemption procedure described in the chapter entitled "Redemption Procedures and Prices" of this Prospectus, holders of the Units of the Category or Sub-Category in question are entitled to demand the redemption, free of charge, of all or part of their Units, at the Net Asset Value applicable per Unit, during a period of no less than one month, prior to the entry into force of the circular decision relative to the merger, and until the last valuation date of the Net Asset Value.

Unit Holders who have not requested the redemption of their Units after this period of one month shall be bound by the decision.

INCOME DISTRIBUTION POLICY

If Distribution Units are issued, the Management Company shall each year determine the results attributable to the Units of each sub-fund. These shall include the net investment income during the financial year closed, the capital gains, realised or not, less capital loss, realised or not, the profit carried forward as well as the proportion of results in the net asset value of the subscribed Units, less the proportion in the results in the net asset value of the redeemed Units.

For each sub-fund, the proportion of the results attributable to the Capitalisation Units shall remain invested in the sub-fund and be added to the proportion of net assets attributable to them. The Management Company shall not however, refrain from the possibility of distributing, from time to time, the net assets of the sub-fund(s) of the Fund to the Unit holders if it should deem it is in the best interest of the investors.

The proportion of the results attributable to the Distribution Units shall be distributed in whole or in part as a dividend, the balance being added to the proportion of the net assets attributable to the Distribution Units. The dividends distributable to holders of Distribution Units shall be in the valuation currency of the sub-fund.

The Management Company may distribute interim dividends to the investors. No distribution may take place, however, if the net assets of the Fund would thus fall below EUR 1,250,000.

EXPENSES BORNE BY THE FUND

The Fund shall assume the following expenses:

- A management commission for the benefit of the Management Company by way of remuneration for its activity calculated on the net asset value of the sub-fund, allocated at any valuation and withdrawn from the sub-fund's assets by the tenth calendar day of each month following the one in which it is calculated. The rate of the management commission shall be fixed in the "Sub-fund Descriptive Sheets" (cf. the chapter on "Sub-funds Available"). The Management Company will pay out of this commission, the appointed Investment Managers, the appointed Investment Advisers and the appointed Distributor. A performance commission may also be collected by the Management Company according to the procedures set out in the "Sub-fund Descriptive Sheets" (cf. the chapter on "Sub-funds Available"). The Management Company shall assume its own operating expenses as well as the remuneration of the Investment Managers, the Investment Advisers and the Distributor.
- The bank commissions on portfolio transactions and any and all rights pertaining thereto;
- The costs of extraordinary measures, in particular appraisals or operations specifically geared to protecting the interests of Unit Holders;

- The commissions of the Depository Bank and the Administrative, Transfer, and Register Agent, fixed by mutual agreement by the Management Company and the Depository Bank, in accordance with the established practices on the Luxembourg money market, calculated on the net asset value of the sub-fund, allocated at any valuation and withdrawn from the sub-fund's assets by the tenth day of each month following the one in which it is calculated, in accordance with the Appendix of the Depository and Administrative Agreements;
- As from 19th September 2014, the costs linked to the use of risk models in the context of the calculation of the global exposure;
- The fees payable to the legal advisers and to the auditor;
- Any taxes and charges payable on the assets and income of the Fund, in particular the subscription fee on the net assets of the Fund;
- The expenses for the preparation, printing and filing of administrative documents and explanatory memoranda with all the authorities and bodies;
- The expenses for the preparation, translation, printing, filing and distribution of the Prospectus, the periodic reports and other documents required according to the Law and the Regulations;
- The costs for preparing, distributing and publishing the notice to the Unit Holders;
- The costs linked to the investment restrictions and policies monitoring support services, provided by CACEIS Bank Luxembourg;
- All similar administrative and operating expenses;
- The distribution and promotion expenses (including the expenses for advertising campaigns to promote the Fund) and the publication of notices to Unit Holders in countries where the Fund is marketed;
- All costs charged by agents acting in relation to the distribution of Units in countries where the Units are distributed, which includes any appointed paying agent, tax agent, centralization agent, correspondent bank, etc.;

The specific expenses of each sub-fund are deducted from the sub-fund that has incurred them.

The assets of a given sub-fund only cover the debts, commitments and obligations that concern that sub-fund. In interrelations between Unit Holders, each sub-fund is treated as a separate entity.

The expenses and charges that are not attributable to a particular sub-fund shall be imputed to the different sub-funds in equal parts or, provided that the amounts in question so justify, in proportion to their respective net assets.

The Fund shall assume its first establishment expenses, including the expenses for the preparation and printing of the prospectus, notarial expenses, the expenses for filing with the administrative authorities, the expenses for the formation and launch of the Fund. These expenses are depreciated over a period not to exceed the first five financial years and shall be borne by all the sub-funds that existed when the Fund was formed or which were formed subsequently.

CO-MANAGEMENT

With a view to reducing operating and administrative charges while affording a greater diversification of investments, the Board of Directors of the Management Company may decide that all or part of the assets of one or more sub-funds shall be co-managed with the assets belonging to other sub-funds or other Luxembourg undertakings for collective investment. In the paragraphs which follow, the terms "Co-Managed Entities," shall refer to sub-funds of the Fund and all other entities with and among which there is a co-management arrangement and the terms "Co-Managed Assets" shall refer to all

assets belonging to these same Co-Managed Entities by virtue of this same co-management arrangement.

Under co-management, the Management Company make take investment, divestment, or portfolio readjustment decisions, globally for the Co-Managed Entities, that shall influence the portfolio composition of the sub-funds. Each Co-Managed Entity shall hold a part of the total Co-Managed Assets corresponding to the proportion of its net assets in the total value of the Co-Managed Assets. This proportionality shall apply to each of the portfolio lines held or acquired in co-management. These proportions shall not be affected in the event of investment and/or divestment decisions, and additional investments shall be allocated in the same proportions to the Co-Managed Entities, while the assets realised shall be drawn proportionally from the Co-Managed Assets held by each Co-Managed Entity.

In the event of new subscriptions in one of the Co-Managed Entities, the proceeds from the subscription shall be allocated to the Co-Managed Entities in accordance with the changed proportions obtained from the increase in the net assets of the Co-Managed Entity that benefited from the subscription, and all the lines of the portfolio shall be changed by transferring assets from one Co-Managed Entity to the other so as to be adapted to the changed proportions. Similarly, in the event of redemptions in one of the Co-Managed Entities, the necessary liquid assets could be drawn from the liquid assets held by the Co-Managed Entities in accordance with the changed proportions obtained from the reduction of the net assets of the Co-Managed Entity involved in the redemptions, in which case all the lines of the portfolio shall be adapted to the proportions thus changed. The Unit Holders must be aware that, without specific intervention from the competent bodies of the Fund, the co-management technique may entail that the composition of the assets of the sub-fund is impacted by events specific to other Co-Managed Entities, such as subscriptions and redemptions. Thus, all other things being equal, subscriptions in one of the entities with which a sub-fund is co-managed shall entail an increase of the liquid assets of that sub-fund. Conversely, redemptions in one of the entities with which a sub-fund is co-managed shall entail a reduction in the liquid assets of the sub-fund concerned. The subscriptions and redemptions may nonetheless be kept on a specific account held for each Co-Managed Entity outside the co-management through which subscriptions and redemptions go through systematically. The charging of massive subscriptions and redemptions to this specific account and the possibility of the competent bodies of the Fund deciding to discontinue the co-management at all times, shall make it possible to offset the readjustment of the portfolio of the sub-funds, if the latter were considered to be contrary to the interests of the Unit Holders of the sub-funds concerned.

If there is a risk that a change in the composition of a sub-fund's portfolio required by redemptions or payments of expenses attributable to another Co-Managed Entity (i.e. not attributable to the sub-fund), might result in a violation of the investment restrictions applicable thereto, the assets concerned shall be excluded from the co-management before the implementation of the change so as not to be affected by the portfolio movements.

Co-Managed Assets shall be co-managed only with assets intended to be invested according to an identical investment objective applicable to that of the Co-Managed Assets so as to ensure that the investment decisions are fully compatible with the investment policies of the sub-funds concerned. Co-Managed Assets shall be co-managed only with assets for which the Depositary Bank acts also in that capacity to ensure that, in respect of the Fund, the Depositary Bank can fully exercise its functions and responsibilities in accordance with the provisions of the Law. The Depositary Bank shall, at all times, ensure a rigorous segregation of the assets of the Fund in relation to the assets of other Co-Managed Entities and shall consequently be capable, at all times, to determine the Fund's assets. As Co-Managed Entities may have investment policies which are not strictly identical to the investment policy of the sub-funds of the Funds, the co-management policy applied may turn out to be more restrictive than that of the sub-funds concerned.

The Management Company may, at all times, and without notice, decide to discontinue the co-management.

Unit Holders may, at all times, obtain information from the registered office of the Management company as to the percentage of the Co-Managed Assets of each sub-fund and Entities with which there is co-management at the time of the application. The periodic reports indicate the composition and percentage of Co-Managed Assets at the end of the annual or semi-annual period.

FINANCIAL YEAR AND AUDIT

The management year of the various sub-funds of the Fund and the financial year of the Management Company shall be closed on 31 December of each year.

The annual report containing the consolidated financial statements of the Fund shall be presented in euros. The annual report shall be issued on 31 December of each year

The audit of the Fund's accounts shall be entrusted to an Auditor appointed by the Management Company.

This assignment is currently entrusted to the firm PricewaterhouseCoopers, Société coopérative.

The same firm is currently in charge of the audit of the documents and accounts of the Management Company.

INFORMATION FOR UNIT SUBSCRIBERS

Information concerning the Fund, including the net asset value of the Unit, the issue price and the redemption price of each sub-fund and any suspension of the valuation of Units shall be made public in Luxembourg at the registered office of the Management Company free of charge and on the Management Company's web-site at www.quaestioinvestments.com.

An annual report verified by the Auditor and a semi-annual report, which need not necessarily be verified, shall be published within four and two months respectively as of the end of the period to which they pertain. The annual and semi-annual reports shall be distributed free of charge and kept at the disposal of the Unit Holders at the registered office of the Management Company.

Amendments to the Regulations shall be published in the "Mémorial, Recueil Spécial des Sociétés et Associations" of the Grand Duchy of Luxembourg, and shall enter into force on the day of publication.

Notices to Unit Holders are available at the registered office of the Management Company. If required by law or upon request of the CSSF, they may be also sent to the holders of registered Units and / or published in a Luxembourg newspaper and / or in other newspapers circulating in jurisdictions in which the Fund is registered, as the Management Company may determine from time to time.

Unit Holders have the right to complain free of charge in the official language or one of the official languages of the relevant country of distribution. Unit Holders have the possibility to lodge their complaints at the registered office of the Management Company and/or directly with their local distributors and/or paying agents of the relevant country of distribution.

APPLICABLE LAW

This Prospectus and the Regulations shall be subject to – and interpreted in accordance with – Luxembourg Law.

Claims by Unit Holders against the Management Company or the Depositary Bank shall lapse after five years from the date of the event that gave rise to the invoked rights.

TAX STATUS

The Fund is subject to Luxembourg legislation. Potential buyers of Units of the Fund must inquire about the legislation and rules applicable to the acquisition, holding and, as and when necessary, selling of Units, in view of their tax residence or nationality. By virtue of the legislation in force in Luxembourg, neither the Fund nor investors other than those who have their domicile, a residence or

permanent establishment in Luxembourg, are liable to any Luxembourg tax, whether withheld at source or otherwise, on income, capital gains or wealth tax.

The net assets of the Fund are nonetheless liable for a Luxembourg tax at the annual rate of 0.05% payable at the end of each quarter, calculated on the amount of the net assets of each sub-fund of the Fund at the end of each quarter. Nevertheless, the sub-funds, Category and/or Sub-category of Units expressly reserved for institutional investors, as defined in the sub-fund Descriptive Sheets shall, where appropriate, apply a reduced tax rate of 0.01 % per annum. Money sub-funds or categories of units of money sub-funds which might be reserved for institutional investors, as well as the part from assets invested in other UCITS of Luxembourg Law, shall be totally exempted from this tax. This annual rate shall nonetheless be reduced to 0.01% for the sub-fund(s), Category(ies) or Sub-Category(ies) whose investment policy, as defined under the chapter "Sub-funds Available" meets the criteria set article 174 of the Law.

The law of 21 June 2005 transposed into Luxembourg Law Council Directive 2003/48/EC on taxation of savings income in the form of interest payments (hereinafter referred to as the "Savings Directive" or "EUSD").

On 10 November 2015, the EU Council has decided to repeal the Savings Directive with effect as at 1st January 2016 for Luxembourg and from 1 January 2017 for Austria. As from that date, Common Reporting Standard ("CRS"), as described below, will apply in most of EU Member States, including Luxembourg. Therefore, since 1st January 2016, Luxembourg does not apply anymore EUSD regime but CRS regime.

Only Austria obtained a derogation to apply EUSD for a transitional period and gradual implementation with full application of CRS procedures until end of 2018.

As Switzerland will be part of the second CRS wave, the Savings Agreement concluded between EU and Switzerland (similar agreements exist also for Andorra, Liechtenstein, Monaco and San Marino) will remain in force until 31 December 2016. Until this date, Switzerland will continue to apply a withholding tax on interest payments to non-resident investors (unless a voluntary disclosure has been granted by the investors) in the context of this Savings Agreement. As from the 1st January 2017, it will be changed into an "Automatic exchange of information" Agreement. The first Swiss report of account holder will take place as from September 2018.

Under the FATCA provisions of the US Hiring Incentives to Restore Employment ("HIRE") Act, where the Fund invests directly or indirectly in US assets, payments to the Fund of US-source income after December 31, 2013, gross proceeds of sales of US property by the Fund after December 31, 2016 (at the earliest) and certain other payments received by the Fund after December 31, 2016 will be subject to 30% US withholding tax unless the Fund complies with FATCA. FATCA compliance can be achieved by entering into an agreement with the US Secretary of the Treasury under which the Fund agrees to certain US tax reporting and withholding requirements as regards holdings of and payments to certain investors in the Fund or, if the Fund is eligible, by becoming a deemed compliant Fund. Any amounts of US tax withheld may not be refundable by the Internal Revenue Service ("IRS"). The Fund intends to become FATCA compliant. This is a complex area and therefore potential investors, in particular US Person under the meaning of FATCA, should consult their advisors regarding the application of the withholding rules and the information that may be required to be provided and disclosed in certain circumstances to the IRS. Investors, in particular US Person under the meaning of FATCA, are also recommended to check with their distributors, depositaries or intermediaries as to their intention to comply with FATCA. The application of the withholding rules and the information that may be required to be reported and disclosed are uncertain and subject to change.

Investors are requested to ask their distributors about the tax arrangements applicable to the Company.

Common Reporting Standard (CRS)

The OECD received a mandate by the G8/G20 countries to develop a CRS to achieve a comprehensive and multilateral automatic exchange of information (AEOI) in the future on a global basis. The CRS has been incorporated in the amended Directive on Administrative Cooperation (DAC 2), adopted on 9 December 2014, which the EU Member States had to incorporate into their national

laws by 31 December 2015. In this respect, the Luxembourg CRS law dated 18 December 2015 ("AEOI Law") was published in the Mémorial A – N° 244 on 24 December 2015.

The CRS requires Luxembourg Financial Institutions to identify their account holders (including in the case of an Investment Entity equity and debt holders) and establish where they are fiscally resident. In this respect, a Luxembourg Financial Institution should obtain a self-certification to establish the CRS status and/or tax residence of its investors at account opening.

Luxembourg Financial Institutions will need to perform their first reporting of financial account information for the year 2016 about investors and (in certain cases) their Controlling Persons that are tax resident in a Reportable Jurisdiction (identified in a Grand Ducal Decree) to the Luxembourg tax authorities (Administration des contributions directes) by 30 June 2017. The Luxembourg tax authorities will automatically exchange this information with the competent foreign tax authorities by the end of September 2017.

Data protection

According to the AEOI Law and Luxembourg data protection rules, each individual concerned shall be informed on the processing of his/her personal data before the Luxembourg Financial Institution processes the data. If the individual qualifies as Reportable Person in the aforementioned context, Quivis Capital Fund will inform the individual in accordance with the Luxembourg data protection law.

- In this respect, Quivis Capital Fund as Luxembourg Financial Institution will be responsible for the personal data processing and will act as data controller for the purpose of the AEOI Law.
- The personal data is intended to be processed for the purpose of the AEOI Law and the CRS/DAC 2.
- The data may be reported to the Luxembourg tax authorities (Administration des contributions directes), which may in turn continue these data to the competent authorities of one or more Reportable Jurisdictions.
- For each information request for the purpose of the AEOI Law sent to the individual concerned, the answer from the individual will be mandatory. Failure to respond within the prescribed timeframe may result in (incorrect or double) reporting of the account to the Luxembourg tax authorities.
- Each individual concerned has a right to access any data reported to the Luxembourg tax authorities for the purpose of the AEOI Law and, as the case may be, to have these data rectified in case of error.

DOCUMENT HOLDING

The following documents shall be held at the registered office of the Management Company, where they can be consulted:

1. The Articles of Association of the Management Company
2. The Management Regulations
3. Any changes made to these documents
4. The latest annual and semi-annual reports to be drawn up for the Fund
5. Complaints Handling procedures;
6. The Depositary, Paying agency and, Financial agent and Corporate secretary agreements by and between the Management Company and CACEIS Bank Luxembourg.
7. The Central administration, Transfer agency and Registrar agency agreements by and between the Management Company and CACEIS Bank Luxembourg.
8. The Investment Management Agreements.

A copy of the documents cited in points 1, 2, 3, 4 and 5 above can be obtained from the registered office of the Management Company.

INVESTMENT LIMITATIONS

GENERAL RULES

The following definitions shall apply for the purpose of the investments limitations set forth hereafter:

EU:	European Union
CSSF:	Commission for the Supervision of the Financial Sector
Eligible State:	Member state of the Organisation for the Economic Cooperation and Development, and any country of Western or Eastern Europe, Africa, Asia, Oceania or the American continents.
Money market instruments:	instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time
OECD:	Organisation for Economic Cooperation and Development
Transferable securities:	<ul style="list-style-type: none">- shares and other securities equivalent to shares,- bonds and other forms of securitised debt,- any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange, excluding techniques and instruments relating to transferable securities and money market instruments.
UCITS:	an Undertaking for Collective Investment in Transferable Securities within the meaning of the Directive 2009/65/EEC on the Coordination of Laws, Regulations and Administrative Provisions relating to Undertakings for Collective Investment in Transferable Securities (UCITS), as amended
other UCI:	an Undertaking for Collective Investment.

1.1 The Fund may invest in:

- (a) transferable securities and money market instruments admitted to or dealt in on a regulated market (as defined in Article 1 of the Law);
- (b) transferable securities and money market instruments dealt in on another market in a Member State of the European Union which operates regularly and is recognised and open to the public;
- (c) money market instruments admitted to official listing on a stock exchange in an Eligible State or dealt in on another regulated market in an Eligible State which operates regularly and is recognised and open to the public.
- (d) each of the regulated market referred to in a), b) and c) being a “Regulated Market”.
- (e) 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;
 - such admission is secured within one year of issue.

- (f) units of UCITS authorised according to Directive 2009/65/EEC and/or other UCIs within the meaning of Article 1 of Directive 2009/65/EEC, 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 CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;
 - the level of protection for unit-holders in the other UCIs is equivalent to that provided for unit-holders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EEC;
 - the business of the other UCIs is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;
 - no more than 10% of the UCITS' or the other UCIs' assets, whose acquisition is contemplated, can, according to their constitutional documents, be invested in aggregate in units of other UCITS or other UCIs (a "Target Fund").

When the Fund invests in the units of Target Funds that are managed, directly or by delegation, by the same management company or by any other company with which the Management Company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription or redemption fees on account of the Fund's investment in the units of such Target Fund.

If the investments of a sub-fund in Target Funds constitute a substantial proportion of the assets of such sub-fund, the prospectus must disclose the maximum level of the management fees (excluding any performance fee) charged both to such sub-fund itself and to the Target Fund. The Fund will indicate in its annual report the maximum level of management fees charged both to the relevant sub-fund and to the Target Fund, during the relevant period.

- (g) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve months, provided that the credit institution has its registered office in 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 CSSF as equivalent to those laid down in Community law;
- (h) financial derivative instruments, including equivalent cash - settled instruments, dealt in on a Regulated Market; and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
- the underlying consists of instruments covered by items a) to f) above, financial indices, interest rates, foreign exchange rates or currencies, in which the UCITS may invest according to its investment objectives as stated in the UCITS' constitutional documents,
 - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF, and
 - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative;

- (i) money market instruments other than those dealt in on a Regulated Markets, and are covered by Article 1 of the Law, if 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 or 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 a Regulated Market;
 - 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 CSSF to be at least as stringent as those laid down by Community Law, or
 - issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second and the third indents and provided that the issuer is a company whose capital and reserves amount to at least ten million euros (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.

1.2 However, the Fund:

- (a) may invest no more than 10% of its net assets in transferable securities and money market instruments other than those referred to in 1.1 above;
- (b) may acquire movable and immovable property which is essential for the direct pursuit of its business;
- (c) may not acquire either precious metals or certificates representing them.

1.3 The Fund may hold ancillary liquid assets.

1.4 (a) A sub-fund may invest no more than 10 % of its net assets in transferable securities and money market instruments issued by the same body.

(b) A sub-fund may not invest more than 20% of its net assets in deposits made with the same body.

(c) The risk exposure to a counterparty of a sub-fund in an OTC derivative transaction may not exceed 10% of its net assets when the counterpart is a credit institution referred to in item 1.1, f) above or 5% of its net assets in other cases.

(d) The total value of the transferable securities and money market instruments held by a sub-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 made with financial institutions subject to prudential supervision and to OTC derivatives with such institutions.

A sub-fund may not combine:

- investments in transferable securities and money market instruments issued by a single body,
- deposits made with a single body, and/or

- exposures arising from OTC derivative transactions undertaken with a single body in excess of 20% of its net assets.
- (e) The limit laid down in paragraph (a), is raised to a maximum of 35 % if the transferable securities and 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 of which one or more Member States are members.
- (f) **By way of derogation from restrictions a) to e) above, a sub-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 United States of America, Japan, Italy, Germany, France, United Kingdom, Canada and Netherlands and public international bodies guaranteed by these countries, provided such sub-fund holds securities from at least six different issues, but securities from any one issue may not account for more than 30 % of the total amount. These issuers have been selected as they constitute 90% of the global government bond emissions as measured for example by their weight in the Merrill Lynch Global Government Bond Index (1-3 years).**
- (g) The limit laid down in paragraph (a) is raised to a maximum of 25 % for certain debt securities if they are issued by a credit institution having its registered office a Member State of the European Union and which is subject, by law, to special public supervision designed to protect the holders of debt securities. In particular, sums deriving from the issue of such debt securities must be invested pursuant to the law in assets which, during the whole period of validity of such debt securities, are capable of covering claims attaching to the debt securities 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. When a sub-fund invests more than 5 % of its assets in such debt securities as referred to in the first paragraph and issued by one issuer, the total value of these investments may not exceed 80 % of the value of the sub-fund's net assets.

The transferable securities and money market instruments referred to in paragraph e) and g) are not taken into account for the purpose of applying the limit of 40 % referred to in paragraph d).

The limits set out in paragraphs a) to e) and g) may not be combined; thus investments in transferable securities and money market instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with paragraphs a) to e) and g) shall under no circumstances exceed in total 35 % of the net assets of a sub-fund.

- (h) Companies which are included in the same group for the purposes of consolidated accounts, as defined in 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.

A sub-fund may invest in aggregate up to 20% of its net assets in transferable securities and money market instruments within the same group.

- (i) Without prejudice to the limits laid down in item 1.5 below, the limits laid down in a) hereabove are raised to a maximum of 20 % for investment in shares and/or debt securities issued by the same body when the aim of a sub-fund's investment policy is to replicate the composition of a certain stock or debt securities index which is recognized by the CSSF, on the following basis:
- the composition of the index is sufficiently diversified,
 - the index represents an adequate benchmark for the market to which it refers,
 - it is published in an appropriate manner.

The limit laid down in the first paragraph is 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.

- (j) A sub-fund may acquire units of a Target Fund, provided that no more than 20% of its net assets are invested in a single Target Fund.

For the purposes of applying this investment limit, each compartment of a Target Fund with multiple compartments shall be considered as a separate issuer, provided that the principle of segregation of liabilities of the different compartments is ensured in relation to third parties.

Investments made in units of Target Funds other than UCITS may not exceed, in aggregate, 30 % of the net assets of a sub-fund.

When the Fund has acquired units of Target Funds, the assets of the respective Target Funds do not have to be combined for the purposes of the limits laid down in restriction a) to e) and g) above.

When a sub-fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription or redemption fees on account of the sub-fund's investment in the units of such other UCITS and/or UCIs.

A sub-fund may subscribe, acquire and / or hold securities to be issued or issued by one or more sub-funds of the Fund under the condition set forth by the Law.

By way of derogation from the above 20% limit and except otherwise stated in the objective and investment policies of each sub-fund, any sub-fund (the "Feeder UCITS") may invest at least 85% of its net assets in units of one single UCITS or in units of one single sub-fund of a UCITS (the "Master UCITS") in compliance with the provisions of the Law. In such case, a maximum of 15% of the net assets of the relevant sub-fund may be invested in one or more of the following:

- liquid assets,
- financial derivative instruments, which may be used only for hedging purposes,
- movable and immovable property which is essential for the direct pursuit of its business, if the feeder UCITS is an investment company.

- 1.5 (a)** The Fund may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

(b) 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 Target Fund;
- 10% of the money market instruments or bonds issued by 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 money market instruments or the net amount of the securities in issue cannot be calculated.

(c) Paragraphs (a) and (b) are waived as regards:

- transferable securities and money market instruments issued or guaranteed by a Member State of the European Union or its local authorities;

- transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union;
- transferable securities and money market instruments issued by public international bodies of which one or more Member States of the European Union are members;
- shares held by a sub-fund in the capital of a company incorporated in a non-Member State of the European Union provided that (i) such company invests its assets mainly in the securities of issuing bodies having their registered office in that State, (ii) 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 and (iii) such company complies with the investment restrictions described herein.

1.6 The Fund:

- (a) may not borrow, except for up to 10% of the net assets of a sub-fund on a temporary basis. In addition, the Fund may borrow up to 10 % of the net assets of a sub-fund to make possible the acquisition of immovable property essential for the direct pursuit of its business. In aggregate, the borrowings may not exceed 15 % of the net assets of a sub-fund. This shall not prevent the Fund from acquiring foreign currency by means of a back to back loan.
- (b) may not grant loans or act as a guarantor on behalf of third parties. This shall not prevent the Fund from acquiring transferable securities, money market instruments or other financial instruments referred to under item 1.1, e), g) and h) which are not fully paid.
- (c) may not carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in item 1.1, e), g) and h).

1.7 The Fund need not necessarily comply with the limits laid down in this section when exercising subscription rights attaching to money market instruments which form part of their assets.

While ensuring observance of the principle of risk-spreading, a sub-fund may derogate from the investment restrictions outlined in item 1.4. above for a period of six months following the date of its authorisation.

If the limits referred to in the previous paragraph 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 Unit Holders.

The global exposure of a sub-fund relating to derivative instruments must not exceed its total net value.

The exposure to the underlying assets must not exceed in aggregate the investment limits laid down in items a) to e) and g) of this item 1.4. The underlying investments of index-based financial derivative instruments are not combined with the limits laid down in item 1.4 a) to e) and g).

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements laid down in item 1.4. c).

When a sub-fund enters into a total return swap or invests in other financial derivative instruments with similar characteristics, the counterparty does not have discretion over the composition or management of a sub-fund's portfolio or over the underlying of financial derivative instruments used by a sub-fund. Counterparty approval is not required in relation to any investment decision made by a sub-fund. Information on the underlying strategy and composition of the investment portfolio or index as well as on the counterparties of these transactions is specified in the Fund's annual reports. Even if the purpose of these total return swap or other similar financial derivative instruments is to generate additional capital or

income or to reduce costs, the use of the aforesaid instruments involves certain risks, such as counterparty risk and market risk (See "Risk warnings") and there can be no assurance that the objective sought to be obtained from such use will be achieved.

The use of derivatives and other financial techniques and instruments may not cause the sub-fund to stray away from the investment policy set out in the "Sub-Funds Descriptive Sheets".

The Management Company shall ensure that the global exposure of the portfolio of each sub-fund relating to financial derivative instruments does not exceed the total net assets of that portfolio.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions.

Unless otherwise specified in the investment policy of a sub-fund, each sub-fund may use financial derivative instruments for the purpose of efficient portfolio management and to hedge against market and currency risks. If a sub-fund intends to make use of financial derivative instruments on a regularly basis to meet investment goals, the investment policy of the relevant sub-fund will comprise detailed information on the use of these financial derivative instruments.

Subject to the foregoing provisions, the investment restrictions herein described and relating to the use of financial derivative instruments will not apply to those sub-funds applying a Value-at-Risk (VaR) approach to calculate their global exposure to financial derivative instruments as referred to in CSSF Circular 11/512.

sub-funds calculating their global exposure to financial derivative instruments on a commitment basis as referred to in the CSSF Circular 11/512, must comply with the limits and restrictions herein described when using financial derivative instruments.

When a transferable security or money market instrument comprises a derivative, the latter must be taken into account when the provisions of this article are applied.

SPECIAL FINANCIAL INSTRUMENTS

The Fund may for the purpose of generating additional capital or income or for reducing costs or risks use the financial techniques and instruments relating to transferable securities and money market instruments under conditions here above described.

The use of the aforesaid financial techniques and instruments involves certain risks, such as counterparty risk and market risk (see "Risk warnings") and there can be no assurance that the objective sought to be obtained from such use will be achieved.

Additionally, the Fund may, for efficient management purposes, resort to Securities Lending and Borrowing, Repurchase Agreement (repo and reverse repo) Transactions as well as Credit Default Swap, provided that the following rules be complied:

Securities lending and borrowing

Each sub-fund may enter into securities lending transactions on condition that they comply with the following regulations:

Each sub-fund may only lend securities through a standardized lending system organized by a recognized clearing institution or through a first class financial institution specializing in this type of transaction.

In addition, as part of lending transactions, each sub-fund must in principle receive a guarantee, the value of which at the conclusion of the contract must be at least equal to the global valuation of the securities lent.

This guarantee must be given in the form of liquid assets and/or in the form of securities issued or guaranteed by a member state of the OECD, or by their local authorities, or by supranational institutions and undertakings of a community, regional or world-wide nature, and blocked in the name of the sub-fund until the expiration of the loan contract.

Securities lending transactions may not exceed 50% of the global valuation of the securities portfolio of a sub-fund. This limitation does not apply where the sub-fund is entitled at all times to the cancellation of the contract and the restitution of the securities lent. Securities lending transactions may not exceed beyond a period of 30 days.

The legal entity acting as securities lending agent on behalf of each sub-fund as well as the costs/fees paid to such entity will be set out in the Fund's annual reports. All the revenues arising from securities lending transactions, net of direct and indirect operational costs/fees, will be returned to the relevant sub-fund.

Repurchase Agreement (repo and reverse repo)s

Unless otherwise indicated in Chapter 1: "Sub-Funds Particulars", each sub-fund may occasionally enter into Repurchase Agreement (repo and reverse repo)s which consist of the purchase and sale of securities with a clause reserving the seller the right to repurchase from the acquirer the securities sold at a price and term specified by the two parties in a contractual agreement. Each sub-fund can act either as purchaser or seller in repurchase agreement transactions. The involvement in such transactions is, however, subject to the following regulations: (a) the sub-fund may not buy or sell securities using a repurchase agreement transaction unless the counterparties in such transactions are first class financial institutions specializing in this type of transactions; (b) during the life of a purchase contract, the sub-fund cannot sell the securities which are the object of the contract, either before the right to repurchase these securities has been exercised by the counterparty, or the repurchase term has expired.

Where the sub-fund is exposed to repurchases, it must take care to ensure that the level of its exposure to purchase transactions is such that it is able, at all times, to meet its repurchase obligations.

Counterparties, as well as the costs/fees paid to such counterparties, will be set out in the Fund's annual reports. All the revenues arising from Repurchase Agreement, net of direct and indirect operational costs/fees, will be returned to the relevant sub-fund.

Credit Default Swaps

The Fund may use credit default swaps. A credit default swap is a bilateral financial contract in which one counterpart (the protection buyer) pays a periodic fee in return for a contingent payment by the protection seller following a credit event of a reference issuer. The protection buyer must either sell particular obligations issued by the reference issuer at their par value (or some other designated reference or strike price) when a credit event occurs or receive a cash settlement based on the difference between the market price and such reference or strike price. A credit event is commonly defined as bankruptcy, insolvency, receivership, material adverse restructuring of debt, or failure to meet payment obligations when due. The International Swaps and Derivatives Association ("ISDA") has produced standardized documentation for these transactions under the umbrella of its ISDA Master Agreement.

The Fund may use credit default swaps in order to hedge the specific credit risk of some of the issuers in its portfolios by buying protection.

In addition, the Fund may, provided it is in the exclusive interests of its Unit Holders buy protection under credit default swaps without holding the underlying assets provided that the aggregate

premiums paid together with the present value of the aggregate premiums still payable in connection with credit default swaps previously purchased and the aggregate premiums paid relating to the purchase of options on transferable securities or on financial instruments for a purpose other than hedging, may not, at any time, exceed 15% of the net assets of the relevant sub-fund.

Provided it is in the exclusive interests of its Unit Holders, the Fund may also sell protection under credit default swaps in order to acquire a specific credit exposure. In addition, the aggregate commitments in connection with such credit default swaps sold together with the amount of the commitments relating to the purchase and sale of futures and option contracts on any kind of financial instruments and the commitments relating to the sale of call and put options on transferable securities may not, at any time, exceed the value of the net assets of the relevant sub-fund.

The Fund will only enter into credit default swap transactions with highly rated financial institutions specialized in this type of transaction and only in accordance with the standard terms laid down by the ISDA. In addition, the use of credit default swaps must comply with the investment objectives and policies and risk profile of the relevant sub-fund.

The aggregate commitments on all credit default swaps will not exceed 20% of the net assets of the sub-fund.

The total commitments arising from the use of credit default swaps together with the total commitments arising from the use of other derivative instruments may not, at any time, exceed the value of the net assets of the relevant sub-fund.

The Fund will ensure that, at any time, it has the necessary assets in order to pay redemption proceeds resulting from redemption requests and also meet its obligations resulting from credit default swaps and other techniques and instruments.

Exposure to credit default swaps on European sovereign issuers will be made in compliance with CSSF Circular 12/548. Therefore, the sub-funds are prohibited to enter into speculative sovereign credit default swap transactions, except if the sub-funds hold in portfolio the underlying or assets correlated to the underlying.

Collateral Received in respect of Financial Techniques and Financial Derivative Instruments

The Fund will ensure that its counterparty delivers collateral either in the form of cash, either in the form of securities compliant with the applicable Luxembourg regulations.

Non-cash collateral received will not be sold, re-invested or pledged. It should comply with the criteria defined in the ESMA Guidelines 2012/832, i.e. in terms of liquidity, valuation, issuer credit quality, correlation and diversification with a maximum exposure to a given issuer of 20% of its net asset value.

As the case may be, cash collateral received by each sub-fund in relation to any of these transactions may be reinvested in a manner consistent with the investment objectives of such sub-fund, and in compliance with the requirements of the ESMA Guidelines 2012/832, as described below:

- placed on deposit with entities prescribed in Article 50(f) of the UCITS Directive;
- invested in high-quality government bonds;
- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

Reinvested cash collateral should be diversified in accordance with the diversification requirements applicable to non cash-collateral. To the extent required by the applicable Luxembourg regulations, reinvestments of such cash collateral must be taken into account for the calculation of the sub-fund's global exposure.

Collateral and haircut policy

The securities lending activity for all the sub-funds of the Fund is performed through the Global Master Securities Lending Agreement with CACEIS Bank Luxembourg (as Principal).

For the securities lending:

1. The types of collateral that can be accepted are:
 - Bonds issued by OECD Governments having a minimum credit rating of AA;
 - Bonds issued by Supranational entities, government agencies or other issuers having a minimum credit rating of AA;
 - Cash in EUR.
2. As regards the haircut policy: collateral should represent not less than the market value of the securities lent plus a 5% margin on a daily basis.

Regarding the OTC derivatives, the information on collateral and haircut policy for each sub-fund are specified, if applicable, in the relevant Descriptive Sheet.

RISK WARNINGS

Since the value of the units in a sub-fund depends on the performance of the underlying investments, which are subject to market fluctuations, no assurance can be given that the investment objective of the sub-funds will be achieved and that the amounts invested can be returned to the investor upon redemption of the units.

International Investing

Investments on an international basis involve certain risks, including:

The value of the assets of a sub-fund may be effected by uncertainties such as changes in government policies, taxation, fluctuations in foreign exchange rates, the imposition of currency repatriation restrictions, social and religious instability, political, economic or other developments in the law or regulations of the countries in which a sub-fund may invest and, in particular, by changes in legislation relating to the level of foreign ownership in the countries in which a sub-fund may invest.

Accounting auditing and financial standards, practices and disclosure requirements applicable to some countries in which a sub-fund may invest may differ from those applicable in Luxembourg in that less information is available to investors and such information may be out of date.

The assets of the sub-fund may be invested in securities denominated in currencies other than the base currency of the Fund (details for each sub-fund are set in Descriptive Sheets, and any income from these investments will be received in those currencies, some of which may fall against the base currency of the Fund. A sub-fund will compute its net asset value and make any distributions in the base currency of the Fund. Therefore, there may be a full currency exchange risk which may affect the value of the shares and the income distributions paid by a sub-fund.

Exchange rates risks

The reference currency of each sub-fund is not necessarily the investment currency of the sub-fund concerned. Investments are made in those currencies that best benefit the performance of the sub-funds in the view of the Investment Manager.

Changes in foreign currency exchange rates may affect the value of units held in the sub-funds.

Interest Rate Risk

The sub-funds that invest in bonds or other fixed income and money market instruments may fall in value if the interest rates change. Generally, the prices of debt securities rise when interest rates fall, while the prices fall when interest rates rise. Longer term debt securities are usually more sensitive to interest rate changes.

Credit Risk

The sub-funds which invest in bonds and other fixed income and money market instruments are subject to the risk that issuers not make payments on such securities. An issuer suffering from an adverse change in its financial condition could lower the quality of a security leading to greater price volatility on that security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Sub-funds investing in lower quality debt securities are more susceptible to these problems and their value may be more volatile.

Investing in Derivatives

There are certain investment risks which apply in relation to techniques and instruments which the Investment Managers may employ for efficient portfolio management purposes or if disclosed in relation to any sub-fund, as a part of its principal investment policy including, but not limited to, those described below. However, should the expectations of the Investment Managers in employing such techniques and instruments be incorrect, a sub-fund may suffer a substantial loss, having an adverse effect on the net asset value of the Units.

Financial and Derivatives Instruments and Hedging Strategies

Investments of a Fund may be composed of securities with varying degree of volatility and may comprise, from time to time, financial derivative instruments. Since financial derivative instruments may be geared instruments, their use may result in greater fluctuations of the net asset value of a Fund concerned.

A sub-fund may use financial derivative instruments for efficient portfolio management or to attempt to hedge or reduce the overall risk of its investments or, if disclosed in relation to any Fund, may be used as part of the principal investment policies and strategies. Such strategies might be unsuccessful and incur losses for the Fund, due to market conditions. The ability of a sub-fund to use the strategies may be limited by market conditions, regulatory limits and tax considerations. Use of these strategies involves special risks, including:

1. dependence on the ability of the Investment Manager' to predict movements in the price of securities being hedged and movements in interest rates;
2. imperfect correlation between the movements in securities or currency on which a derivatives contract is based and movements in the securities or currencies in the relevant Fund;
3. the absence of a liquid market for any particular instrument at any particular time;
4. the degree of leverage inherent in futures trading (i.e. the loan margin deposits normally required in future trading means that futures trading may be highly leveraged). Accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to a sub-fund,
5. possible impediments to efficient portfolio management or the ability to meet repurchase requests or other short term obligations because of a percentage of the assets of a sub-fund used to cover its obligations.

Counterparty Risk

The Fund will be exposed to credit risk on the counterparties with which it trades in relation to financial derivative instrument contracts and financial techniques and instruments that are not traded on a recognised exchange. Such instruments are not afforded the same protections as may apply to participants trading on organised exchanges, such as the performance of guarantee of an exchange clearing house.

Credit Default Swaps

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

This risk is, however, mitigated by the fact that the Fund will only enter into credit default swap transactions with highly rated financial institutions.

Credit default swaps used for a purpose other than hedging, such as for efficient portfolio management purposes or if disclosed in relation to any sub-fund, as part of the principal investment policy, may present a risk of liquidity if the position must be liquidated before its maturity for any reason. The Fund will mitigate this risk by limiting in an appropriate manner the use of this type of transaction.

Finally, the valuation of credit default swaps may give rise to difficulties which traditionally occur in connection with the valuation of OTC contracts.

Mortgage-related and other asset-backed instruments

While generally offering a higher degree of price and ratings stability relative to corporate securities, mortgage-related and other asset-backed instruments are generally less liquid than comparably-rated corporate bonds. Such relatively reduced liquidity may lead to valuation losses. Investors should be aware that the relatively reduced liquidity may lead to valuation losses. Liquidation of portions of the issuer's asset-backed investments could procure, under certain circumstances, realised losses.

Investment in Developing Markets

The following considerations apply to sub-funds which invest in emerging markets or newly industrialised countries.

The securities markets of developing countries are not as large as the more established securities markets and have substantially less trading volume. The markets may lack liquidity and exhibit high price volatility meaning that the accumulation and disposal of holdings in some investments may be time consuming and may need to be conducted at unfavourable prices. The market may also exhibit a high concentration of market capitalisation and trading volume in a small number of issuers, representing a limited number of industries, as well as a high concentration of investors and financial intermediaries. Brokers in developing countries typically are fewer in number and less capitalised than brokers in established markets.

At present, some stock markets in emerging market countries restrict foreign investment which results in fewer investment opportunities for a sub-fund. This may have an adverse impact on investment performance of a sub-fund which has as its investment objective to invest substantially in developing countries.

Many emerging markets are undergoing a period of rapid growth and are less regulated than the world's leading stock markets and there may be less publicly available information about companies listed on such markets than is regularly published about companies listed on other stock markets. In addition, market practices in relation to settlement of securities transactions and custody assets in emerging markets can provide increased risk to emerging markets funds.

Investing in smaller companies

Investment in smaller companies may involve greater risks and thus may be considered speculative. Investment in a sub-fund investing in smaller companies should be considered long term and not as a vehicle for seeking short term profits. Many small company stocks trade less frequently and in smaller volumes and may be subject to more abrupt or erratic price movements than stocks of larger companies. The securities of small companies may also be more sensitive to market changes than securities in large companies.

Investing in sector-based sub-funds

The Investment Managers will not normally, in the case of sector-based sub-funds, maintain a wide spread of investments in order merely to provide a balanced portfolio of investments. A more concentrated approach is taken than is normally the case in order to take greater advantage of successful investments. The Investment Manager considers that this policy involves a greater than

usual degree of risk and, since investments are chosen for their long term potential and their prices (and therefore the net asset value of the sub-fund) may be subject to above average volatility. Investors should be aware that there can be no assurance that the sub-fund's investment will be successful or that the investment objective described will be attained.

Investing in High Yield Bonds

High yield bonds are regarded as being predominately speculative as to the ability of the issuer to make payments of principal and interest. Investment in such securities involves substantial risk. Issuers of high yield debt securities may be highly leveraged and may not have available to them more traditional methods of financing. An economic recession may adversely affect an issuer's financial condition and the market value of high yield debt securities issued by such entity. The issuer's ability to service its debt obligations may be adversely affected by specific issuer developments, or the issuer's inability to meet specific projected business forecasts, or the unavailability of additional financing. In the event of bankruptcy of an issuer, the Fund may experience losses and incur costs.

SUB-FUNDS AVAILABLE (Sub-fund Descriptive Sheets)

The investment policy of each sub-fund is determined by the Management Company on the basis of the prevailing political, economic, financial and monetary situation.

Investors are informed that the Board of Directors of the Management Company may decide not to launch a sub-fund if the latter's capital does not reach EUR 5 million or its equivalent in the reference value at the end of the initial subscription period. This decision can only be taken at the latest on the last day of the initial subscription period. In case such a decision were taken, the investors would be informed by post, and the amounts paid by the investors would be returned to them two bank business days after the date of payment at the latest. Furthermore, the Prospectus shall be updated accordingly.

In any event, the assets of each of the sub-funds are subject to market fluctuations and the risks inherent to any investment in transferable securities, and consequently, the attainment of the objectives of the different sub-funds cannot be guaranteed.

Furthermore, the financial techniques and instruments referred to in the chapter "Financial Techniques and Instruments" of this Prospectus may be used in the management of the sub-funds within the restrictions stipulated in said chapter. Investors are informed that transactions on forward contracts and/or options entail a high degree of volatility and a high risk. Such transactions shall be used only insofar as they are in line with the investment policy of the sub-funds.

The Management Company reserves the right to open new sub-funds in accordance with its needs, in which case this prospectus shall be amended accordingly.

The Management Company may also decide to wind up a sub-fund in accordance with the procedure provided under article "Term of the fund, winding up, liquidation and merger of sub-funds" of the Management Regulations.

The Fund must comply with the investment restrictions set out in this Prospectus when managing the different sub-funds.

The investment objective and policy of all the sub-funds are described hereinafter.

Quivis Capital Fund - Ethical Global Balanced

Investment objective and policy

The purpose of the sub-fund is to be mainly invested in compliance with the principle of Socially Responsible Investment (SRI).

“Socially Responsible Principles Investments” are investments that endeavour to avoid investing in: (i) companies directly linked to controversial weapons (anti-personnel mines, fragmentation bombs, depleted uranium munitions, biological, chemical or nuclear weapons etc.) such as companies that are in breach with the Convention on Cluster Munitions (“CCM”), the Convention on the prohibition of the use, stockpiling, production and transfer of anti-personnel mines and on their destruction; (ii) companies associated with serious violations of the principles of the UN Global Compact; (iii) companies belonging to the fossil fuel sector, which determines a significant influence on the climate change; (iv) government bonds issued by nondemocratic countries in which serious violations of human rights occur.

The Socially Responsible Principles will not apply to investments that seek to replicate an index (ETFs, tracking funds, futures, Total Return Swaps on baskets), i.e. where the investment in a security contributes to gaining exposure to a specific asset class, and is not to be intended as a mean of financing a non-complying company. The sub-fund invests its assets in financial derivative instruments, in fixed income and money market instruments and equity securities in a balanced manner.

Eligible Countries are all the countries included in the index FTSE All-World Developed Europe Total Return Local Currency.

Eligible Currency is EUR.

Eligible instruments are:

- Fixed income and money market instruments issued by supranational institutions denominated in Eligible Currencies;
- Fixed income and money markets instruments issued or guaranteed by national and local governments, quasi-government institutions or agencies of Eligible Countries denominated in Eligible Currencies;
- Fixed income and money market instruments issued or guaranteed by companies domiciled or incorporated in Eligible Countries denominated in Eligible Currencies;
- Equity and equity-like instruments shall be limited to those issued by companies of Eligible Countries.

The sub-fund must be invested in fixed income and money market instruments with an investment rating according to S&P and Moody’s scale with the following rules:

- bonds and money market instruments with only one rating: the rating must not be lower than BBB- long term scale or A-3 short term scale or Moody’s equivalent;
- bonds and money market instruments with two ratings: both must not be lower than BBB- long term scale or A-3 short term scale or Moody’s equivalent;
- if ratings are not available:
 - in case of government bonds or government money market instruments, the equivalent long term debt sovereign rating of the country can be used;
 - in case of bonds or money market instruments issued by a corporate with no available ratings for these issues on scales ratings of S&P and Moody’s, the available rating of

- the issuer (coming from Moody's or the S&P) may be used as an alternative for the rating of these issues;
- in case of bonds subject to a guarantee the guarantor rating should be taken.

The Average Rating of the sub-fund, calculated on the average of Moody's and S&P ratings as defined in the Annex B, must be not below BBB- (S&P rating scale).

The other eligible financial instruments are exclusively:

- Futures on government securities and interest rates;
- Buy and sell back (repo in which there is a cash exchange), Repurchase Agreement (repo and reverse repo) concluded with financial institutions of first class, Securities Lending, and Asset Swaps with authorized counterparties;
- Currency Swaps and Forwards, Total Return Swaps, Equity Swaps, Interest Rate Swaps, Basis Swaps with authorized counterparties;
- Futures on equity indices;
- Listed and OTC Options on stocks (limited to stocks held in the portfolio) with authorized counterparties;
- Listed and OTC Options on fixed income securities and interest rates with authorized counterparties;
- Listed and OTC Options on equity indices with authorized counterparties;
- Listed and OTC Options on futures on equity indices with authorized counterparties;
- Asset-Backed Securities ("ABS") and Mortgage-Backed Securities ("MBS") instruments, within the limit of 20% of the net assets of the Sub-Fund.

The management aim is to limit losses in case of equity market downturn in the regions covered by the FTSE All-World Developed Europe Total Return Local Currency index, without giving up the possibility to take part to growth phases of the same markets. This is made possible through changes to equity market exposure (up to a maximum of 40% of the NAV), according to the market course. Management style is particularly active, as it does not reflect benchmark composition. In particular market conditions, the sub-fund may be completely invested in money market instruments.

Collateral and haircut policy as regards OTC derivatives

The types of collateral that can be accepted are:

- Cash;
- Government bonds having a minimum credit rating of AA and issued by the governments of France, Germany, Netherlands, United Kingdom and the United States of America.

The haircuts will depend on the collateral posted and will range from 2% (maturity of bonds less than 1 year) to 6% (maturity of bonds greater than 10 years).

Global Exposure

The use of derivative financial instruments is permitted to hedge market and currency risk, for the purposes of efficient portfolio management and for yield enhancement.

The sub-fund may invest in financial derivative instruments to achieve its objective.

While it is the aim of the sub-fund to preserve capital and generate competitive returns, investors should be aware that this may not be achieved due to investment in financial derivative instruments.

Derivative strategies might be unsuccessful, due to market conditions, and the sub-fund may suffer a substantial loss, having an adverse effect on the NAV per Unit. Investment in financial derivative instruments involves certain risks which are detailed under Chapter "Risk Warning" of the Prospectus.

Method used to calculate the global exposure: relative VAR.

The Reference portfolio is the Benchmark.

Leverage (based on the sum of the notionals) is expected to remain below 100 %, although it may exceed this level temporarily.

Leverage is calculated according to CSSF circular 11/512 and ESMA document 10-788 as further specified by CSSF press release 12/29.

Benchmark

The benchmark of the sub-fund, measuring the degree of investment risk-yield, is 20% FTSE All-World Developed Europe Total Return Local Currency (FTS9DEUR) + 80% JP Morgan EMU 6 Month Cash (JPCAEU6M).

Units, Currencies and Valuation date

The sub-fund's valuation currency is the euro. The net asset value of this sub-fund shall be valued with a weekly base as of Friday and, if this day should fall on an official holiday, on the next bank business day.

The minimum first subscription amount is fixed at EUR 50,000. This minimum amount shall apply to all new subscriptions by holders of units in the sub-fund.

Initial subscription/contribution period

The sub-fund was launched on 7 May 2004 for an initial price of EUR 1000 per unit.

Investment Manager

The sub-fund shall be managed by Quaestio Capital Management SGR S.p.A..

Quaestio Capital Management SGR S.p.A. shall act under the control and responsibility of the Management Company.

Fees and Commissions

- Management fee: 1% per year of the sub-fund's total net asset, calculated and allocated at any valuation and withdrawn from the sub-fund's assets by the tenth day of each month following the one in which it is valued.
- Depositary Bank and Administrative Agent Fee: pursuant to the relevant agreement between the Management Company and the Bank, the Depositary Bank, and Administrative Agent is entitled to receive an all-in fee in accordance with market practice that will not exceed 0.025% p.a. per sub-fund, calculated and allocated at any valuation and withdrawn from the sub-fund's assets by the tenth day of each month following the one in which it is valued. The fees payable to the Depositary include fees to be paid to the correspondents of the Depositary unless otherwise provided in the Depositary Agreement. The Fund will support the bank commissions on portfolio transactions and any and all rights relating thereto; additional Transfer Agent and Register fees will be charged to the Fund in accordance with the appendix of the Transfer agency and Registrar agency agreements.
- Financial Agent and Corporate Secretary fee of maximum EUR 10.000,- p.a will be charged to the Fund.

- Performance fee: a variable quota calculated and allocated at any valuation and withdrawn on December 31 of each year, or in the event of replacement of the delegated investment manager, or in the event of redemption of shares, on the basis of the investment manager's overperformance and the information ratio on the basis of formulas indicated in Annex A "Variable Component of Management Fee".
- An issue and/or a redemption commission for the benefit of the Management Company may be added to the subscription price or subtracted from the amount redeemed.

Such issue and/or redemption commission may amount to a maximum of 1% of the net asset value per Unit serving as reference for the subscription or the redemption in question.

Investors profile

This sub-fund is suitable for every type of investor (physical persons and legal entities).

The investor may be able to accept moderate temporary losses.

Annex A – Variable component of the management fee

Performance Fee

1. Purpose

The Performance Fee is intended to give a proper reward if good performances have been obtained with a low degree of risk.

The risk is measured by the semi-tracking error, that is the semi-volatility of the underperformance of the NAV per unit of the sub-fund versus the benchmark.

The risk-adjusted return is measured by the Information Ratio, that is the ratio between the excess return and the semi-tracking error.

The Overperformance is the current value of the excess returns gained by the investors.

The weekly Overperformance will be derived by multiplying the Overperformance per unit by the number of units currently outstanding. The cumulated Overperformance generated will be calculated by summing up all the weekly Overperformance from the last payment of the Performance Fee.

The variable commission is positive only if the sub-fund has performed better than the benchmark without adding too much risk, thus producing a high risk-adjusted return.

2. Performance Fee Calculation Period

The initial Performance Fee Calculation Period (see the “Cumulated Overperformance” formulation below) will begin at the date of management inception and will end on the last NAV valuation date of December of the first financial year. The starting date of the Calculation Period will be resetted, at the end of the financial year, only if the performance fee is paid to the Investment Manager. In case of full redemption of the NAV or Investment Manager change, the Performance Fee Calculation Period will terminate with such event. The Risk Statistics Calculation Period (see the “Semi-Tracking Error” and “Information Ratio” formulations below) will begin together with the initial Performance Fee Calculation Period and will not end apart from a full redemption of the NAV or Investment Manager change.

3. Calculation Method

The Performance Fee will be calculated at every NAV valuation. The accrued Performance Fee will be paid annually at the end of the financial year or in the event of replacement of the delegated investment manager, or in the event of partial or total redemption of units (see paragraph below on the crystallisation process) with the condition that the Information Ratio since inception is superior to 0.5 and the Overperformance since the last payment of a performance fee is positive.

The Performance Fee will be equal to 10% of the cumulated Overperformance if the Information Ratio is superior to 0.2 and will be equal to 0% of the cumulated Overperformance otherwise.

Semi-tracking error (semi-volatility of the underperformance of the sub-fund versus the benchmark):

$$STE(i) = \left[\frac{1}{t_i - t_1} * \sum_{k=1}^i \Delta^2(t_k)_{|\Delta(t_k) \leq 0} \right]^{\frac{1}{2}} * \sqrt{t_i - t_0}$$

Information Ratio (risk-adjusted return of the sub-fund):

$$IR(i) = \frac{PR(t_0, t_i) - BR(t_0, t_i)}{STE(i)}$$

If STE(i) is equal to zero, IR(i) cannot be calculated and the Performance Fee is set at 10% of the cumulated Overperformance, because by definition the excess return is positive and the downside risk is null.

Cumulated Overperformance:

$$OVER(h, i) = \sum_{k=h+1}^i n.share_{t_k} * P(t_{k-1}) * \Delta(t_k)$$

$$PerformanceFee_t = \begin{cases} 10\% * OVER(h,t) & \text{if } IR(t) > 0.2 \\ 0 & \text{otherwise} \end{cases}$$

Definitions and symbols:

t_0 (equal to 0) represents the management inception

$t_i = t_0 + i = i$, where $i > 1$ represents the i^{th} week after the management inception (the fee will not be calculated the first week).

$P(t_0)$ is the initial subscription price of each sub-fund.

$t_h = h$ represents the h^{th} week after the management inception for which the Performance Fee has been payable to the Management Company or, when missing, the management inception date.

$n.share_{t_k}$ represents the number of units outstanding at every NAV valuation.

$n.share.redeemed_{t_k}$ represents the number of units redeemed at every NAV valuation.

$P(t_k)$ represents the NAV per unit in t_k gross of any accrued Performance Fee.

$PR(t_{k-1}, t_k)$ is the weekly performance of the sub-fund of t_{k-1} to t_k gross of accrued Performance Fee.

$BR(t_{k-1}, t_k)$ is the weekly performance of the benchmark (composition is defined in the investment policy of each sub-fund) of t_{k-1} to t_k .

$\Delta(t_k) = RP(t_{k-1}, t_k) - RB(t_{k-1}, t_k)$ is the weekly excess return.

$RP(t_0, t_i)$ is the periodic performance of the t_0 to t_i sub-fund gross of any accrued Performance Fee, where the last NAV per unit of the Calculation Period (x) (net of any Fee) will serve as reference NAV per unit to start the calculation of Performance Fee during the next Performance Fee Calculation Period (x+1).

$RB(t_0, t_i)$ is the periodic performance of the benchmark of t_0 to t_i .

4. Unit redemption

If units are redeemed at any time other than at the end of a Performance Fee Calculation Period, the accrued Performance Fee attributable to such redeemed units shall be calculated as if the redemption date was the end of the relevant Performance Fee Calculation Period (hereafter the "Crystallisation Fee" defined below).

The accrued Performance Fee that will remain in NAV is the difference between the Performance Fee evaluated over the calculation period and CCF: ("AccruedPerformanceFeeinNAV" defined below).

$$AccruedPerformanceFeeinNAV_t = \begin{cases} 0 & \text{if } t=0 \\ PerformanceFee_t - CCF_t & \text{if } (PerformanceFee(t) > CCF(t)) \\ 0 & \text{otherwise} \end{cases}$$

where:

$$CrystallisationFee_t = (n.share.redeemed_t / n.share_{t-1}) * AccruedPerformanceFeeinNav_{t-1}$$

$$CCF_t = \text{Cumulative Crystallization Fees}_t = \sum_{k=h}^t CrystallizationFee_k$$

$h=0$ in the first financial year. At the end of each financial year, the Crystallisation Fee is paid and h must be resetted.

The Crystallization Fee attributable to such redeemed units will already be reflected in the redemption price of the redeemed units and will be immediately deducted from the accrued Performance Fee at time t.

Even if the sub-fund performs negatively after the date a unit holder redeems, such that the sub-fund's Overperformance over the Performance Fee Calculation Period is equal to zero, the Investment Manager will still be entitled to receive the Crystallization Fees.

In the case of Overperformance of the sub-fund, the accrued Performance Fees calculated on the last NAV of the Calculation Period become an actual debt for the sub-fund (payable performance fees). As a consequence, the NAV per unit that will serve as a reference to start the Performance Fee calculation during the next Calculation Period is the last official NAV per unit, net of any Fee.

For the avoidance of doubt, it is specified that during the whole Performance Fee Calculation Period, the NAV per unit used to calculate the Overperformance will be gross of the accrued Performance Fees.

It is anticipated that the accrued Performance Fee and the Crystallisation Fee will normally be paid in arrears within 30 Business Days of the end of the financial year, or the replacement of the delegated investment manager or the full redemption

5. Examples

If at the end of the year 1 the performance of the sub-fund, gross of any accrued Performance Fee, is inferior to the benchmark then the Information Ratio is negative and the Performance Fee will be equal to zero during this year.

If at the end of the year 2 the performance of the sub-fund during these two years is inferior to the benchmark then the Information Ratio is negative and the Performance Fee will be equal to zero also during this year.

If at the end of year 3: (i) the Information Ratio since inception is superior to 0.2 and (ii) the Overperformance calculated on the first 3 years is positive, then the Performance Fee will be equal to 10% of the cumulated Overperformance calculated on the first 3 years.

Annex B - Average Rating Algorithm

Credit rating requirements are based on a composite of Moody's and S&P.

Single bond and money market instruments average rating

For each bond and money market instrument Moody's and S&P credit rates are considered, if these rates are not available, in case of government bonds or government money market instruments, the equivalent long term debt sovereign rating of the country can be used (for example in the case of US Treasury Bonds).

In case of bonds or money market instruments issued by a corporate with no available ratings for these issues on scales ratings of S&P and Moody's, the available rating of the issuer (coming from Moody's or the S&P) may be used as an alternative for the rating of these issues.

In case of ETF on Fixed Income the rating of the instrument will be the one calculated by the ETF-provider.

Each rating is assigned a numerical value, according to the respective Moody's and S&P scale, in accordance with **Table1** below. The average rating of each instrument is the average of this two numbers (or of those available).

In case of instruments for which no one of these two ratings is available the average rating of such instrument is by default 10.

Portfolio average rating

To evaluate the Average Rating of the portfolio, an Average Credit Value (ACRV) is computed.

ACRV is the weighted average of all fixed income instruments in portfolio, where the weights are the ratio between the market value in valuation currency and the market value in valuation currency of these instruments basket.

The ACRV shall be rounded as follows: if the first decimal number is five (5) or below, the ACRV shall be rounded to the next lower integer, and if the first decimal number is six (6) or above, the ACRV shall be rounded up to the next highest integer.

The Average Rating is the rating evaluated converting back the ACRV into the S&P rating scale (**Table1**).

Table 1

Rating Moody's	Rating S&P	Rank
Aaa	AAA	25
Aa1	AA+	24
Aa2	AA	23
Aa3	AA-	22
A1	A+	21
A2	A	20
A3	A-	19
Baa1	BBB+	18
Baa2	BBB	17
Baa3	BBB-	16
Ba1	BB+	15
Ba2	BB	14
Ba3	BB-	13
B1	B+	12
B2	B	11
B3	B-	10
Caa1	CCC+	9
Caa2	CCC	8
Caa3	CCC-	7
Ca	CC / C / CI	6
C		5
	D	4
WR		0
NR	NR	0